#### Details of the Agenda:

### Agenda Item-1- Special Resolution - Issue of Further Securities

Promoter/	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of	% of
Public	held	polled	Polled on	in favour	Votes -	Votes in	Votes
			outstanding		against	favour on	against
	(1)	(2)	shares	(4)		votes	on votes
				3	(5)	polled	polled
			(3)=[(2)/(1)]		8	(6)=	(7)=
			*100			[(4)/(2)]* 100	[(5)/(2)]* 100
	<u> </u>	Mode	of voting: (E-	voting)	<u> </u>	100	100
Dd	0	1	or voring. (E-	0	0	0	0
Promoter and Promoter					Ĭ	ľ	
Group				9			
Public –	31,213,567	31,096,567	99.63	28,504,371	2,592,196	91.66	8.34
Institutional	Administrative of the second o				2		
holders							Y SERVER SERVER
Public-Others	862	862	100	856	6		
Total (A)	31,214,429	31,097,429	99.63	28,505,227	2,592,202	91.66	8.34
		Mode of	voting: (Ball				T
Promoter and	55,054,135	55,054,135	100	55,054,135	0	100	0.00
Promoter					*		
Group					0	- (	0
Public -	(	. 0	(	7	"		<u>'</u>
Institutional holders							
<del></del>	415	415	100	415	C	100	0.00
Public-Others	55,054,550	1			0	100	0
Total (B)	33,034,330	120000000 CCCCCCCCCCCCCCCCCCCCCCCCCCCCCC	de of voting:	10.00	<u> </u>		
D 1			1			) (	0
Promoter and	`						
Promoter						i)	
Group	1,310,569	5 1,310,565	100.00	0 1,310,565	5 (	100.0	0
Public -	1,310,30.	1,510,50.	100.0	1,510,50.			
Institutional							
holders		120	93.4	3 128	3 (	100.0	0 0
Public-Others	<del></del>			* Land	<u> </u>		
Total (C)	1,310,70			7,111,111,111,111,111,111,111,111,111,1			
Result	87,579,68	1 87,462,672	99.8	84,870,470	2,592,202	2 97.0	4 2.90
(A+B+C)							

One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

The improvement of 5 votes as against their of 5 vot

holding to the extent of 14.



### Agenda Item-2- Special Resolution - Increase in Foreign Institutional Investor (FII) Limits

Promoter/	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of	% of
Public	held	polled	Polled on	in favour	Votes -	Votes in	Votes
		•	outstanding	l'	against	1	against
	(1)	(2)	shares	(4)	(5)	votes	on votes
			(2) [(2)(1)]		(5)	polled (6)=	polled (7)=
			(3)=[(2)/(1)] *100			$[(4)/(2)]^*$	[(5)/(2)]*
			100			100	100
		Mode	of voting: (E-	voting)			
Promoter and		0	0.00	0	(	0.00	0.00
Promoter							
Group				21.006.571		100	0
Public –	31,213,57	1 31,096,571 <sup>3</sup>	99.63	31,096,571	(	100	U
Institutional							
holders			100.00	856		2 99.77	0.23
Public-Others	859	8 858	100.00	, 850	•	77.11	0.25
Total (A)	31,214,429	9 31,097,429	99.63	31,097,427		2 100	0
		Mode of	voting: (Ball				
Promoter and	55,054,13	5 55,054,135	100	55,054,135	1	0 100	0
Promoter							
Group		N	<u> </u>			0 (	0
Public		0	) (	O		0 (	, 0
Institutional			Ì				
holders	41	5 415	100	415	5	0 100	0
Public-Others						0 100	0 0
Total (B)	55,054,55		ode of voting:		<u> </u>	<u> </u>	_1
Promoter and						0	0 0
							ä
Promoter	į				8		
Group	1,310,56	1,310,56	5 100.0	0 1,310,565	5	0 100.0	0 0
Public –	1,310,30	1,510,50.	100.0	1,510,50		10 00000000	
Institutional							
holders		120	93.4	3 12	8	0 100.0	0 0
Public-Others				7		0 10	
Total (C)	1,310,70				<del></del>	2 10	
Result	87,579,68	87,462,67	2 99.8	7 87,462,67	الا	10	9
(A+B+C)			<u> </u>				

<sup>&</sup>lt;sup>3</sup> One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

<sup>&</sup>lt;sup>4</sup> 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their holding to the extent of 14.



# Agenda Item-3- Special Resolution - Increase in the Authorised Share Capital of the Company

Promoter/	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of	% of
Public	held	polled	Polled on	in favour	Votes -	Votes in	Votes
ruone	neid	poned	outstanding	in iavoar	against	favour on	against
	(1)	(2)	shares	(4)		votes	on votes
40	(1)	(-)		. ,	(5)	polled	polled
			(3)=[(2)/(1)]			(6)=	(7)=
			*100			[(4)/(2)]*	[(5)/(2)]*
	_					100	100
		Mode	of voting: (E-			r e	T
Promoter and	0	. 0	0.00	0	0	0.00	0.00
Promoter							
Group				21.000.047	7.500	00.00	0.00
Public -	31,213,567	31,096,5675	99.63	31,089,067	7,500	99.98	0.02
Institutional		ļ	***				
holders		0.00	100	862	0	100	0
Public-Others	862	862	100	802		100	
Total (A)	31,214,429	31,097,429	99.63	31,089,929	7,500	99.98	0.02
		Mode of	voting: (Ball	ot Forms)			
Promoter and	55,054,135				0	100	0
Promoter	55,051,155	33,55 ,,55					
Group	8 2						
Public -	(	(	(	O	0	(	0
Institutional							
holders	***						
Public-Others	415	415	100	415		<u> </u>	
Total (B)	55,054,550	55,054,550	100	55,054,550	(	100	) (
		Mo	de of voting:			_	
Promoter and	(	. (			) (	) (	) (
Promoter			120				
Group				Ì			
Public -	1,310,565	1,310,56	5 100.00	1,310,565	5 (	100.0	0 (
Institutional	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	5000 <b>3</b> 5000 1000 450 <b>3</b> 60 5000	3	77 229			
holders	100	7 128	6 93.4	3 128	3 (	0 100.0	0 (
Public-Others				7.00		0 10	
Total (C)	1,310,70	(a) (a) (b) (a) (a) (a) (a) (a) (a) (a) (a) (a) (a	The second second				
Result	87,579,68	1 87,462,67	99.8	7 07,400,17	4,300	97.7	0.0
(A+B+C)							.1

<sup>&</sup>lt;sup>5</sup> One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

<sup>&</sup>lt;sup>6</sup> 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their holding to the extent of 14.



### Agenda Item-4- Special Resolution - Amendment of the Memorandum of Association of the Company

Promoter/	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of	% of
Public		polled	Polled on	in favour	Votes -	Votes in	Votes
			outstanding	CONTRACTOR OF THE PROPERTY OF	against	favour on	against
	(1)	(2)	shares	(4)	. <b>.</b> .	votes	on votes
		Ì			(5)	polled	polled
12	,		(3)=[(2)/(1)]			(6)=	(7)=
			*100	1	9	[(4)/(2)]* 100	[(5)/(2)]* 100
		Mode	of voting: (E-	·voting)	-	1100	100
Promoter and	0		<del></del>		0	0.00	0.00
Promoter		2	ļ				
Group							2.22
Public –	31,213,567	31,096,567	99.63	31,089,067	7,500	99.98	0.02
Institutional					· E		
holders		0.63	100	862	0	100	0
Public-Others	862	862	, 100	002		100	
Total (A)	31,214,429	31,097,429	99.63	31,089,929	7,500	99.98	0.02
	1	Mode of	f voting: (Ball	ot Forms)			
Promoter and	55,054,135				C	100	0
Promoter							
Group		_					) 0
Public	C	(			0	) (	ט אין
Institutional							1
holders	416	41:	5 100	415	5 (	100	0 0
Public-Others				- 100		) 100	0 0
Total (B)	55,054,550		ode of voting:				
Duamatar and					) (	) (	0 0
Promoter and	ì	1					
Promoter	8	ľ					
Group	1,310,565	1,310;56	5 100.0	0 1,310,565	5 (	0 100.0	0 (
Public –	1,510,50.	1,510,50	100.0	1,5 = 1,5			
Institutional					Ì		
holders		7 128	93.4	3 12	R	0 100.0	0 (
Public-Others		1 1 1 1 1 1 1 1 1	- 1990 COSTON - 10			0 10	
Total (C)	1,310,70	10 100	<del></del>			_}	
Result	87,579,68	1 87,462,67	2 99.8	7 87,455,17	4,50	93.3	7 0.0
(A+B+C)						<u> </u>	<u> </u>

<sup>&</sup>lt;sup>7</sup> One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

8 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their

holding to the extent of 14.





### MOHD NAZIM KHAN

"Sankalp", C-227, Ground Floor, Westend Marg, Paryavaran Complex Near Garden of Five Senses, New Delhi - 110030 Tel: +91-11-29536312, Telefax: +91-11-29536642 Email: <a href="mailto:nazimcs@yahoo.com">nazimcs@yahoo.com</a>

#### **SCRUTINIZER'S REPORT**

To, The Chairman M/s Info Edge (India) Limited Ground Floor-12A, 94 Meghdoot Nehru Place, New Delhi-110020

Also at: The Chairman The Corporate Office B-8, Sector-132, Noida-201 304 Uttar Pradesh (India)

#### Dear Sir.

1. The Company has appointed me as the Scrutinizer for the purpose of conducting the e-voting process/ poll (physical voting) on the agenda items to be transacted at the Extra-ordinary General Meeting of the Company, held on August 19, 2014 at 09:30 A.M. at Indira Gandhi Kala Kendra, Sector-6, Opp. Noida Authority, Noida-201301, UP, India.

The report of scrutinizers on e-voting conducted from August 13, 2014 to August 15, 2014 has been submitted to the Company on August 19, 2014 and report (under Form MGT-13) on the physical voting conducted through poll at the Extraordinary General Meeting (EGM) of the Company has been submitted on August 19, 2014 to the Chairman, under my signatures.

- 2. I submit this report for voting conducted through electronic and physical means as under:
  - 2.1. The Company has provided e-voting facility to all the Shareholders and has sent Notice electronically on July 24, 2014 to such Shareholders who have registered their email ids with the depository participants for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs. For the other Shareholders, the EGM notice has been sent by speed post, dispatch of which was completed on July 24, 2014.
  - 2.2. The e- voting period began at 9.00 a.m., on August 13, 2014 and ended at 06:00 p.m., on August 15, 2014. The votes polled on the electronic ballot and by physical ballot forms by the Shareholders till Friday, August 15, 2014 up to 06:00 p.m., being the last date and time fixed by the Company for polling of votes on the electronic ballot, were considered for my scrutiny.



- 2.3. Particulars of all the votes received from the Members have been entered in a register separately maintained for the purpose.
- 2.4. The votes received electronically were duly scrutinized and the shareholding was matched/ confirmed with the Register of members of the Company as on July 18, 2014.
- 2.5. The empty polling boxes were locked and sealed in the presence of the members and proxies and subsequent to the end of the polling process, the polling boxes were opened by us in presence of two witnesses.
- 2.6. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- 2.7. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- 3. A summary of the votes cast through e-voting/ poll (physical voting) is given below:

	Particula	ars of vo	tes cast						
	Electronic	0	Ballot Form		Poll		Voting Result		
	Nos. (A)	%	Nos. (B)	%		Nos. (C)	%	Nos. (A)+(B)+(C)	0/0
			S	pecial B	usiness				
1. Special Resol	ution for Issue	of Furth	ner Secur	rities					
Votes cast in favour	28,505,227	91.66	55,05	4,550	100	1,310,693	100	84,870,470	97.04
Votes Cast against	2,592,202	8.34		0	0	0	0	2,592,202	2.96
Invalid Votes	0	0		0	0	1	0.00	1	0.00
2. Special Resol	lution for Incre	ease in F	oreign In	stitution	al Inves	stor (FII) Lim	its		



otes cast in	31,097,427	100	55,054,550	100	1,310,693	100	87,462,670	100
avour			0	0	0	0	2	0
Votes Cast	2	0	0	0				
				0	1	0	1	0
nvalid Votes	0	0	0	0				
**			. 1 ' 1 Ch	ara Canit	al of the Com	pany		
3. Special Resolu	ution for Increa	ase in the	Authorised Sh	are Capit	1,310,693	100	87,455,172	99.99
Votes cast in favour	31,089,929	99.98	55,054,550	100	1,310,073			
						0	7500	0.01
Votes Cast	7,500	0.02	0	0	0	0	7,500	
against				0	1	0	1	0
Invalid Votes	0	0	0		1			
4. Special Reso		1 ,	Calca Mamora	ndum of	Association o	f the Con	npany	00.00
4. Special Reso	lution for Ame	endment	55,054,550	100	1,310,693	100	87,455,172	99.99
Votes cast in favour	31,089,929	99.98	55,034,550	100				
				0	0	0	7500	0.0
Votes Cast against	7500	0.02		)				
agamot				) (	1	0		
Invalid Votes		) (	0	0	,			

You may accordingly declare the result of the voting through electronic 4. voting/poll (physical voting).

Mohd. Nazim Khan

(Scrutinizer)

M No. FCS – 6529 (CP – 8245)

Place: New Delhi

Dated: August 19, 2014





### MOHD NAZIM KHAN

"Sankalp". C-227, Ground Floor, Westend Marg, Paryavaran Complex Near Garden of Five Senses, New Delhi - 110030 Tel: +91-11-29536312, Telefax: +91-11-29536642

Email: nazimes@yahoo.com

#### SCRUTINIZER'S REPORT

To,
The Chairman
M/s Info Edge (India) Limited
Ground Floor-12A, 94 Meghdoot
Nehru Place, New Delhi-110020

Also at: The Chairman The Corporate Office B-8, Sector-132, Noida-201 304 Uttar Pradesh (India)

Dear Sir,

The Company has appointed me as the Scrutinizer for the pursose of conducting the evoting process/physical voting on the agenda items to be transacted at the Extraordinary General Meeting (EGM) of the Company, held on August 15, 2014 at 09:30 A.M. at Indira Gandhi Kala Kendra. Sector-6, Opp. Noida Authority, Noida 201 301.

Pursuant to clause 35A of the Listing Agreement, the results of voting (both physical and electronic) are as under:

Date of the EGM	Tuesday, August 19, 2014
Total number of shareholders on record/cut - off date, i.e. July 18, 2014	10,804
No. of Shareholders present in the meeting either	er in person or through proxy
Promoter and Promoter Group	4
Public	558
Total	562
No. of Shareholders attended the meeting through	gh Video Conferencing
Promoter and Promoter Group	NA
Public	NA
Total	NA



#### Details of the Agenda:

#### Agenda Item-1- Special Resolution - Issue of Further Securities

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes - in favour	No. of Votes -	% of Votes in	% of Votes
	(1)	(2)	outstanding shares (3)=[(2)/(1)] *100	(4)	against (5)	favour on votes polled (6)= [(4)/(2)]* 100	against on votes polled (7)= [(5)/(2)]*
		Mode	of voting: (E-	voting)			
Promoter and Promoter Group	0				0	0	0
Public – Institutional holders	31,213,567	31,096,567	99.63	28,504,371	2,592,196	91.66	8.34
Public-Others	862	862	100	856	6	99.30	0.70
Total (A)	31,214,429	31,097,429	99.63	28,505,227	2,592,202	91.66	8.34
	14	Mode of	voting: (Balle	ot Forms)			
Promoter and Promoter Group	55,054,135	55,054,135	100	55,054,135	0	100	0.00
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	415	415	100	415	0	100	0.00
Total (B)	55,054,550	55,054,550	100	55,054,550	0	100	-0
		Mo	de of voting: (				
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	1,310,565	1,310,565	100.00	1,310,565	0		
Public-Others	137	1282	93.43		1.00		
Total (C)	1,310,702			1 AC 11 79 CC		E 6/24/A	
Result (A+B+C)	87,579,681	87,462,672	99.87	84,870,470	2,592,202	97.04	2.96

One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

<sup>2</sup> 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their

Mohd, Nazim Khan, Practising Company Secretary, New Delhi

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holding to the extent of 14.

Agenda Item-2- Special Resolution - Increase in Foreign Institutional Investor (FII) Limits

Promoter/	No. of shares	No. of votes	% of Votes	No. of Votes -	No. of	% of	% of
Public	held	polled	Polled on	in favour	Votes -	Votes in	Votes
	713	(3)	outstanding	(1)	against	favour on	against
	(1)	(2)	shares	(4)	(5)	votes polled	on votes polled
			(3)=[(2)/(1)]		(3)	(6)=	(7)=
			*100			[(4)/(2)]*	[(5)/(2)]*
						100	100
			of voting: (E-				
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public -	31,213,571	31,096,5713	99.63	31,096,571	0	100	0
Institutional holders							
Public-Others	858	858	100.00	856	2	99.77	0.23
Total (A)	31,214,429				2	100	0
			voting: (Ball		7.		
Promoter and Promoter Group	55,054,135	55,054,135	100	55,054,135	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	415	415	100	415	0	100	0
Total (B)	55,054,550	55,054,550	100	55,054,550	0	100	0
			de of voting: (	(Poll)			1
Promoter and Promoter	0	0	0	.0	0	0	.0
Group	1,310,565	1,310,565	100.00	1,310,565	0	100.00	0
Public - Institutional	1,510,303	1,510,505	100.00	1,510,505	0	100.00	
holders							
Public-Others	137	1284	93.43			100.00	
Total (C)	1,310,702						
Result (A+B+C)	87,579,681	87,462,672	99.87	87,462,670	2	100	0

One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584.696 votes as against their holding to the extent of 2,701,696.

To (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their

holding to the extent of 14.

## Agenda Item-3- Special Resolution - Increase in the Authorised Share Capital of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on	% of Votes against
	(1)	(2)	shares (3)=[(2)/(1)] *100	(4)	(5)	votes polled (6)= [(4)/(2)]* 100	on votes polled (7)= [(5)/(2)]* 100
		Mode	of voting: (E-	voting)		100	100
Promoter and Promoter Group	0	0			0	0.00	0.00
Public – Institutional holders	31,213,567	31,096,567 <sup>5</sup>	99.63	31,089,067	7,500	99.98	0.02
Public-Others	862	862	100	862	0	100	()
Total (A)	31,214,429	31,097,429	99.63	31,089,929	7,500	99.98	0.02
		Mode of	voting: (Balle	ot Forms)			
Promoter and Promoter Group	55,054,135				0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	415	415	100	415	0	100	0
Total (B)	55,054,550	55,054,550	100	55,054,550	0	100	0
		Mo	de of voting: (	Poll)			
Promoter and Promoter Group	0	0	0	0	. 0	0	0
Public – Institutional holders	1,310,565	1,310,565	100.00	1,310,565	0	100.00	0
Public-Others	137	1286	93.43	1.28	0	100.00	0
Total (C)	1,310,702	1,310,693	100	1,310,693	0	100	ð
Result (A+B+C)	87,579,681	87,462,672	99.87	87,455,172	7,500	99.99	0.01

One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

<sup>&</sup>lt;sup>6</sup> 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their holding to the extent of 14.



#### Agenda Item-4- Special Resolution - Amendment of the Memorandum of Association of the Company

Promoter/ Public	No. of shares	No. of votes polled	% of Votes Polled on	No. of Votes - in favour	No. of Votes -	% of Votes in	% of Votes
Table	Tierd	poned	outstanding	III Iavoul	against	favour on	against
	(1)	(2)	shares	(4)	agamst	votes	on votes
		4.2			(5)	polled	polled
			(3)=[(2)/(1)]			(6)=	(7)=
			*100			[(4)/(2)]*	[(5)/(2)]*
	.1.	Mode	of voting: (E-	voting)		100	100
Promoter and	0			401	0	0.00	0.00
Promoter Group						133 111	
Public -	31,213,567	31,096,567	99.63	31,089,067	7,500	99.98	0.02
Institutional holders							
Public-Others	862	862	100	862	0	100	0
Total (A)	31,214,429	31,097,429	99.63	31,089,929	7,500	99.98	0.02
		Mode of	voting: (Ballo	ot Forms)			
Promoter and	55,054,135	55,054,135	100	55,054,135	0	100	-0
Promoter Group							
Public -	0	0	0	0	0	0	0
Institutional holders						_	
Public-Others	415	415	100	415	0	100	0
Total (B)	55,054,550				0	100	0
			de of voting: (				
Promoter and	0	0	0	0	0	0	0
Promoter			5				
Group						****	
Public -	1,310,565	1,310,565	100.00	1,310,565	0	100.00	0
Institutional							
holders							
Public-Others	137	128 <sup>8</sup>		128			
Total (C)	1,310,702	1,310,693	100	1,310,693	0		
Result (A+B+C)	87,579,681	87,462,672	99.87	87,455,172	7,500	99.99	0.01

One (1) Mutual Fund has exercised partial voting 'Against' to the extent of 2,584,696 votes as against their holding to the extent of 2,701,696.

Solution 5 (Five) Individuals have exercised partial voting in 'Favour' to the extent of 5 votes as against their

holding to the extent of 14.

Thanking you,

Mohd Nazim Khan

(Scrutinizer)

M No. FCS - 6529 (CP - 8245)

Place: New Delhi Dated: 20.08.2014