

# Info Edge (India) Ltd.

CIN No.L74899DL1995PLC068021

Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019

Corp. Office: B-8, Sector-132, Noida-201304 (U.P.)

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of Info Edge (India) Ltd. will be held on Tuesday, August 19, 2014 at 09:30 a.m. at Indira Gandhi Kala Kendra, Sector – 6, Opp. Noida Authority, Noida – 201 301, to transact the following items of special business(es):-

### 1. Issue of Further Securities

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT in accordance with the provisions of section 23, 42 and 62(1)(c), as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder (“**Act**”) (including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the Listing Agreement entered into with the stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**SEBI ICDR Regulations**”) (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time (“**Governmental Authorities**”), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and is hereby authorized, on behalf of the Company, to create, issue, offer and allot, (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), in the course of one or more public or private offerings with or without a green shoe option (including Qualified Institutions Placement (“**QIP**”) under SEBI ICDR Regulations), equity shares of the Company with a face value of Rs.10 (Rupees Ten) each (“**Equity Shares**”) and/or Equity Shares through convertible bonds and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, to eligible investors under applicable laws, regulations and guidelines as decided by the Board including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions, other eligible investors and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through placement document and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, including at discount / premium to the market price in such manner and on such terms and conditions including security, rate of interest etc., considering the then prevailing market conditions and other relevant factors wherever necessary, in consultation with the merchant bankers and/or other advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities provided that the total amount raised through the issuance of such Securities shall not exceed Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores) or its equivalent in one or more currencies, if any, as may be decided by the Board, to investors as mentioned above. However, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, etc.

RESOLVED FURTHER THAT any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed issue, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer. Subject to the provisions of the Memorandum and Articles of Association of the Company, all such Equity Shares shall rank *pari passu* inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions on that behalf contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the selection of qualified institutional buyers to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.”

## 2. Increase in Foreign Institutional Investor (FII) Limits

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (“FIIs”) registered with the Securities and Exchange Board of India (“SEBI”) to acquire and hold, on their own account and/or and on behalf of their SEBI approved sub-accounts, equity shares of the Company, provided that the equity shareholding of all such FIIs and sub-accounts put together shall not exceed 50% (Fifty per cent) of the total paid-up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the power conferred herein to any committee or directors or officers of the Company.”

## 3. Increase in the Authorised Share Capital of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Authorized Share Capital of the Company be and is hereby increased from Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs. 10 each (“**Equity Shares**”) to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 10 each by creation of additional 3,00,00,000 (Three

Crores) Equity Shares of Rs. 10 each ranking *pari passu* in all respect with the existing Equity Shares.”

#### 4. Amendment of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

V. “The Authorised Share Capital of the Company is Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of face value of Rs. 10 (Rupees Ten) each.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board or a committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board or a committee in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board  
For **Info Edge (India) Ltd.**

Place: Noida  
Date: July 18, 2014

(MM Jain)  
AVP- Secretarial  
& Company Secretary

#### NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) who are holding, in the aggregate, not more than ten percent of the total share capital of the Company. The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out in the Notice is annexed hereto.
3. Members/ proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
4. The Notice of the meeting along with the Attendance slip and Proxy form is being sent by electronic mode to all the members whose email addresses are registered with the Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
5. The Notice of the meeting will be available on the Company's website, [www.infoedge.in](http://www.infoedge.in). The Notice will also be available for inspection at the registered office of the Company between 11.00 a.m. to 5.00 p.m. on any working day prior to the day of the meeting and will also be available at the meeting venue on the date of the meeting.
6. Members may write at [investors@naukri.com](mailto:investors@naukri.com) regarding any queries or if they require copy of the Notice in physical form in addition to the electronic mode.
7. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
8. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business(es) contained herein may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):  
**The instructions for e-voting are as under:**
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
      - (i) Open email and open PDF file viz; “Infoedge e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
      - (iii) Click on Shareholder - Login
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
      - (vii) Select “EVEN” of Info Edge (India) Limited.
      - (viii) Now you are ready for e-voting as Cast Vote page opens.
      - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
      - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
      - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
      - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG

- Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nazim@nesarassociates.com or evoting@naukri.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided, as below, separately along with the notice of EGM
- |                              |         |              |
|------------------------------|---------|--------------|
| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on August 13, 2014 (9:00 am) and ends on August 15, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 18, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Registered Office of the Company not later than August 15, 2014 (6.00 pm)
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@naukri.com by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than August 15, 2014 (6.00 p.m.). Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 18, 2014.
- VII. Mohd. Nazim Khan, M/s MNK & Associates, Company Secretaries (Membership No. F6529) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.infoedge.in and on the website of NSDL within two (2) working days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The Company is growing and in order to invest in organic as well as inorganic growth opportunities in existing business(es), in particular in 99acres.com and other approved general corporate purposes, from time to time, it requires funds. It is, therefore, proposed to create/offer/allot securities including equity shares of the Company ("**Securities**") for an aggregate amount not exceeding Rs.750 Crores (Rupees Seven Hundred and Fifty Crores), in one or more tranches, to eligible investors under all applicable laws, rules and regulations including qualified institutional buyers ("**QIBs**") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**") in consultation with the lead manager(s) etc.

Section 62(1)(c) of the Companies Act, 2013 ("**Act**") provides that, inter-alia, such further securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting. Accordingly, consent of the shareholders is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement and such other approvals as may be necessary to issue and allot securities as stated in the Special Resolution.

The Resolution contained in the Notice relates to a proposal by the Company to create, offer, issue and allot Securities as stated in the Resolution. The Company intends to issue Securities for an aggregate amount not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores).

The Special Resolution seeks to empower the Board of Directors (the "**Board**", which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers) to undertake a further issue of Securities. The Board may in its discretion adopt the mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for raising the funds for objects stated above.

The detailed terms and conditions for the offer will be determined in consultation with the legal advisor(s), lead manager(s) and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The pricing of the issue will be subject to applicable Indian law and the SEBI ICDR Regulations. The same would be the case if the Board decides to undertake a qualified institutions placement under Chapter VIII of the SEBI ICDR Regulations. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities to be issued. For reasons aforesaid, an enabling Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the stock exchanges on which the Company's equity shares are listed. The issue/allotment/conversion would be subject to the receipt by the Company of regulatory approvals, if any.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranches, at such time or times, at such price or prices including at discount / premium to the market price in accordance with the applicable provisions of the SEBI ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is proposed to authorize the Board/committee of the Board (including certain officers of the Company) to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities otherwise than on a pro rata basis to the existing shareholders.

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the passing of the above Resolution as a Special Resolution.

The consent of the shareholders is being sought for passing the Special Resolution as set out in this Notice.

None of the directors, key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## **Item No. 2**

Vide Postal Ballot dated 21<sup>st</sup> December, 2007, the Shareholders had approved, on 23<sup>rd</sup> January, 2008, the Foreign Institutional Investor ("FII") investment limit in the Company up to 40% of the paid up equity capital of the Company. Currently, the aggregate FII holding in the Company is approx. 29%. In view of the proposed further issue of securities by the Company, it is anticipated that FIIs holding in the shares of the Company may increase to on or around the level of 40% as last approved by the Shareholders.

The FIIs have assumed a crucial role in Indian capital markets. It is proposed to facilitate greater FII investment in the Company which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, corporate governance, its operational efficiencies, competitiveness and proven management track record, which are the preferred investment qualification for FIIs. With increased participation by FIIs, it is considered desirable to increase the FIIs investment limit up to 50% for investment in the capital of the Company. This will enable the FIIs to acquire shares of the Company through stock exchanges within the revised ceiling under Portfolio Investment Scheme of the Reserve Bank of India.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolution.

## **Item No. 3 & 4**

The Authorised Share Capital of the company as reflected in the Memorandum of Association as on date is Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores) divided into 12,00,00,000 (Twelve Crores) equity shares of face value of Rs. 10 (Rupees Ten) each. The Board of Directors of the Company in their meeting held on 18th July, 2014 subject to requisite approvals and consents resolved to issue further Securities including equity shares. In view of the proposed further issue, the Authorised Share Capital of the Company needs to be increased from Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores) to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) by addition of 3,00,00,000 (Three Crores) equity shares of the face value of Rs. 10 (Rupees Ten) each. Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company needs to be altered as indicated in Resolution No. 4 contained in this Notice.

Your Directors recommend the Resolutions set out at S. Nos. 1 to 4 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof upto the date of the Extraordinary General Meeting.

By Order of the Board  
For **Info Edge (India) Ltd**

Place: Noida  
Date: July 18, 2014

(**MM Jain**)  
AVP- Secretarial  
& Company Secretary

**Info Edge (India) Ltd.**

CIN No.: L74899DL1995PLC068021

Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019

Corporate Office: B-8, Sector-132, Noida-201304 (Uttar Pradesh)

**ATTENDANCE SLIP**

**EXTRAORDINARY GENERAL MEETING – August 19, 2014**

Registered Folio No./DP ID no./Client ID no.:

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Number of Shares held

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I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company at Indira Gandhi Kala Kendra, Sector – 6, Opp. Noida Authority., Noida – 201 301 on Tuesday, August 19, 2014 at 9.30 a.m.

.....  
Name of the member/proxy  
(in BLOCK letters)

.....  
Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

# Info Edge (India) Ltd.

CIN No.: L74899DL1995PLC068021  
 Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019  
 Corporate Office: B-8, Sector-132, Noida-201304 (Uttar Pradesh)

## Form No. MGT - 11

(Persuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

### PROXY FORM

**Name of the Member (s):**

**Registered Address:**

**E-mail ID:**

**Folio/DP ID-Client ID No.**

I/We, being the member(s) of .....shares of the above named Company hereby appoint:

- (1) Name:.....Address:.....  
 E-mail ID:.....Signature:.....or failing him;
- (2) Name:.....Address:.....  
 E-mail ID:.....Signature:.....or failing him;
- (3) Name:.....Address:.....  
 E-mail ID:.....Signature:.....or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, August 19, 2014 at 9.30 a.m. at Indira Gandhi Kala Kendra, Sector – 6,Opp. Noida Authority., Noida – 201 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
<b>Special Business:</b>		For	Against
1.	Issue of Further Securities		
2.	Increase in Foreign Institutional Investor (FII) Limits		
3.	Increase in the Authorised Share Capital of the Company		
4.	Amendment of the Memorandum of Association of the Company		

Signed this.....day of .....2014.

Affix  
 Re 1/-  
 Revenue  
 Stamp

.....  
 Signature of the member .....  
 Signature of the proxy holder(s)

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
  - \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - Please complete all details including details of members(s) in above box before submission.

