

◊ INFO EDGE ◊

INFO EDGE (INDIA) LTD.

Date: February 8, 2019

Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code: 532777	Scrip Code: NAJKRI

Dear Sir/Madam,

Sub: Notice of Postal Ballot & E-voting

In furtherance to our intimation dated January 29, 2019 w.r.t re-appointment of Independent Directors and in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice along with the Postal Ballot Form in respect of re-appointment of Independent Directors for your information and records.

This is to further inform you that pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, read with rules framed thereunder, the Company has completed the physical and electronic dispatch of the Postal Ballot Notices dated January 29, 2019, along with the Explanatory Statement under Section 102 of the Act, read with rules framed thereunder, on Friday, February 8, 2019 to all the Members whose names appear in Register of Members/List of Beneficial Owners, as on Friday, February 1, 2019, i.e. the cut-off date for the said purpose.

The Company has engaged the services of the National Depository Services Limited for the purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting commences from Saturday, February 9, 2019 (09:00 a.m.) and shall end on Sunday, March 10, 2019 (05:00 p.m.).

The results of the Postal Ballot will be declared at the Registered Office/Corporate Office of the Company on Tuesday, March 12, 2019 on or before 05:00 p.m. and also be displayed on the website of the Company i.e. <http://www.infoedge.in> and the website of NDSL i.e. <http://www.evoting.nssl.com> and the results will be intimated to the Stock Exchanges where the Company's shares are listed.

Thanking You,

Yours faithfully,

For Info Edge (India) Ltd.


MM Jain
SVP – Secretarial & Company Secretary

Corporate Office : B-8, Sector - 132, Noida - 201304, Tel.: 0120 - 3082000, Fax : 0120 - 3082095
e-mail : webmaster@naukri.com URL : <http://www.naukri.com> CIN No.: L74899DL1995PLC068021

Regd. Office : Ground Floor, 12A, 94, Meghdoot, Nehru Place, New Delhi-110019

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Reg. Office: GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

Corp. Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000, Fax: 0120-3082095, Website: www.infoedge.in, E-mail: investors@naukri.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof), as amended from time to time, for seeking consent of the members to transact the following Special Business(es), by way of Special Resolution, through Postal Ballot/Remote E-voting.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Rules, as amended, Members holding shares in Demat Form and in Physical Form, may vote either by way of Postal Ballot Form or by way of Remote E-voting. For this purpose, Info Edge (India) Ltd. ("Company") has engaged the services of National Securities Depository Ltd. ("NSDL") to provide Remote E-voting facility to the Members of the Company.

The Remote E-voting facility is available at the link <https://www.evoting.nsdl.com/>. For the process and the manner in which E-voting has to be undertaken, please refer to the instructions for E-voting provided in this Notice after the proposed Resolution(s).

The Board of Directors of the Company ("the Board") has, in compliance with Rule 22(5) of the Rules, appointed Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries failing him, Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

Members are, requested to carefully read the instructions for voting by "Postal Ballot" or through "Remote E-voting", and-

- (i) record their assent (for) or dissent (against) in the Postal Ballot Form, duly completed and return the same, in original in the attached self-addressed postage pre-paid envelope (if posted in India), so as to reach the scrutinizer not later than 5:00 pm on Sunday, March 10, 2019; or
- (ii) cast their vote electronically from Saturday, February 9, 2019 (9:00 am) to Sunday, March 10, 2019 (5:00 pm) by following the procedures as explained in the Note no.14.

Upon completion of the scrutiny of the Postal Ballots (including Remote E-voting), the Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman of the Company within the stipulated time. The results of Postal Ballot shall be announced by the Chairman or any person authorized by the Chairman of the Company on or before 5:00 pm on Tuesday, March 12, 2019 at the Corporate Office of the Company at B-8, Sector 132, Noida-201304 (Uttar Pradesh) or the Registered Office of the Company at GF-12 A, 94, Meghdoot Building, Nehru place, New Delhi- 110019. The said results would be displayed at the Registered Office and the Corporate Office of the Company, intimated to NSDL and Stock Exchanges, where the Company's shares are listed and displayed along with the Scrutinizer's Report on the Company's website at www.infoedge.in.

SPECIAL BUSINESS(ES):

1. To re-appoint Mr. Arun Duggal as an Independent Director 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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Duggal (DIN: 00024262), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of

upto 2 (two) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2021.”

2. To re-appoint Ms. Bala Deshpande as an Independent Director 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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Bala Deshpande (DIN: 00020130), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of up to 3 (three) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2022.”

3. To re-appoint Mr. Saurabh Srivastava as an Independent Director 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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Saurabh Srivastava (DIN: 00380453), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of upto 4 (four) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2023.”

4. To re-appoint Mr. Naresh Gupta as an Independent Director 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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Naresh Gupta (DIN:00172311), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of upto 4 (four) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2023.”

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

**Place: Noida
Date : January 29, 2019**

**MM Jain
SVP-Secretarial &
Company Secretary
Membership No.: FCS 9598**

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts thereto is annexed hereto. Notice shall also be available on the website of the Company at www.infoedge.in and on the website of National Securities Depository Ltd. at <https://www.evoting.nsdl.com/>.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the members of the Company whose name appears in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, February 1, 2019 ("cut-off date"). Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of Remote E-voting / Postal Ballot. A person who is not a Member as on cut-off date shall treat this notice for information purpose only.
3. Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with Depositories or with the Company are being sent, Notice of Postal Ballot through e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through courier/speed post along with a postage-prepaid self-addressed Business Reply Envelope ("BRE"). Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website <http://www.infoedge.in>.
4. Kindly note that the members can opt for only one mode of voting i.e. either by way of Postal Ballot or Remote E-voting. In case members cast their vote through both modes, then voting through Remote E-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
5. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
6. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. The period for voting through Postal Ballot and Remote E-voting starts from Saturday, February 9, 2019 at 9:00 am and ends on Sunday, March 10, 2019 at 5:00 pm.
8. Members are requested to return the Form duly completed in the attached BRE so as to reach the Scrutinizer not later than 5:00 pm on Sunday, March 10, 2019. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted. If any postal ballot form is received after 5:00 pm IST on Sunday, March 10, 2019, it will be considered that no reply from the Member has been received. E-voting shall be disabled by NSDL for voting beyond the said date & time.
9. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence, by the next named member.
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
11. A shareholder need not use all the votes or cast all the votes in the same way.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Resolution passed by the members through Postal Ballot/Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Company.

14. Voting through Electronic means:

- I. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rules prescribed there under, as amended, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the cut-off date, being Friday, February 1, 2019 to

exercise their right to vote by electronic means on the business(es) specified in the accompanying Notice (the "Remote E-voting") through the electronic voting service facility arranged by National Securities Depository Limited. Members have option to vote either through Remote E-voting or through Postal Ballot Form.

The instructions for Members for Remote E-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. 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 download section of www.evoting.nsdl.com or call on toll free no.:1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. MM Jain, Company Secretary at email: investors@naukri.com.
15. The Scrutinizer shall after the conclusion of voting unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty-Eight hours of the conclusion of voting on Sunday, March 10, 2019, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 16. The result of the Postal Ballot (including Remote E-voting) would be announced by the Chairman or a person authorized by him on Tuesday, March 12, 2019 on or before 5:00 pm at the Corporate Office of the Company at B-8, Sector 132, Noida-201304 (Uttar Pradesh) or at the Registered Office of the Company GF-12 A, 94, Meghdoot Building, Nehru Place, New Delhi- 110019. The Resolution(s), if approved by the requisite majority, shall be deemed to have been passed on Sunday, March 10, 2019, being the last date specified for receipt of duly completed Postal Ballot Forms/E-voting.
 17. The said results along with the Scrutinizer's report would be displayed at the Notice Board of the Company at its Registered Office/Corporate Office, hosted at website of the company i.e. www.infoedge.in and on the website of NSDL i.e. www.nsdl.com. The results will be intimated to the Stock Exchanges within the prescribed time where the Company's shares are listed.

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

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business(es) mentioned in the accompanying Notice dated January 29, 2019.

Item No. 1, 2, 3 & 4

Mr. Arun Duggal (DIN: 00024262), Ms. Bala Deshpande (DIN: 00020130), Mr. Saurabh Srivastava (DIN: 00380453) and Mr. Naresh Gupta (DIN:00172311) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta as Independent Directors for a second term on the Board of the Company. The performance evaluation of these directors was done during each year of their current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board & Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, and commitment to protecting/enhancing interests of all shareholders, contribution in implementation of best governance practices etc.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that, given their background, experience and contributions made by them during their first tenure, the continued association of Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board of Directors in its meeting held on January 29, 2019, approved the re-appointment of the aforesaid Independent Directors in a manner that there would be a phase-wise retirement of the said 4 (four) Independent Directors to provide for continuity along with sufficient time for the roll over. The outer date for such retirement is as per below table.

Name of the Director	Tenure of Second Term	Period of Appointment
Mr. Arun Duggal	2 years	April 1, 2019 to March 31, 2021
Ms. Bala Deshpande	3 years	April 1, 2019 to March 31, 2022
Mr. Naresh Gupta	4 years	April 1, 2019 to March 31, 2023
Mr. Saurabh Srivastava	4 years	April 1, 2019 to March 31, 2023

The Board of Directors in its meeting held on January 29, 2019, pursuant to the recommendation of the Nomination & Remuneration Committee (NRC), proposed the re-appointment of the aforesaid Independent Directors and issued a **statement to the Shareholders w.r.t. Board Continuity & Succession Plan**, which is re-produced herein below for the reference of shareholders.

The statement of the Board to the Shareholders w.r.t. Board Continuity & Succession Plan

The Companies Act, 2013 laid down new provisions for enhanced Corporate Governance including the tenure of Independent Directors. It provided for a fresh term of 5 (five) years starting from the date of commencement of the new Act, April 1, 2014, and for the re-appointment thereafter subject to certain stipulations.

In accordance with above provisions, Mr. Arun Duggal (DIN: 00024262), Mr. Saurabh Srivastava (DIN: 00380453), Mr. Naresh Gupta (DIN: 00172311) and Ms. Bala Deshpande (DIN: 00020130) were appointed as Independent Directors on the Board of the Company for a term of five (5) years effective April 1, 2014 in the Annual General Meeting of the Company held on July 18, 2014. They hold office as Independent Directors of the Company up to March 31, 2019.

On the basis of the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on January 29, 2019, has considered the matter of re-appointment of the aforementioned Independent Directors who are to complete their first term on March 31, 2019.

The NRC outlined twin objectives in its deliberation and recommendation for such re-appointment pursuant to the provisions of the Companies Act, 2013 for such re-appointment after completing the first term of five (5) years. Firstly, tackling the challenges around seamless continuity of the Board as the four (4) of the six (6) Independent directors are retiring on the same day of 31st March of 2019. And secondly, adopting best practices for succession in the appointment and re-appointment of the Independent members of the Board keeping in view the spirit behind the provisions of such re-appointment and high Corporate Governance standards adopted by the Board.

Striking a balance between the above objectives, the Board, upon recommendation of NRC, has adopted the following plan w.r.t. Board Continuity & Succession Plan:

1. The aforesaid four (4) Independent Directors, who have been long associated with the Company, should continue to be there for a period reasonable enough for the Company to identify and appoint replacements for each of them.
2. The NRC shall start the process to identify suitable candidates for recommending their appointment as Independent Directors (including at least one Woman Director) with the right level of leadership ability and skill set keeping in view the future needs of the Company and the best interests of all the stakeholders. As part of the search process, NRC shall take the help of a professional search firm and/or use its own network of professionals.
3. The said new Independent Directors shall be appointed for a period of Five (5) years as recommended under the Companies Act, 2013.
4. Each of the retiring Directors would carry out the responsibility of passing on the baton to the respective incoming Independent Directors for a smooth transition of the Board.
5. There would be a phase-wise retirement of the existing four (4) Independent Directors to provide for continuity along with sufficient time for the roll over. The outer date for such retirement is as per below table.

Name of the Director	Tenure of Second Term	Term of Appointment
Mr. Arun Duggal	2 years	April 1, 2019 to March 31, 2021
Ms. Bala Deshpande	3 years	April 1, 2019 to March 31, 2022
Mr. Naresh Gupta	4 years	April 1, 2019 to March 31, 2023
Mr. Saurabh Srivastava	4 years	April 1, 2019 to March 31, 2023

Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta are independent of the management.

Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Copy of draft letters of appointment of Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and

Mr. Naresh Gupta setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta are interested in the resolutions set out respectively at Item Nos. 1, 2, 3 and 4 of the Notice with regard to their respective re-appointments. The relatives of Mr. Arun Duggal, Ms. Bala Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution(s) set out at Item Nos. 1, 2, 3 and 4 of the Notice for approval by the members.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 1, 2, 3 and 4 is provided in the "Annexure A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the documents, if any, being referred in the above mentioned resolution(s) would be available for inspection by the members, without any fee, at the Registered Office of the Company during 11:00 am to 1:00 pm on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/Remote E-voting.

In view of the aforesaid, your Directors recommend the said special resolution(s) for your approval.

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

**Place: Noida
Date : January 29, 2019**

**MM Jain
SVP-Secretarial &
Company Secretary
Membership No.: FCS 9598**

Annexure A
Details of the Directors seeking re-appointment through Postal Ballot
[Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure
Requirements) Regulations, 2015]

Item No. 1, 2, 3 & 4

Name of the Director	Arun Duggal	Bala Deshpande	Saurabh Srivastava	Naresh Gupta
Date of Birth	01/10/1946	15/04/1966	04/03/1946	20/09/1966
Age	72	52	72	52
Date of Appointment	01/04/2014	01/04/2014	01/04/2014	01/04/2014
Relationship with Director/Manager/KMP	None	None	None	None
Expertise in Specific Functional Area	Mr. Duggal is an expert in International Banking and Finance, Private Equity and Corporate Governance. He has global experience in Investment Banking , M&A and Capital Markets.	Ms. Deshpande is an experienced Private Equity Investor. She has deep experience in the investing field and has seen the full cycle several times over. She has generated returns in her portfolio through her deep strategic and business building perspectives. She has executed over 25 exits including IPO, buyback, strategic sale and capital market divestments.	Mr. Srivastava is one of India's leading IT entrepreneurs, angel investors and venture capitalists.	Mr. Gupta is a computer science expert in the are as of shape, motion, image understanding, and AI research.
Qualification	Mechanical Engineer from IIT, Delhi and Masters of Business Administration from IIM, Ahmedabad (recipient of Distinguished Alumnus Award).	MA (Economics) and Master of Management Studies	Bachelors of Technology degree from IIT, Kanpur and a Master of Science Degree from Harvard University, USA. The Indian Institute of Technology, Kanpur has conferred on him the "Distinguished Alumnus" award. The University of Wolverhampton, UK has conferred on him an Honorary Degree of Doctor of Technology.	Bachelor of Technology in Computer Science from IIT, Kanpur where he was named a Gold Medalist. He holds Master's and Doctorate degrees in Computer Science from the University of Maryland, College Park.
Experience	Mr. Duggal has experience of more than 4 decades including 26 years career with Bank of	Ms. Deshpande is a Founder and Senior Managing Director with MegaDelta Capital	Mr. Srivastava is one of India's leading IT entrepreneurs, angel investors and	Dr. Naresh Gupta is the CEO of Accuracap since 2015. Accuracap is a fintech startup.

America, mostly in the U.S., Hong Kong and Japan. From 1981-1990 he was head of Bank of America's (Oil & Gas) practice handling relationship with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong he looked after investment banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea. From 2001 to 2003 he was Chief Financial Officer of HCL Technologies, India.

Mr. Duggal is involved in several initiatives in social and education sectors. He is founder of Women on Corporate Boards program in India under which high potential women are mentored individually by Corporate Leaders to prepare them for Board careers. Women from this program, which is now managed by FICCI, are serving on over 200 corporate Board positions.

He was erstwhile Chairman of the American Chamber of Commerce, India. He was on the Board of Governors of the

Advisors LLP, a Growth Equity Fund. Bala has 28+ years of work experience of which 18 years have been in the investment area. Her investing experience spans multi stages and multi sectors. She has, in these 18 years experienced three investing cycles and learnt immensely from them. She started her investment advisory in ICICI Venture in 2001. In 2008 she joined NEA to set up and head its India advisory practice and oversaw the deployment across three NEA funds in India.

venture capitalists. He founded one of India's most trendsetting IT companies, IIS Infotech Ltd, which merged with FI Group PLC. The merged entity Xansa plc. was an approx US\$ 1 bn IT company listed on the London Stock Exchange, till it was acquired by the French IT major, Steria. He founded and Chaired Infinity, one of India's earliest VC fund, as also the Indian Venture Capital Association; he has served on the Investment Committees and boards of several of India's central and state governments' VC funds, including the Government's Start up Fund of Funds. He is a co-founder and past Chairman of NASSCOM; Chairman Emeritus of The Indus Entrepreneurs ("TiE"), Delhi and was on the global board of TiE, the world's largest organization devoted to entrepreneurs. He served on the advisory board of the Imperial College, Business School London, and was an adjunct professor of entrepreneurship at IIT-Bombay. He served on the Prime Minister's National Innovation Council and SEBI's Committee on Alternative Investment Funds.

Earlier, he was Managing Director of Adobe's India research and development center that he started from concept in 1997 and grew to be the second largest Adobe's R&D campus worldwide. He was also the Sr. VP of the Print and Publishing Business Unit and in that role he managed Adobe's world-wide Print, E-learning, and Technical Communications businesses. Prior to joining Adobe, Dr. Gupta served as principal scientist and director of the applied artificial intelligence (AI) group at LNK Corp., a company funded by the U.S. Department of Defense.

	<p>National Institute of Bank Management.</p> <p>Mr. Duggal is the founder of 'Centre of Excellence for Research on Clear Air' (CERCA) at Indian Institute of Technology, Delhi, India.</p>			
Board Membership of Other Companies as on December 31, 2018.	<p>He is the Chairman of ICRA Ltd, International Asset Reconstruction Company Pvt. Ltd. & Mangalore Chemicals and Fertilizers Ltd.</p> <p>He is also on the Board of ITC Ltd., ReNew Solar Energy Pvt. Ltd., ReNew Power Ltd. & Dr. Lal Path Labs Ltd.</p> <p>He is also on Board of Jubilant Pharma Ltd, Singapore.</p>	<p>She is on Board of Future Enterprises Ltd., Future Supply Chain Solutions Ltd., Panacea Medical Technologies Pvt. Ltd., Infinitas Energy Solutions Pvt. Ltd., Financial Software and Systems Pvt. Ltd., Greytip Software Pvt. Ltd., Medisys Edutech Pvt. Ltd. and Nova Medical Centers Pvt. Ltd.</p>	<p>He is on Board of Newgen Software Technologies Ltd., Dr. Lal Pathlabs Ltd., Rajasthan Asset Management Company Pvt. Ltd., Digital India Corporation., Indian Angel Network Services Pvt. Ltd., Naukri Internet Services Ltd., Global Edge Software Ltd., Kaleidoscope Entertainment Pvt. Ltd. and Artemis Medicare Services Ltd.</p>	<p>He holds a directorship in Affle (India) Ltd.</p>
Chairman/ Member of the Committee of the Board of Directors as on December 31, 2018	<p>Info Edge (India) Ltd. Audit Committee – Chairman Dr. Lal Path Lab Ltd. 1. Audit Committee – Member 2. Nomination & Remuneration Committee - Chairman ITC Ltd. 1. Audit Committee – Member 2. Independent Directors Committee - Member ICRA Ltd. Audit Committee – Member Mangalore Chemicals & Fertilizers Ltd. 1. Audit Committee –</p>	<p>Info Edge (India) Ltd. 1. Nomination & Remuneration Committee- Member 2. Stakeholders' Relationship Committee- Member Future Enterprises Ltd. 1. Audit Committee- Member 2. Nomination & Remuneration Committee- Member 3. Corporate Social Responsibility Committee- Chairperson Future Supply Chain Solutions Ltd. Audit Committee- Chairperson</p>	<p>Info Edge (India) Ltd. 1. Corporate Social Responsibility Committee- Chairman 2. Audit Committee- Member 3. Nomination & Remuneration Committee- Chairman Dr. Lal Pathlabs Ltd. 1. Stakeholders Relationship Committee- Chairman 2. Nomination & Remuneration Committee- Member 3. Audit Committee- Member Newgen Software Technologies Ltd. 1. Audit Committee-</p>	<p>Info Edge (India) Ltd. 1. Audit Committee – Member</p>

	<p>Member 2. Nomination & Remuneration Committee-Member International Asset Reconstruction Company Pvt. Ltd. 1. Nomination & Remuneration Committee-Member 2. Governance Board of IARF-I and IARF-II –Member 3. Corporate Social Responsibility Committee-Chairman ReNew Power Ltd. 1. Audit Committee-Chairman 2. Stakeholders Relationship Committee-Chairman</p>		<p>Member 2. Nomination & Remuneration Committee-Member</p>	
Number of Shares held in the Company as on December 31, 2018	64,024 Shares	53,349 Shares	Nil	Nil
Terms & Conditions of Appointment including remuneration	Mr. Duggal will be appointed for a second term of upto 2 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.	Ms. Deshpande will be appointed for a second term of upto 3 years as an Independent Director of the Company. The terms & conditions of her appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.	Mr. Srivastava will be appointed for a second term of upto 4 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.	Mr. Gupta will be appointed for a second term of upto 4 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.
Remuneration Last Drawn (in ₹ Mn.)	2.23	1.65	2.78	2.23
No. of Board Meetings attended during the year. (Till the date of this Notice)	5(Five)	5(Five)	5(Five)	5(Five)

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Reg. Office: GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

Corp. Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000, Fax: 0120-3082095, Website: www.infoedge.in, E-mail: investors@naukri.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Particulars Required	Details
1. Name & Registered Address of the Sole / First Named Member (In block letters)	
2. Name(s) of Joint Holder(s), if any (In block letters)	
3. Registered Folio No. / DP ID & Client ID* (*Applicable to members holding shares in dematerialised form)	
4. No. of Shares held	

I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated January 29, 2019 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description of the Resolution	Number of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	To re-appoint Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company			
2.	To re-appoint Ms. Bala Deshpande (DIN: 00020130) as an Independent Director of the Company			
3.	To re-appoint Mr. Saurabh Srivastava (DIN: 00380453) as an Independent Director of the Company			
4.	To re-appoint Mr. Naresh Gupta (DIN: 00172311) as an Independent Director of the Company			

Place :

Date :

*Email ID:.....

*To be provided by Members holding equity shares in physical form

Signature of the Sole/First/Joint Member(s)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
110371		

Note: Please read the instructions mentioned overleaf carefully before exercising the vote

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Saturday, February 9, 2019 at 9:00 am IST	Sunday, March 10, 2019 at 5:00 pm IST

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Sunday, March 10, 2019 at 5:00 pm IST.

Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I / we dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally with the specimen signatures with the Company;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - f. Postal Ballot Form, signed in representative capacity, is not accompanied by the certified copy of the relevant specific authority.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 pm on Sunday, March 10, 2019. If any Postal Ballot Form is received after the aforesaid date & time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in point (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at rupesh@cacsindia.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. 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 February 1, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.