

◉ INFO EDGE ◉

Date: April 19, 2016

INFO EDGE (INDIA) LTD.

Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532777	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: NAUKRI
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Dear Sir/Madam,

Sub: Furnishing of Results of Postal Ballot & E-voting

This is in reference to our letter dated March 17, 2016, wherein we enclosed the Notice of the Postal Ballot along with the explanatory statement annexed there to, seeking consent of the members by way of Special Resolution vide Postal Ballot and Remote e-voting with respect to following businesses:

1. Approval of Info Edge Employees Stock Option Scheme, 2015.
2. Approval for extending benefit of Info Edge Employees Stock Option Scheme 2015 to employees of Subsidiary(ies); and
3. Approval of Scheme of provisioning of money to the Info Edge Employees Stock Option Plan Trust.

In connection with the above, the Company is pleased to inform that the members of the Company have approved the above mentioned resolutions with the requisite majority.

The approval is deemed to have been received on the last date for receipt of duly completed postal ballot form, i.e. on April 16, 2016.

Scrutinizer's Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company <http://www.infoedge.in/>.

The summarized voting result of the postal ballot and remote e-voting in the prescribed format under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, shall be shared separately.

You are requested to take same on record.

Thanking You,

Yours faithfully,

For Info Edge(India) Ltd.

MM Jain
Company Secretary

Enc: A/a



CC: National Securities Depository Limited (NSDL)



MNK & ASSOCIATES

Company Secretaries

G-41, Ground Floor, West Patel Nagar, New Delhi - 110008

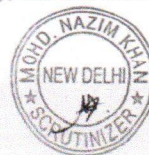
Tel: +91-11-45095230; Mobile: +91-9818156340; Email: nazim@mnkassociates.com

SCRUTINIZER'S REPORT

The Chairman
M/s Info Edge (India) Limited
GF-12A, 94, Meghdoot Building
Nehru Place, New Delhi-110019

Dear Sir,

1. The Board of Directors of M/s Info Edge (India) Limited (the Company) has appointed me as the Scrutinizer by way of Board Resolution passed on July 27, 2015 for the purpose of postal ballot exercise on the following special resolutions:
 - 1.1. Approval of Info Edge Employees Stock Option Scheme 2015;
 - 1.2. Approval for extending benefit of Info Edge Employees Stock Option Scheme 2015 to employees of Subsidiary Company (ies); and
 - 1.3. Approval of Scheme of provisioning of money to the Info Edge Employees Stock Option Plan Trust.
2. I submit my report as under:
 - 2.1. The Company has completed, on 17.03.2016 through speed post, the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members, whose names appeared on the Register of Members as on 04.03.2016.
 - 2.2. The Company has also provided e-voting facility to all the Members and has sent Postal Ballot Notice electronically on 17.03.2016 to such Shareholders who have registered their email ids for receipt of documents in electronic mode.
 - 2.3. The e-voting period began at 9.00 a.m. on March 18, 2016 and ended at 5.00 p.m. on April 16, 2016. The votes received electronically from the Shareholders till April 16, 2016 up to 5:00 pm, being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
 - 2.4. Postal Ballot forms received till Saturday, April 16, 2016 up to 05:00 pm, being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for my scrutiny.
 - 2.5. Particulars of all the Postal Ballot forms including all electronic votes received from the Members have been entered in a register separately maintained for the purpose.
 - 2.6. The Postal Ballot forms were opened in my presence with the assistance of my associates/staff members on April 16, 2016 after the closure of the voting period in my office at New Delhi.
 - 2.7. The votes were unblocked at New Delhi on April 16, 2016 in the presence of Ms. Dolly Jha and Ms. Vaishali Singh who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.



MNK & Associates, Company Secretaries, New Delhi, India

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For INFO EDGE (INDIA) LIMITED

Company Secretary

- 2.8. The Postal Ballot forms including electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on 04.03.2016 provided by Link Intime India Private Limited, the RTA of the Company.
- 2.9. The sealed Postal Ballot forms are kept under my safe custody and the same will be handed over to the Company Secretary as per calendar of events.
- 2.10. Envelopes containing Postal Ballot forms returned undelivered aggregating to 192 marked serial numbers from 001 to 192 have been received till 05:00 PM on April 16, 2016 being the last date for the receipt of the Postal Ballot and were not opened and kept separately.

Further, no envelopes containing Postal Ballot forms returned undelivered have been received after April 16, 2016.

3. A summary of the Postal Ballot forms received is given below:

3.1. **Item No. 1: Special Resolution for approval of Info Edge Employees Stock Option Scheme 2015**

Particulars	No. of Shareholders	No. of Shares
Total Postal Ballot forms received (Physical and Electronic)	206	89,793,975
Total physical Postal Ballot forms received	7	55,412,574
Total electronic Postal Ballot forms received	199	34,381,401
Less: Invalid Physical Postal Ballot forms	-	-
Net valid Postal Ballot forms (as per Register) (Physical & Electronic)	206	89,793,975
Physical Postal Ballot forms with Assent for the Resolution	7	55,412,574
Electronic Postal Ballot forms with Assent for the Resolution	139	24,489,935
Total Postal Ballot forms with Assent for the Resolution (Physical and Electronic)	146	79,902,509
Physical Postal Ballot forms with Dissent for the Resolution	-	-
Electronic Postal Ballot forms with Dissent for the Resolution	60	9,891,466
Total Postal Ballot forms with Dissent for the Resolution (Physical and Electronic)	60	9,891,466

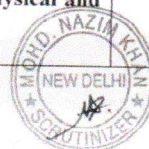


3.2. **Item No. 2: Special Resolution for approval for extending benefit of Info Edge Employees Stock Option Scheme 2015 to employees of Subsidiary Company (ies):**

Particulars	No. of Shareholders	No. of Shares
Total Postal Ballot forms received (Physical and Electronic)	206	89,793,975
Total physical Postal Ballot forms received	7	55,412,574
Total electronic Postal Ballot forms received	199	34,381,401
Less: Invalid Physical Postal Ballot forms	-	-
Net valid Postal Ballot forms (as per Register) (Physical & Electronic)	206	89,793,975
Physical Postal Ballot forms with Assent for the Resolution	7	55,412,574
Electronic Postal Ballot forms with Assent for the Resolution	135	24,489,475
Total Postal Ballot forms with Assent for the Resolution (Physical and Electronic)	142	79,902,049
Physical Postal Ballot forms with Dissent for the Resolution	-	-
Electronic Postal Ballot forms with Dissent for the Resolution	64	9,891,926
Total Postal Ballot forms with Dissent for the Resolution (Physical and Electronic)	64	9,891,926

3.3 **Item No. 3: Special Resolution for approval of Scheme of provisioning of money to the Info Edge Employees Stock Option Plan Trust:**

Particulars	No. of Postal Ballot forms	No. of Shares
Total Postal Ballot forms received (Physical and Electronic)	206	89,793,975
Total physical Postal Ballot forms received	7	55,412,574
Total electronic Postal Ballot forms received	199	34,381,401
Less: Invalid Physical Postal Ballot forms	-	-
Net valid Postal Ballot forms (as per Register) (Physical & Electronic)	206	89,793,975
Physical Postal Ballot forms with Assent for the Resolution	7	55,412,574
Electronic Postal Ballot forms with Assent for the Resolution	135	24,489,903
Total Postal Ballot forms with Assent for the Resolution (Physical and Electronic)	142	79,902,477
Physical Postal Ballot forms with Dissent for the Resolution	-	-
Electronic Postal Ballot forms with Dissent for the Resolution	64	9,891,498
Total Postal Ballot forms with Dissent for the Resolution (Physical and Electronic)	64	9,891,498



MNK & Associates, Company Secretaries, New Delhi, India

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For INFO EDGE (INDIA) LIMITED

Company Secretary

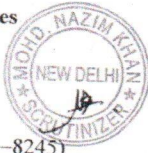
4. You may accordingly declare the result of the voting by Postal Ballot.

Yours faithfully,

For MNK and Associates


Mohd. Nazim Khan
(Scrutinizer)

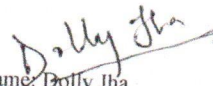
M. No.: FCS – 6529 (CP – 8245)



Place: New Delhi

Dated: April 18, 2016

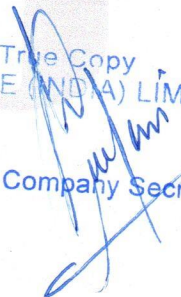
We the undersigned witnesseth that the votes were unblocked immediately upon closing of e-voting period from the e-voting website of National Securities Depository Limited in our presence at New Delhi on April 16, 2016.


Name: Dolly Jha
Address: G-41, Ground Floor
West Patel Nagar
New Delhi-110008

Student Registration Number : 221336440/02/2012


Name: Vaishali Singh
Address: G-41, Ground Floor
West Patel Nagar
New Delhi-110008
Membership Number : A42845

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For INFO EDGE (INDIA) LIMITED


Company Secretary