

**NOTE OF PROCEEDINGS OF ANNUAL GENERAL MEETING OF INFO EDGE
(INDIA) LTD on 23rd July 2010 AT FICCI AUDITORIUM**

Present

7 Directors
275 Members present in person and through proxy

Mr Kapil Kapoor took the chair and welcomed the Members to the 15th Annual General Meeting of the Company. He introduced the Members of the Board and Company Secretary sitting on the dais. He then read out the Chairman speech highlighting the performance of the Company in 2009-10, macro-economic factors and future outlook of the business.

Quorum being present, the meeting was called to order.

Mr. Amit Gupta, Company Secretary read out the Auditors Report on financial statements for the financial year ended March 31, 2010. The Company Secretary also read out the certificate given by the Statutory Auditors confirming implementation of Employee Stock Option Scheme 2007 (as amended on June 27, 2009) in accordance with the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

The Chairman and the Company Secretary thereafter took the agenda items of the AGM Notice which were passed by requisite & overwhelming majority-

Item no.1 : The Members approved the agenda the Audited Balance Sheet as at March 31, 2010, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item no.2: The Members approved and declared dividend @Re. 0.75 per share for FY 2009-10 on equity shares of the Company.

Item no. 3: The Members approved resolution for re-appointment of Mr. Arun Duggal as Director of the Company, who retired by rotation and being eligible, offered himself for reappointment.

Item no.4: The Members approved resolution for re-appointment of Mr. Ashish Gupta as Director of the Company, who retired by rotation and being eligible, offered himself for reappointment.

For INFO EDGE (INDIA) LIMITED

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Item no. 5: The Members approved resolution for appointment of Price Waterhouse & Co. (Registration No.- 007567S) as Statutory Auditors of the Company in place of Price Waterhouse, the retiring auditors, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

Item no. 6: The Members approved resolution for appointment of Branch Auditors in offices of the Company outside India in consultation with Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

Special Business

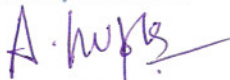
Item no. 7: The Members passed a special resolution approving amendment in Articles of Association of the Company by deleting definition of "VC Investor" & "Investor Agreement" and Article -90A of the Articles of Association of the Company.

After the agenda items, the Chairman took up the queries from the Shareholders.

The Company Secretary proposed vote of thanks to the Chair.

With the completion of Agenda items and queries, the Chairman declared the meeting closed.

For INFO EDGE (INDIA) LIMITED


Company Secretary