



MOHD NAZIM KHAN

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SCRUTINIZER'S REPORT

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

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

Dear Sir,

1. The Company has appointed me as the Scrutinizer for the purpose of conducting the e-voting process and poll including Ballot Form (physical voting) on the agenda items to be transacted at the 20th Annual General Meeting (AGM) of the Equity Shareholders of M/s Info Edge (India) Limited, held on July 27, 2015 Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003
2. I submit this report for voting conducted through the e-voting process and poll including Ballot Form (physical voting) as under:
 - 2.1. The Company has provided e-voting facility to all the Shareholders and has sent Notice electronically on July 03, 2015 to such Shareholders who have registered their email ids with the depository participants for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs. For the other Shareholders, the AGM notice and Annual Report 2014-15 of the Company has been sent by speed post, dispatch of which was completed on July 02, 2015.
 - 2.2. The e- voting period began on 09:00 a.m., Thursday, July 23, 2015 and ended on 05:00 p.m., Sunday, July 26, 2015. The votes polled on the electronic ballot by the Shareholders till Sunday, July 26, 2015 up to 05:00 PM, being the last date and time fixed by the Company for polling of votes on the electronic ballot, were considered for my scrutiny.
 - 2.3. Particulars of all the votes received from the Members have been entered in a register separately maintained for the purpose.

Mohd. Nazim Khan, Practising Company Secretary, New Delhi



- 2.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on July 20, 2015.
- 2.5. The empty polling boxes were locked and sealed in the presence of the members and proxies and subsequent to the end of the polling process, the polling boxes were opened by us in presence of two witnesses.
- 2.6. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 2.7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

3. A summary of the votes cast through e-voting process and poll including Ballot Form (physical voting) is given below:

Resolution Nos. as given in the Notice of the 20 th Annual General Meeting	Particulars of votes cast								
		Electronic		Ballot Form		Poll		Voting Result	
		Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (A)+(B)+(C)	%
Ordinary Business	1. Ordinary Resolution for Adoption of: a) Audited Financial Statements of the Company, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors thereon								
	Votes cast in favour	40866740	100	56735789	100	322	100	97602851	100
	Votes Cast against	0	0	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible



	2. Ordinary Resolution for Approval of final dividend for the financial year ended March 31, 2015 and to confirm the interim dividend paid in October, 2014								
	Votes cast in favour	40939747	100	56735789	100	322	100	97675858	100
	Votes Cast against	0	0	0	0	0	0	0	0
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible
	3. Ordinary Resolution for appointment of a Director in place of Mr. Hitesh Oberoi, who retires by rotation and being eligible, seeks re-appointment								
	Votes cast in favour	40939696	100	56735789	100	322	100	97675807	100
	Votes Cast against	42	Negligible	0	0	0	0	42	Negligible
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible
	4. Ordinary Resolution for appointment of M/s Price Waterhouse & Co. Chartered Accountants as the auditors of the Company								
	Votes cast in favour	40939710	100	56735789	100	322	100	97675821	100
	Votes Cast against	9	Negligible	0	0	0	0	9	Negligible
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible

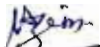


	5. Ordinary Resolution for appointment of the Branch Auditors of the Company								
	Votes cast in favour	40939732	100	56735789	100	322	100	97675843	100
	Votes Cast against	6	Negligible	0	0	0	0	6	Negligible
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible
Special Business	6. Ordinary Resolution for appointment of Mr. Sharad Malik as an Independent Director upto December 15, 2019								
	Votes cast in favour	40939431	100	56735789	100	322	100	97675542	100
	Votes Cast against	227	Negligible	0	0	0	0	227	Negligible
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible
	7. Ordinary Resolution for confirming the appointment of Mr. Chintan Thakkar as a Director, liable to retire by rotation								
	Votes cast in favour	40939522	100	56735789	100	322	100	97675633	100
	Votes Cast against	86	Negligible	0	0	0	0	86	Negligible
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible



	8. Ordinary Resolution for appointment of Mr. Chintan Thakkar as a Whole-time Director upto December 15, 2019 and approve the terms of Remuneration									
	Votes cast in favour	40939526	100	56735789	100	322	100	97675637	100	
	Votes Cast against	112	Negligible	0	0	0	0	112	Negligible	
	Invalid Votes	0	0	0	0	3	Negligible	3	Negligible	

4. You may accordingly declare the result of the voting through e-voting process and poll including Ballot Form (physical voting).


 Mohd. Nazim Khan
 (Scrutinizer)
 M No. FCS – 6529 (CP – 8245)

Place: Delhi
 Dated: 28.07.2015

