

NOTE OF PROCEEDINGS OF ANNUAL GENERAL MEETING OF INFO EDGE (INDIA) LTD on 21ST
July 2011 AT SRI SATYA SAI INTERNATIONAL CENTRE, NEW DELHI

Present

Mr Kapil Kapoor took the chair and welcomed the Members to the 16th 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 FY20010-11, 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, 2011. 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, 2011, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

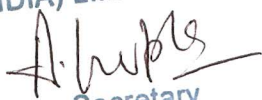
Item no.2: The Members approved and declared dividend @Re. 0.75 per share for FY 2010-11 on equity shares of the Company. The dividend to be paid on 28 July 2011.

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

For INFO EDGE (INDIA) LIMITED

For INFO EDGE (INDIA) LIMITED
Company Secretary


Company Secretary

Item no. 5: The Members approved resolution for appointment of Price Waterhouse & Co. (Registration No.- 007567S) as Statutory Auditors of the Company 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 resolution approving terms & conditions of re-appointment of Mr. Sanjeev Bikhchandani as Executive Vice-Chairman & Whole-time Director for a period of five years w.e.f. 27th April 2011

Item no. 8: The Members passed a resolution approving terms & conditions of re-appointment of Mr. Hitesh Oberoi as Managing Director & Chief Executive Officer for a period of five years w.e.f. 27th April 2011

Item no. 9: The Members passed a resolution approving terms & conditions of re-appointment of Mr. Ambarish Raghuvanshi as Whole-time Director & CFO for a period of five years w.e.f. 27th April 2011

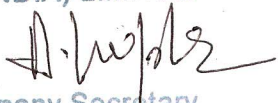
Item no. 10: The Members passed a special resolution authorizing Board of Directors to pay commission to Non-Executive & Independent Directors upto 1% of the Net Profits for a period of five years.

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