

**POSTAL BALLOT NOTICE**  
**(Pursuant to Section 192A of the Companies Act, 1956)**

Dear Member (s),

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the following resolutions are proposed to be passed by Postal Ballot.

Accordingly, your consent is sought for the proposal as contained in the resolution appended below by way of postal ballot. An Explanatory Statement pertaining to the said Resolution setting out all material facts and the reasons therefore along with a Postal Ballot Form, is being sent to all the Members whose name appears in the Register of Members of the Company as on May 4, 2012. **However, in order to help save environment by reducing paper consumption and contribution towards a Greener Environment, the Company is offering compulsory e-Voting facility to cast their vote electronically to all the Members who have registered email ids with their depository participant. The Company is also offering e-voting facility to Members who have not registered the email ids with depository participant/Registrar to enable them to cast their vote electronically.**

The Board of Directors has appointed Mr. N. C. Khanna, Practicing Company Secretary, as Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form and return the same duly completed and signed, in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours on Wednesday, June 13, 2012 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The Scrutinizer shall submit his report to the Company upon completion of the scrutiny of the Forms. The result of the Postal Ballot will be announced on Thursday, June 14, 2012 at 04:00 P.M. at the Corporate Office of the Company and will be thereafter available on our corporate website [www.infoedge.in](http://www.infoedge.in).

**1. Increase of Authorized Share Capital & Amendment in Memorandum of Association**

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution with or without modification (s):

"RESOLVED THAT

- (a) pursuant to the provisions of sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, the authorized share capital of the Company be and is hereby increased from Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of face value of Rs. 10/- (Rupees Ten only) each to Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores Only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and that the new shares shall rank *pari-passu* with the existing equity shares of the Company;
- (b) in Clause V of Company's Memorandum of Association, the words "The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupee Ten) each." be and are hereby substituted with the words "The Authorised Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores Only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only)" and
- (c) for the purpose of giving effect to the above matter and to settle any question, matter or doubt that may arise in this regard, Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Ambarish Raghuvanshi, Directors or Mr. Amit Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, seal, execute and file all such documents, agreements, instruments and writings as may be required with Government/ Regulatory/ Other agencies including but not limited to Ministry of Corporate Affairs, Stock Exchanges, Depositories, Reserve Bank of India, Bank, other regulatory bodies, etc."

**2. Issue of Bonus Shares**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution with or without modification (s):

"RESOLVED THAT approval is hereby accorded, subject to such consents and approvals as may be required, and such conditions & modifications, as may be considered necessary and agreed to by the Board of Directors of the Company, (hereinafter referred to as the "Board" which expression shall also include a Committee thereof) that:

- (a) such sum as may be required out of the amount standing to the credit of the Securities Premium Account and Reserve & Surplus as at March 31, 2012, be capitalized & transferred to Share Capital Account;
- (b) such sum as may be determined to be required shall be applied for allotment of new Equity Shares of the Company of Re.10/- each as fully paid Bonus Shares to-

- 1) The holders of 54,590,512 existing issued & fully paid-up equity shares as on record date; &

- 2) Approved dilution of 3% shareholding or 818,857 equity shares for Employees Stock Option Plans vide Shareholders resolution dated 27 March 2007, which was further enhanced by 1:1 Bonus Issue made in September 2010.
- (c) the Company to issue Bonus Shares to such persons respectively as aforesaid in the proportion of 1 (One) new Equity Share for every 1 (One) existing Equity Shares held/ entitled by such persons respectively on the Record Date, as the Board may decide.
- (d) the New Equity Shares of Rs.10/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared/approved after bonus allotment;
- (e) no Letter of Allotment shall be issued to the allottees of the Bonus Shares and the Share Certificate in respect of the New Equity Shares shall be issued and dispatched to the allottees thereof within the prescribed period, except those who hold their shares in demat/ electronic form where the Bonus Shares will be credited to the demat accounts of the allottees;
- (f) the allotment of the fully paid new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, as amended from time to time, if necessary;
- (g) Board of Directors shall approve the allotment of shares.
- (h) Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Ambarish Raghuvanshi, Directors or Mr. Amit Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, seal, execute and file all such documents, agreements, instruments and writings as may be required to give effect to the above resolution with Government/ Regulatory/ Other agencies including but not limited to Ministry of Corporate Affairs, Stock Exchanges, Depositories, Reserve Bank of India, Bank, other regulatory bodies, etc."

For Info Edge (India) Limited

Date : May 8, 2012

Place : Noida

Amit Gupta  
Company Secretary

**Explanatory Statement for Resolutions mentioned under Item Nos. 1 and 2 pursuant to Section 173(2) of the Companies Act, 1956.**

The Board of Directors in their meeting held on May 3, 2012 recommended an issue of Bonus shares in the proportion of 1:1 i.e. one new Equity Share of the Company of Rs.10/- each for every one existing Equity Share of the Company of Rs.10/- each held/entitled by the Members on a date to be fixed by the Board, by capitalizing a part of the Securities Premium Account and Reserve & Surplus.

Approval of the Members is being obtained pursuant to Article 131 of the Articles of Association of the Company. It is also necessary to authorize the Directors & Officers of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges on which the Company's securities are listed and / or any other regulatory body.

In order to facilitate the capitalization of reserves as set out in the Resolution at Item No. 2 of the Notice, the Authorized Share Capital of the Company is being increased from Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupee Ten) each to Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores Only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each as indicated in the Resolution at Item No. 1 of the Notice. Consequently, Clause V of the Memorandum of Association of the Company is proposed to be altered.

A copy of the Memorandum and Articles of Association of the Company is available on our website- [www.infoedge.in](http://www.infoedge.in) and the same together with the proposed alterations would be available for inspection by the Members of the Company at its Corporate Office between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The Resolutions at Item Nos. 1 & 2 seek the approval of the Members to increase the Authorized Share Capital, alter the Memorandum of Association and issue Bonus Shares on the terms and conditions set out therein.

The Board recommends the Resolutions set forth in Item Nos. 1 & 2 above for approval of the Members..

The Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholdings in the Company, or to the extent of the shareholdings of the companies/ institutions/ trusts of which they are directors or members or trustees without any beneficial interest.

For Info Edge (India) Limited

Date : May 8, 2012

Place : Noida

Amit Gupta  
Company Secretary