MINUTES OF THE MEETING HELD ON 10th SEPTEMBER 2014, AT B-8, SECTOR-132, NOIDA 201304 OF THE QIP COMMITTEE OF INFO EDGE (INDIA) LIMITED (THE "COMPANY") IN CONNECTION WITH THE PROPOSED ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS"), AND SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

I. ISSUE CLOSING

"**RESOLVED THAT**, pursuant to the authority delegated to the QIP Committee by the Board of Directors by way of its resolution dated July 18, 2014 and the approval of the shareholders of the Company by way of a special resolution dated August 19, 2014, the issue of equity shares of the Company of face value of Rs.10/- each (the "**Equity Shares**") for an aggregate amount not exceeding Rs.7,500 million (including premium) to eligible Qualified Institutional Buyers in terms of Chapter VIII of the SEBI Regulations and Section 42 of the Companies Act, 2013 and rules made thereunder (the "**Issue**"), as opened pursuant to the resolution passed by the QIP Committee on 4th September, 2014 (the "**Issue**"), be and is hereby closed with immediate effect today i.e. on 10th September 2014."

II. ISSUE PRICE AND SIZE

"**RESOLVED THAT** the issue price for the Equity Shares to be issued and allotted in the Issue be and is hereby determined as Rs.740 per Equity Share, which reflects a discount of 3.5% to the Floor Price as determined and stated in the Preliminary Placement Document dated 4th September, 2014."

"**RESOLVED FURTHER THAT** in light of the aforesaid resolutions up to 10,135,135 Equity Shares be issued and allotted in the Issue."

III. APPROVAL OF THE PLACEMENT DOCUMENT

The QIP Committee was informed that the Company is required to file the placement document prepared for the purposes of the Issue (the "**Placement Document**"), with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**") and other regulatory authorities in relation to the Issue. The QIP Committee was also informed that the Placement Document includes certain disclosures required in terms of Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI Regulations. The Placement Document was placed before the QIP Committee. After detailed discussion by the QIP Committee, it was:

"**RESOLVED THAT** the Placement Document (which includes certain disclosures required in terms of Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI Regulations), in respect of the Issue, as per the copy placed before the QIP Committee duly initialed by Mr. Sanjeev Bikhchandani, Vice-Chairman for the purpose of identification, be and is hereby adopted and approved for filing with the Stock Exchanges."

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"**RESOLVED FURTHER THAT** Mr. Sanjeev Bikhchandani, Vice-Chairman, Mr. Hitesh Oberoi, Managing Director & CEO and Ms. Bala Deshpande, Non-executive Independent Director be and are hereby severally authorized to sign the Placement Document on behalf of the Company, make any changes to the Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the Placement Document as may be necessary or desirable."

"**RESOLVED FURTHER THAT** Mr. Sanjeev Bikhchandani, Vice-Chairman, Mr. Hitesh Oberoi, Managing Director & CEO, Ms. Bala Deshpande, Non-executive Independent Director, Mr. Chintan Thakkar, Chief Financial Officer and Mr. Murlee Manohar Jain, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, with the Registrar of Companies, at NCT of Delhi and Haryana, the Securities and Exchange Board of India and any other governmental or regulatory body, intimating the stock exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, executing the pricing supplement, and any other document with respect to the Issue, to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and doing all such acts, deeds, and matters and things as may be required to give effect to the resolution."

IV. APPROVAL OF THE CONFIRMATION OF ALLOCATION NOTE

"**RESOLVED FURTHER THAT** the form of the Confirmation of Allocation Note, as per the copy placed before the QIP Committee for the purpose of identification, be and is hereby approved."

"**RESOLVED FURTHER THAT** Mr. Sanjeev Bikhchandani, Vice-Chairman, Mr. Hitesh Oberoi, Managing Director & CEO and Ms. Bala Deshpande, Non-executive Independent Director be and are hereby severally authorized to finalize, settle, approve, sign and deliver on behalf of the Company the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any."

"**RESOLVED FURTHER THAT** the Directors of the Company or Mr. Murlee Manohar Jain, Company Secretary be and are hereby severally authorized to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

Certified to be true
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Company Secretary

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