

**◉ INFO EDGE ◉**  
**INFO EDGE (INDIA) LTD.**

Date: March 19, 2018

Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  Scrip Code: 532777	Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051  Scrip Code: NAUKRI
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**Sub: Results of Postal Ballot & E-voting under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).**

Dear Sir/Madam,

This is in reference to our letter dated February 15, 2018, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Special Resolution vide Postal Ballot and Remote e-voting with respect to the following business:

***“Divestment of the Equity Shares of Zomato Media Private Limited held By Naukri Internet Services Ltd. (A Material (Wholly Owned) Subsidiary of the Company)”.***

In connection with the above, the Company is pleased to inform that the members of the Company have approved the above mentioned special resolution with requisite majority.

The approval is deemed to have been received on the last date for receipt of duly completed postal ballot form i.e. on March 17, 2018.

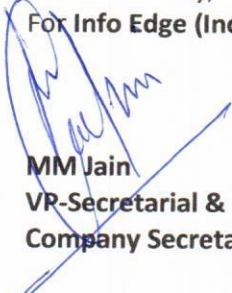
The Scrutinizer’s Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company - [www.infoedge.in](http://www.infoedge.in)

The summarized voting result of the postal ballot and remote e-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith.

You are requested to take the same on record.

Thanking You.

Yours faithfully,  
For Info Edge (India) Ltd.

  
**MM Jain**  
VP-Secretarial &  
Company Secretary



**Corporate Office :** B-8, Sector - 132, Noida - 201304, Tel.: 0120 - 3082000, Fax : 0120-3082095  
EMAIL : [webmaster@naukri.com](mailto:webmaster@naukri.com) URL : <http://www.infoedge.in> CIN No.: L74899DL1995PLC068021

**Regd. Office :** Ground Floor, 12A, 94, Meghdoot, Nehru Place, New Delhi-110019



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**CHANDRASEKARAN ASSOCIATES®**  
COMPANY SECRETARIES

**Scrutinizer's Report**

To,

The Chairman  
**Info Edge (India) Limited**  
GF-12A, 94, Meghdoot Building,  
Nehru Place,  
New Delhi-110019.

**Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated February 1, 2018 through Postal Ballot Process.**

Dear Sir,

I, Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, has been appointed as a Scrutinizer by the Board of Directors of Info Edge (India) Limited for scrutinizing Postal Ballot voting including remote e-voting in respect of the passing of the resolution contained in the notice dated February 1, 2018 ("Notice") through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including remote e-voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 p.m on Saturday, March 17, 2018.

I submit my report as under:

1. After the time fixed for closing of the remote e-voting, i.e. 5:00 p.m on March 17, 2018, a final electronic report was generated by me by accessing the data available to me from the website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) of NSDL. The data regarding the remote e-voting was diligently scrutinized.

Counter Signed by :


(CHINTAN THAKKAR)

CFO & WHOLE-TIME DIRECTOR


11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091.  
Phone : 2271 0514, 2271 3708, E-mail : [info@cacsindia.com](mailto:info@cacsindia.com), visit us at : [www.cacsindia.com](http://www.cacsindia.com)



2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. on or before 5:00 p.m on March 17, 2018 through self-addressed business reply envelopes, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
3. The votes were unblocked on Saturday, March 17, 2018 around 5:35 p.m in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A, Pandav Nagar, Delhi-110092 and Mr. Abhishek Thakur R/o C-13, Indira Puri, Ghaziabad, U.P-201102 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Shashikant Tiwari



Abhishek Thakur

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution contained in the Notice is as under:

- 1) **DIVESTEMENT OF THE EQUITY SHARES OF ZOMATO MEDIA PRIVATE LIMITED HELD BY NAUKRI INTERNET SERVICES LTD. (A MATERIAL (WHOLLY OWNED) SUBSIDIARY OF THE COMPANY).**

"RESOLVED THAT in accordance with Regulation 24(6) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013, the Rules there under, and subject to the applicable provisions of the Foreign Exchange Management Act, 1999, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, or any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, of the members be and is hereby granted for divestment of 32,629 equity shares, (being about 98% of its equity shareholding) in Zomato Media Pvt. Ltd. held by Naukri Internet Services Ltd., a wholly owned subsidiary of the Company, being a material subsidiary, to Alipay Singapore Holding Pte. Ltd., by way of sale, transfer, lease, assignment, disposal or otherwise, in one or more tranches, at such price not being lower than INR equivalent of USD 50 Mn., and on such terms and conditions and with such modifications as may be decided by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term

# CHANDRASEKARAN ASSOCIATES

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shall include any committee of directors constituted by the Board) and in such manner as the Board may deem fit and appropriate in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have already been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalise all issues that may arise in this regard, without requiring the Board to secure any further consent or approval of the Members of the Company, to negotiate and finalize the Share Purchase Agreement/Investment Agreement, and/or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution, and to delegate any or all of its powers vested on it by this resolution to any of its Committee, or individual Director(s), or other officers or executives or such other persons like advisors, advocates, attorneys, lawyers, bankers, merchant bankers, investment bankers or any other appropriate agency of persons."

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them
Total No. of Members & Shares held by them	153	46,085,816	90	59,210,435	243	105,296,251
Less: Total No of Members & Invalid/ Rejected Votes	0	0	0	0	0	0
Less: Total No. of Members & Votes not exercised/ Partially exercised	0	0	3	12,009	3	12,009
No of Valid Votes Cast	153	46,085,816	87	59,198,426	240	105,284,242

**CHANDRASEKARAN ASSOCIATES**

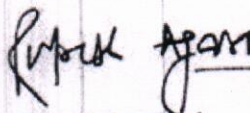

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Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	
Favour	150	46,022,364	87	59,198,422	237	105,220,786	99.94
Against	3	63,452	1	4	4	63,456	0.06
Total	153	46,085,816	88	59,198,426	241*	105,284,242	100.00

\*Out of these Shareholders 1 Shareholder holding 32,000 shares has partially exercised his voting rights for 20,000 shares.

4. This report is based on register of voting, i.e vote cast through remote e-voting and voting through postal ballot.
5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes.


Thanking You,  
Yours faithfully,

  
  
**Rupesh Agarwal**  
 Managing Partner  
 M/s Chandrasekaran Associates  
 Membership No. : 16302  
 CP No. : 5673

Place: DLW  
 Date: 19.03.2018

Countersigned by:

For Info Edge (India) Limited

  
**(CHINTAN THAKKAR)**  
 Whole-Time Director

## Info Edge (India) Limited

Date of Postal Ballot	17.03.2018
Total number of Shareholders as on Cut-Off Date (02.02.2018)	14,462
No. of Shareholders present in the meeting either in person or through proxy* (*Based on Shareholders registering attendance)	Not Applicable
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through video conferencing	Not Applicable
Promoters and Promoter Group	
Public	

### Agenda wise Disclosure

**Resolution No. 1: Divestment of the Equity Shares of Zomato Media Private Limited held by Naukri Internet Services Ltd. (A Material (Wholly Owned) Subsidiary of the Company)**

Resolution required: **Special Resolution**

Whether Promoter/Promoter Group are interested in the agenda/resolution: **No**

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot	50413565	50413565	100.00	50413565	0	100.00	0.00
	<b>Total</b>	<b>50413565</b>	<b>50413565</b>	<b>100.00</b>	<b>50413565</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	57857438	43813763	75.73	43750398	63365	99.86	0.14
	Postal Ballot	32000	20000	62.50	20000	0	0.00	0.00
	<b>Total</b>	<b>57889438</b>	<b>43833763</b>	<b>75.72</b>	<b>43770398</b>	<b>63365</b>	<b>99.86</b>	<b>0.14</b>
Public- Non Institutions	E-Voting	4498286	2272053	50.51	2271966	87	100.00	0.00
	Postal Ballot	8764870	8764861	100.00	8764857	4	100.00	0.00
	<b>Total</b>	<b>13263156</b>	<b>11036914</b>	<b>83.21</b>	<b>11036823</b>	<b>91</b>	<b>100.00</b>	<b>0.00</b>

For INFO EDGE (INDIA) LIMITED

Company Secretary