

INFO EDGE (INDIA) LIMITED

Notice of the Annual General Meeting

Notice is hereby given that the 14th Annual General Meeting of the Members of INFO EDGE (INDIA) LIMITED will be held at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi - 110 001, on Thursday, the 23rd day of July, 2009 at 4.30 P.M. to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Balance Sheet as at March 31, 2009, Profit & Loss Account for the year ended on that date and the Auditors' and Directors' Reports thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Kapil Kapoor who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Bala Deshpande, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Mr. Ambarish Raghuvanshi, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of Company and fix their remuneration and for the purpose, to consider and if thought fit, to pass the following resolution with or without modification(s):

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors/Audit Committee."

7. To appoint Branch Auditors in Countries outside India in consultation with the Statutory Auditors:

"RESOLVED THAT pursuant to Section 228 and other applicable provisions of the Companies Act, 1956 the Board of Directors be and is hereby authorized to appoint/reappoint any person (s) qualified for appointment as Auditor (s) or an Accountant or Accountants duly qualified to act as Auditors of the Branch offices of the Company situated in countries outside India, in accordance with the law of that country in which the branch office (s) of the Company is /are situated, to audit the Accounts of the Company's Branch office (s) abroad to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration for the said period."

Special Business

8. To consider and, if thought fit, to pass the following Special Resolution with or without modification(s):

"RESOLVED THAT pursuant to Section 60, 61 and all other provisions of the Companies Act, 1956 including any amendment thereto or reenactment thereof Prospectus, the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and in accordance with applicable guidelines, rules & regulations issued by Securities & Exchange Board of India, Government of India or any other relevant authority & clarification issued thereon, from time to time, if any, that the consent of the Company be and is hereby accorded to delegate the power to decide, alter, vary, revise & finalize the utilization of IPO Proceeds to the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors may take up any new activity/ expense/ financial commitment apart from those mentioned in the Prospectus dated Nov 10, 2006.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to address any concern, reply any query, decide any issue, answer any query, interpret any term/phrase, write/apply to any Government/ statutory Authority, issue any clarification, decide any other matter in this regard in the interest of the Company."

By Order of the Board of Directors

Date: June 26, 2009
Place : Noida

Amit Gupta
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of resolutions set out under Item No.8 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER.
3. The instrument appointing a proxy, to be effective, must be duly filled, stamped & signed and must reach the Company's registered office not later than 48 hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from July 17, 2009 to July 23, 2009 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
5. Dividend on equity shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of Members at the close of the business hours on July 23, 2009 after giving effect to all the valid transfers in physical form lodged with the Company/ Registrar on or before July 17, 2009. However, in respect of shares held in dematerialized form, eligibility for dividend would be decided on the basis of beneficial owners position received from NSDL & CDSL at the close of business hours on July 16, 2009.
6. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to our Registrar and Share Transfer Agent- **Link Intime India Private Limited (Formerly Intime Spectrum Registry Limited), A- 40, 2nd Floor, Near Batra Banquet Hall, Naraina Industrial Area , Phase- II, New Delhi - 110 028.**
7. Members are requested to advise about any change in Address/ Bank Account Number to the Company's Registrar in respect of their physical share folios; and to their Depository Participants (DPs) in respect of their Electronic Demat Accounts as the Company is obliged to print the Bank details on the dividend warrant as furnished by NSDL/CDSL.
8. Members are requested to send their queries, if any, at least 10 days in advance of meeting so that the information can be made available at the meeting.
9. Members are requested to bring their copy of the Annual Report to the Meeting as the Company would not provide any copy at the AGM venue.
10. Documents referred in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 10.30 A.M. to 12.30 P.M. upto the date of Annual General Meeting.
11. In terms of the requirement of Clause-49 of the Listing Agreement, details about qualification, age, area of expertise & other directorships of Directors seeking appointment / re-appointment is given and forms part of the Notice to the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 8**

Through Initial Public Offer (IPO) of the company in October 2006, the Company raised Rs.1703.62 millions for the following objects as per prospectus issued under Section 67 of the Companies Act, 1956:

Use	Amount (Rs. Million)		
	FY 2007	FY 2008	Total
1) Diversification of Business and Expansion Into New Markets	100	100	200
2) Buying/Lease of Office Space	300	-	300
3) Product Enhancement and Developing Alternate Delivery Models	100	150	250
4) Acquisitions/Strategic Alliances	300	-	300
5) Development of 99acres.com and Jeevansathi.com	150	100	250
6) General Corporate Purposes	133.8	133.8	267.6
	1083.8	483.8	1567.6

The actual utilization of IPO proceeds as on March 31, 2009 was as under:

Purpose	Amount (Rs. Million)
Purchase of Land	202.46
Acquisition /Strategic Alliances	119.83
Issue related expenses	103.87
Diversification into new businesses & markets	42.83
Development of new businesses and Product enhancement	48.64
Total Utilization	517.63

The above mentioned utilization under the category acquisition/ strategic alliances pertains to companies where we have taken a strategic stake ("Investee Companies"), the details of which had been announced to the Stock Exchanges. The Company has signed investment agreements under which it has committed Rs. 305 Million out of which Rs. 119.83 Million has been disbursed to the investee companies till 31 March 2009.

The Company has not utilized the money in the time frame it proposed in the RHP due to various factors mostly as a matter of strategy- availability of good investment avenues is opportunistic, waiting for fair valuation of investment opportunities, uncertainty in global & domestic economy since early 2008 and volatile capital & financial markets. The Company now proposes to seek flexibility among the above mentioned use of funds and their respective utilization limits.

Accordingly, the Board of Directors may be authorised to utilize the IPO proceeds in any new area/ avenue/ expenditure head or in any or all of the utilization purposes stated in the Prospectus dated November 10, 2006 i.e. Company may use any of the amount of the remaining IPO proceeds to meet its working capital requirements, fund mergers & acquisitions, investment in new businesses, construction of office premises & other general corporate purposes and in internal businesses- Jeevansathi, 99acres, Shiksha, Brijj, First Naukri etc as allowed under the applicable laws. The resolution is being proposed to the Members for consideration and if deemed fit for approval as a part of good corporate governance practices that the company endeavors to follow.

None of the Directors of the Company are in any way, concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

By Order of the Board of Directors

Date: June 26, 2009
Place: Noida

Amit Gupta
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING TO BE HELD ON JULY 23, 2009

Name	Mr. Kapil Kapoor	Ms. Bala Deshpande	Mr. Ambarish Raghuvanshi
Age	44 years	42 years	47 years
No. of Shares held in the Company	1,206,380 Equity Shares	36,080 Equity Shares	655,084 Equity Shares
Qualification	B. A. -Economics & PGDM IIM-A	M.A.- Economics & Master in Management Studies - JBIMS	B.COM(Hons.), C.A. & PGDBM-XLRI
Expertise in specific functional Area	Currently Vice Chairman- Timex Group India Ltd & Senior Vice President - Asia Pacific- Timex Group. In the past held Senior Marketing and General Management responsibilities in India and overseas at Bausch & Lomb & Nestle.	Her private equity experience has seen the full cycle from identifying & nurturing young companies to executing over 10 exits including IPOs, buy-back, strategic sale and capital market divestments.	Having wide range of experience in corporate & investment banking with Standard Chartered Bank, HSBC, and the Bank of America, where he assisted and advised Corporates across a wide spectrum of the industry on capital raising, mergers & acquisitions, and raising working capital. Since 2000 with Info Edge India Ltd. in Finance, Administration, Legal and HR Roles.
List of Public Limited Companies in which outside Directorship held	1. Timex Group India Ltd.	1. Pantaloon Retail (India) Ltd. 2. Welspun India Ltd.	-
Chairman/Member of the Committee (s) of Board of Directors of Info Edge (India) Ltd.	Chairman –Investor Grievance Committee	Member- Investor Grievance Committee	Member- Investor Grievance Committee
Chairman/Member of the Committee (s) of Board of Directors of other Companies in which he/She is a Director	-	<u>Audit Committee</u> – Member- ❖ Welspun India Ltd.	-

Note: Pursuant to Clause -49 of the Listing Agreement, only Audit & Investor Grievance Committees have been considered & disclosed in the above table.

INFO EDGE (INDIA) LIMITED
Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019
Corporate Officer: A-88, Sector-2, Noida - 201 301 (Uttar Pradesh)

ATTENDANCE FORM

Member(s) or his / her / their proxy(ies) is requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

Folio No.: _____

DP ID _____

No. of Shares: _____

Client ID _____

I hereby record my presence at the 14th ANNUAL GENERAL MEETING of Info Edge (India) Limited held on Thursday, July 23, 2009 at 4.30 P.M. at FICCI Golden Jubilee Auditorium, Tansen Marg , New Delhi – 110 001 , or any adjournment thereof.

Please tick ✓ in the Box below:

Member

Proxy

Member/Proxy's Name
(Block Letters)

Member's Signature

Proxy's Signature

INFO EDGE (INDIA) LIMITED
Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019
Corporate Officer: A-88, Sector-2, Noida – 201 301 (Uttar Pradesh)

I / We of in the district ofbeing a member(s) of INFO EDGE (INDIA) LIMITED hereby appoint of In the district of failing him of in the district of as my / our proxy to attend and vote for me / us on my / our behalf at the 14th Annual General Meeting of the Company to be held on July 23, 2009 and / or at any adjournment thereof.

Signed on at

Folio NO./Client ID*

Signature (s)

D.P. ID*

* Applicable for Shareholders holding shares in electronic form.

Note : This form, in order to be effective should be duly stamped, completed, Signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

Affix
Re. 1
Revenue
Stamp