

INFO EDGE (INDIA) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Members of Info Edge (India) Limited will be held at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110 003, on Thursday, July 21, 2011, at 4.30 P.M., to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Accounts of the Company for the financial year ended March 31, 2011, the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To declare dividend @ Re. 0.75/- per equity share of face value of Rs.10/- each for the financial year ended March 31, 2011.
3. To appoint a Director in place of Mr. Saurabh Srivastava, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Naresh Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors for financial year 2011-12 and to fix their remuneration.

In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT M/s. Price Waterhouse & Co., (Registration No. - 007567S), Chartered Accountants, be and are hereby appointed as the Auditors of the Company to conduct the statutory audit and, to hold such office until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of Directors of the Company.”

6. To appoint Branch Auditors for financial year 2011-12 for branch office(s) of Company situated in countries other than India.

In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 228 of the Companies Act 1956 and other applicable provisions, if any, the Board of Directors of the Company be and are hereby authorized to appoint Auditors to conduct the audit of accounts of the Branch Office(s), of the Company situated in countries other than India, in accordance with the laws of such country(s) and to hold office until the conclusion of next Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to Article 111 of Articles of Association of the Company and the provisions of Section 269, 309 and the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to approval of the Shareholders and Central Government, if required & such alterations / modifications, if any, that may be affected by the above mentioned body in that behalf, approval of the Members be and is hereby accorded to the appointment of Mr. Sanjeev Bikhchandani as Executive Vice-Chairman & Whole-time Director for a period of five years w.e.f. April 27, 2011 on the terms and conditions as stated in the explanatory statement. Further Resolved that Board of Directors of the Company shall be empowered to add, revise, increase, restructure, and amend the terms of appointment of Mr. Sanjeev Bikhchandani including but not limited to remuneration, components, designation thereof, etc. within the overall limit of Schedule –XIII of the Companies Act, 1956.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to Article 111 of Articles of Association of the Company and the provisions of Section 269, 309 and the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to approval of the Shareholders and Central Government, if required and such alterations / modifications, if any, that may be affected by the above mentioned body in that behalf, approval of the Members be and is hereby accorded to the appointment of Mr. Hitesh Oberoi as Managing Director & Chief Executive Officer for a period of five years w.e.f. April 27, 2011 on the terms and conditions as stated in the explanatory statement. Further Resolved that Board of Directors of the Company shall be empowered to add, revise, increase, restructure, and amend the terms of appointment of Mr. Hitesh Oberoi including but not limited to remuneration, components, designation thereof, etc. within the overall limit of Schedule –XIII of the Companies Act, 1956.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to Article 111 of Articles of Association of the Company and the provisions of Section 269, 309 and the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to approval of the Shareholders and Central Government, if required and such alterations / modifications, if any, that may be affected by the above mentioned body in that behalf, approval of the Members be and is hereby accorded to the appointment of Mr. Ambarish Raghuvanshi as Whole-time Director, Chief Financial Officer and Group President-Finance for a period of five years w.e.f. April 27, 2011 on the terms and conditions as stated in the explanatory statement.

Further Resolved that Board of Directors of the Company shall be empowered to add, revise, increase, restructure, and amend the terms of appointment of Mr. Ambarish Raghuvanshi including but not limited to remuneration, components, designation thereof, etc. within the overall limit of Schedule –XIII of the Companies Act, 1956.”

10. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as a Special Resolution:

“RESOLVED THAT in conformity with the provisions of Article 94 of the Articles of Association of the Company and pursuant to the provisions of Section 309(4) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such statutory approvals as may be necessary, authority be and is hereby accorded to the payment of commission to the Non-Executive and Independent Directors of the Company (other than the Managing Director and/or Whole-Time Directors and Non-Independent Directors) to be determined by the Board of Directors for each Non-Executive and Independent Director for each financial year over a period of 5 (five) years commencing from the financial year ending on March 31, 2012 up to and including financial year of the Company ending as on March 31, 2016, to be calculated in accordance with the provisions of Sections 198, 349 and 350 and other provisions, if any, of the Companies Act, 1956 and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the maximum limit of 1% (one percent) of net profits of the Company, in addition to the sitting fees being paid by the Company for attending the Board/Committee Meetings of the Company.

By Order of the Board of Directors

Place: Noida
Dated: June 17, 2011

Amit Gupta
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote on a poll on his behalf. A Proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, must be duly filed, signed and stamped and must be received at the Registered Office of the Company not less than forty eight hours before the commencement of AGM.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, relating to special businesses to be transacted at this AGM is annexed with this notice.
3. Corporate Members are requested to send to the Registered Office of Company, a duly certified copy of the Board Resolution, pursuant to provisions of Section 187 of Companies Act 1956, authorizing their representative to attend and vote at the AGM.
4. The Register of Members and Share Transfer books of the Company shall remain closed from July 15, 2011 to July 21, 2011 (both days inclusive) for the purpose of taking on record eligible shareholders for payment of dividend for the year ended March 31, 2011.
5. Dividend, if approved at the Annual General Meeting, will be paid to those eligible Members whose names appear:
 - a. as Beneficial Owners as at the end of business hours on July 14, 2011 as per the list to be furnished by NSDL/CDSL in respect of the shares held in electronic form, and
 - b. as members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before July 14, 2011.Members are requested to advise about any change of address / Bank Account Number / ECS Mandate before July 14, 2011:-
 - in case of shares held in Electronic form, to their Depository Participants (DPs) in respect of their Demat Accounts as the Company is obliged to print the Address/Bank details on the dividend warrant as furnished by NSDL / CDSL.
 - in case of shares held in physical mode, to the Company's Registrar:- M/s Link Intime India Private Limited, Unit: Info Edge (India) Limited, A-40, 2nd Floor, Near Batra Banquet Hall, Naraina Industrial Area, Phase-II, New Delhi, 110 028.
6. Members are requested to send their queries, if any, at least 10 days in advance of the AGM so that the information can be made available at the meeting.
7. Members are requested to bring their copy of the Annual Report to the AGM as the Company would not provide any copy at the AGM venue.
8. In terms of Clause 49 of the Listing Agreement with Stock Exchanges, details about age, qualification, area of expertise and other directorships of directors seeking appointment/ re-appointment is given and forms part of this Notice.
9. 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 AGM.

MCA's GREEN INITIATIVE

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email id's with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Link Intime India Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have longer shelf life. Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to the cause of Environment.

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956**Item No.7**

The Board of Directors of the Company at its meeting held on April 28, 2011 re-appointed Mr. Sanjeev Bikhchandani, as Executive Vice-Chairman and Whole-Time Director of the Company for a period of five years with effect from April 27, 2011, on following remuneration recommended by the Compensation/ Remuneration Committee, subject to approval of the Members, in pursuance of the provisions of Schedule XIII and other applicable provisions of the Companies Act 1956.

1. Salary: Monthly salary with merit based periodic increments as may be approved by the Compensation/ Remuneration Committee of the Board in the range of Rs. 750,000 to Rs. 2,250,000.
2. Performance Related Pay and Annual Bonus: Performance Incentive on monthly/quarterly/semi-annual/annual basis based on the performance parameters and annual bonus as may be decided by the Compensation/ Remuneration Committee of the Board.
3. Perquisites: In addition to Salary, Performance Related Pay and Annual Bonus, Mr. Sanjeev Bikhchandani will be entitled to compensation / perquisites like special allowance, variable house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance as decided by the Compensation/Remuneration Committee of the Board from time to time. Mr. Sanjeev Bikhchandani would also be entitled to such other perquisites as the Compensation/ Remuneration Committee of the Board may approve for discharge of his duties as Executive Vice-Chairman and Whole-time Director.
4. Other Benefits: Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule – XIII of the Companies Act, 1956.
The total remuneration paid to Mr. Sanjeev Bikhchandani excluding items specifically exempted under Schedule XIII of the Companies Act, 1956, shall not at any time during the tenure exceed the limits prescribed under Schedule –XIII except with the permission of Central Government.
5. General Conditions: Mr. Sanjeev Bikhchandani will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the Compensation/ Remuneration Committee of the Board, within the overall limits prescribed under Schedule – XIII and other relevant provisions of the Companies Act, 1956.
None of the Directors of the Company, other than Mr. Sanjeev Bikhchandani is interested in this Ordinary Resolution.
The Board recommends this Ordinary Resolution for your approval.

Item No.8

The Board of Directors of the Company at its meeting held on April 28, 2011, re-appointed Mr. Hitesh Oberoi, as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from April 27, 2011, on following remuneration recommended by the Compensation/ Remuneration Committee, subject to approval of the Members, in pursuance of the provisions of Schedule XIII and other applicable provisions of the Companies Act 1956.

1. Salary: Monthly salary with merit based periodic increments as may be approved by the Compensation/ Remuneration Committee of the Board in the range of Rs. 750,000 to Rs. 2,250,000.

2. Performance Related Pay and Annual Bonus: Performance Incentive on monthly/quarterly/semi-annually/annually basis based on the performance parameters and annual bonus as may be decided by the Compensation/ Remuneration Committee of the Board.
3. Perquisites: In addition to Salary, Performance Related Pay and Annual Bonus, Mr. Hitesh Oberoi will be entitled to compensation / perquisites like special allowance, variable house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance as decided by the Compensation/ Remuneration Committee of the Board from time to time. Mr. Hitesh Oberoi would also be entitled to such other perquisites as the Compensation/ Remuneration Committee of the Board may approve for discharge of his duties as Managing Director & Chief Executive Officer.
4. Other benefits: Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule – XIII of the Companies Act, 1956.
The total remuneration paid to Mr. Hitesh Oberoi excluding items specifically exempted under Schedule XIII of the Companies Act, 1956, shall not at any time during the tenure exceed the limits prescribed under Schedule –XIII except with the permission of Central Government.
5. General Conditions: Mr. Hitesh Oberoi will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the Compensation/ Remuneration Committee of the Board, within the overall limits prescribed under Schedule – XIII and other relevant provisions of the Companies Act, 1956.
None of the Directors of the Company, other than Mr. Hitesh Oberoi is interested in this Ordinary Resolution.
The Board recommends this Ordinary Resolution for your approval.

Item No.9

The Board of Directors of the Company at its meeting held on April 28, 2011, re-appointed Mr. Ambarish Raghuvanshi, as Whole-Time Director, Chief Financial Officer and Group President - Finance of the Company for a period of five years with effect from April 27, 2011, on following remuneration recommended by the Compensation/ Remuneration Committee, subject to approval of the Members, in pursuance of the provisions of Schedule XIII and other applicable provisions of the Companies Act 1956.

1. Salary: Monthly salary with merit based periodic increments as may be approved by the Compensation/ Remuneration Committee of the Board in the range of Rs. 600,000 to Rs. 1,800,000.
2. Performance Related Pay and Annual Bonus: Performance Incentive on monthly/quarterly/semi-annually/annually basis based on the performance parameters and annual bonus as may be decided by the Compensation/Remuneration Committee of the Board.
3. Perquisites: In addition to Salary, Performance Related Pay and Annual Bonus, Mr. Ambarish Raghuvanshi will be entitled to compensation /perquisites like special allowance, variable house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, health & personal accident insurance, Keyman insurance as decided by the Compensation/Remuneration Committee of the Board from time to time. Mr. Ambarish Raghuvanshi would also be entitled to such other perquisites as the Compensation/Remuneration Committee of the Board may approve for discharge of his duties as Whole-Time Director and CFO.
4. Other benefits: Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule – XIII of the Companies Act, 1956.
The total remuneration paid to Mr. Ambarish Raghuvanshi excluding items specifically exempted under Schedule XIII of the Companies Act, 1956, shall not at any time during the tenure exceed the limits prescribed under Schedule –XIII except with the permission of Central Government.
5. General Conditions: Mr. Ambarish Raghuvanshi will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the Compensation/Remuneration Committee of the Board, within the overall limits prescribed under Schedule – XIII and other relevant provisions of the Companies Act, 1956.
None of the Directors of the Company, other than Mr. Ambarish Raghuvanshi is interested in this Ordinary Resolution.
The Board recommends this Ordinary Resolution for your approval.

Item No.10

Section 309 of the Companies Act, 1956 provides that a Director who is neither in the whole-time employment of the Company nor a managing director may be paid remuneration by way of commission, if the Company by special resolution, authorizes such payment.

The Board of Directors are of the opinion that, in order to remunerate the Non-Executive and Independent Directors of the Company (other than the Managing Director and/or Whole-time Directors and Non-Independent Directors), for the responsibilities entrusted upon them under the law particularly with the requirements of the Companies Act, 1956 and Corporate Governance norms, the current trends and commensurate with the time devoted and the contribution made by them, subject to such statutory approvals as may be necessary, commission in terms of Section 309 of the Companies Act, 1956, be paid to the Non-Executive and Independent Directors of the Company.

The Board of Directors of the Company have approved payment of commission to Non-Executive and Independent Directors of the Company, within the maximum limit of 1% percent of net profits of the Company, to be determined by the Board of Directors for each Non-Executive and Independent Director for each financial year, over a period of five years commencing from the financial year ended March 31, 2012 up to March 31, 2016. In addition to the Commission on the net profits as aforesaid, each Non-Executive Director of the Company is presently entitled to a fee of Rs. 20,000/- per attended meeting of the Board and Audit Committee.

Section 309 of the Companies Act, 1956 requires approval of members of the Company by passing a Special Resolution in General Meeting for payment of remuneration by way of commission to Non-Executive Directors of the Company.

The Resolution as set out in item No. 10 of the Notice will be placed before the meeting for the approval of the Members.

The Board of Directors recommends the Resolution, for the approval of the Members.

All Non-Executive and Independent Directors of the Company namely, Mr. Arun Duggal, Mr. Saurabh Srivastava, Ms. Bala Deshpande, Mr. Naresh Gupta, and Mr. Ashish Gupta are concerned or interested in the Resolution to the extent of the remuneration that may be received by them.

The Board recommends this Special Resolution for your approval.

By Order of the Board of Directors

Place: Noida
Dated: June 17, 2011

Amit Gupta
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING TO BE HELD ON JULY 21, 2011

Name	Mr. Sanjeev Bikhchandani	Mr. Hitesh Oberoi	Mr. Ambarish Raghuvanshi	Mr. Saurabh Srivastava	Mr. Naresh Gupta
Age	47	38	49	65	44
No. of Shares held in the Company	19,235,406	3,898,782	1,260,168	NIL	NIL
Qualification	B.A Econ., PGDM-IIM-A	B. Tech IIT Delhi, PGDM-IIM-B	B.Com, CA, PGDBM XLRI	B. Tech IIT-Kanpur, M.Sc- Harvard.	B. Tech -IIT Kanpur, MS and Ph. D. in Computer Science from University of Maryland
Expertise in specific functional Area	Founder & Entrepreneur. Prior to starting Naukri, Sanjeev had worked in advertising and as Consulting Editor of careers supplement in a newspaper.	Sales and marketing, launching new products and services at all our websites. Prior to joining Info Edge, Mr. Oberoi was the Regional Planning and Distribution Manager (North India) for the Ice Cream Division of Hindustan Lever Limited.	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, he is with Info Edge India Ltd. in Finance, Administration, Legal and HR Roles.	Among India's leading IT entrepreneur, angel investor and venture capitalist.	Computer science expert in the areas of shape, motion, image understanding, and AI research.
List of other Public Limited Companies in which Directorship held	Nil	Nil	Nil	Nil	Nil
Chairman/ Member of the Committee (s) of Board of Directors of Info Edge (India) Ltd.	Nil	Nil	Member – Investors Grievance Committee	Member – Audit Committee	Member – Audit Committee
Chairman/ Member of the Committee (s) of Board of Directors of other Companies in which he/She is a Director	Nil	Nil	Nil	Nil	Nil

Note: Pursuant to Clause -49 of the Listing Agreement, only Audit & Investor Grievance Committees in Companies registered in India 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 16th ANNUAL GENERAL MEETING of Info Edge (India) Limited to be held on Thursday, July 21, 2011 at 4.30 P.M. at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110 003, 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)

PROXY FORM

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 16th Annual General Meeting of the Company to be held on July 21, 2011 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