

Info Edge (India) Ltd.

Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019

CIN: L74899DL1995PLC068021, Tel: +91-120-3082000, Fax: +91-120-3082095, Web: www.infoedge.in, Email: investors@naukri.com

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of Info Edge (India) Ltd. will be held at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003, on Tuesday, the July 24, 2018 at 4:30 P.M., to transact the following business(es):-

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of the Auditors thereon.
2. To declare a final dividend of Rs.1.50/- per equity share of Rs.10/- each fully paid up, and to confirm the two interim dividends of Rs.2.50/- per equity share & Rs.1.50/- per equity share of Rs. 10/- each fully paid up, already paid, for the year ended March 31, 2018.
3. To appoint a Director in place of Mr. Hitesh Oberoi (DIN- 01189953), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number:101049W/E300004), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of twenty fourth Annual General Meeting.”

“RESOLVED FURTHER THAT in accordance with the Section 139 of the Companies Act, 2013, as amended vide Companies (Amendment) Act, 2017, effective May 7, 2018, the Company, be and hereby affirms that the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004), as the Statutory Auditors of the Company, shall not require any annual ratification by the members for the remaining period of their appointment from the conclusion of twenty fourth Annual General Meeting till the conclusion of twenty seventh Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee thereof), be and are hereby authorized to decide and finalize the remuneration of the Statutory Auditors, for the relevant year(s) during the aforesaid term of their appointment.”
5. To appoint Branch Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company be and are hereby authorized to appoint Auditors to conduct the audit of accounts of 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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee thereof), be and are hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Branch Auditors, for the aforesaid term of their appointment.”

SPECIAL BUSINESS:

6. To appoint Mr. Ashish Gupta as an Independent Director for a term of upto 5 years by passing the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors and subject to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Gupta (DIN: 00521511), who was appointed as an Additional Director of the Company w. e. f. July 21, 2017, to be designated as an Independent Director, and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years on the Board of the Company.”

“RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board
For Info Edge (India) Ltd.

Place: Noida
Date: May 30, 2018

Sd/-
MM Jain
VP- Secretarial & Company Secretary
Membership No: F9598

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50(fifty) who are holding, in the aggregate, not more than 10(ten) percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy as attached with the notice, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity.

2. The Register of Members and Share Transfer Books shall remain closed from July 18, 2018 to July 24, 2018 (both days inclusive).
3. Final dividend of Rs.1.50/- per equity share fully paid up has been recommended by the Board of Directors for the year ended March 31, 2018 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on or after July 30, 2018. Two Interim dividends at the rate of Rs.2.50/- per equity share and Rs.1.50/- per equity share fully paid up for the year ended March 31, 2018 were paid on November 15, 2017 and February 16, 2018 respectively.
4. Please bring your copy of the annual report to the meeting as the Company would not provide, as a measure of austerity, any copy at the venue of the AGM.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance slip and route map showing prominent land mark for easy location is annexed to the notice.
7. All documents referred to in the notice along with Register of Directors and Key Managerial Personnel & shareholding and Register of Contracts and Arrangements in which directors are interested are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the AGM venue on the date of the meeting.
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
9. Information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 in respect of Directors seeking appointment/re-appointment at the Annual General Meeting [Item No.3 & 6 of the notice] is given hereinafter.
10. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
11. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.
12. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement.
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
13. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 125 of the Companies Act, 2013 ["the Act"], on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial Year Ended	Due date of Transfer
31.03.2011	20.08.2018
31.03.2012	24.08.2019
31.03.2013	17.08.2020
31.03.2014(I)	17.11.2020
31.03.2014	17.08.2021
31.03.2015(I)	15.11.2021
31.03.2015	26.08.2022
31.03.2016(I)	05.12.2022
31.03.2016(I) (Second)	11.04.2023
31.03.2016	N.A.
31.03.2017(I)	26.11.2023
31.03.2017 (I) (Second)	23.03.2024
31.03.2017	20.08.2024
31.03.2018(I)	30.11.2024
31.03.2018 (I) (Second)	02.03.2025

Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company, after following the prescribed procedure in accordance with the said Rules, transferred all shares in respect of which dividend declared has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://infoedge.in/ir-unpaid-unclaimed-dividends.asp> to ascertain details of shares so transferred in the name of IEPF Authority.

To claim the shares transferred to IEPF, the claimant member is required to download the Form IEPF-5 from www.mca.gov.in and fill it offline. After successful pre-scrutiny of the E-form, it is required to be uploaded on the MCA website. After filing of the Form online, the claimant is required to send the duly filled E-form with his signature along with other required Annexures to the Company at its registered office address in an envelope marked as "claim for refund from IEPF Authority" for initiating the verification for claim. The Nodal officer of the Company shall verify the documents and send its report to the IEPF authority who shall upon due satisfaction transfer the shares to the account of the claimant member.

14. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder as well as Regulation 36 & 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies can serve copy of the Annual Report and this Notice, inter-alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form through electronic mode to those members who have registered their e-mail address with the Company or Depository Participant, unless a member has requested for a hard copy of the same. For members, who have not registered their e-mail addresses, physical copies of the Annual Report and this Notice inter-alia indicating the process and manner of remote e-voting along with the attendance slip and proxy form will be sent to them in the permitted mode.

The Notice of AGM and the copies of audited standalone & consolidated financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.infoedge.in) of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).

15. In accordance with the provisions of Section 139(1) of the Companies Act, 2013, the shareholders in their twenty second Annual General Meeting confirmed the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants [Firm Registration Number: 101049W/E300004], the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of twenty second Annual General Meeting, until the conclusion of the twenty seventh Annual General Meeting of the Company, subject to ratification of the appointment at every Annual General Meeting in the subsequent years during the aforesaid term of their appointment.

The Companies (Amendment) Act, 2017, effective May 7, 2018 has done away with the requirement of annual ratification of appointment of Statutory Auditors. However, as a measure of good corporate governance practice, the Company has put the matter before shareholders for seeking their approval for ratification of appointment of the Statutory Auditors for the current financial year. Further, members are required to affirm that in accordance with the amended Section 139 of the Companies Act, 2013, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall not require any annual ratification for remaining period of their appointment from the conclusion of twenty fourth Annual General Meeting till the conclusion of twenty seventh Annual General Meeting of the Company.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA of the Company.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

18. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, July 17, 2018, to exercise their right to vote at the twenty third Annual General Meeting (AGM) by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting") through the electronic voting service facility arranged by National Securities Depository Limited or through sending duly filled in ballot paper sent alongwith this notice of Annual General Meeting. The facility for voting, through ballot paper, will also be made available at the AGM and the member attending the AGM, who have not already cast their votes by Remote e-voting/ballot paper shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by Remote e-voting/ballot paper prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Members those who have cast their vote by both modes, vote cast by the ballot shall not be counted.

The instructions for Remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?	
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.	
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.	
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.	
4. Your User ID details are given below/separately alongwith the Notice of AGM:	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Characters DP ID followed by 8 Digits Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digits Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5.	Your password details are given below/separately alongwith the Notice of AGM:
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'? (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a)	Click on "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsd.com .
b)	"Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com .
c)	If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on "e-Voting". Then, click on "Active Voting Cycles".
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.:1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. MM Jain, Company Secretary at email: investors@naukri.com.

- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication[s].
 - The e-voting period commences on Friday, July 20, 2018 (9:00 am) and ends on Monday, July 23, 2018 (5:00 pm). The voting shall not be allowed beyond the said date and time. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, July 17, 2018, may cast their vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, July 17, 2018. Any person who is not a member as on the record date should treat the notice only for information purpose only.
 - The Scrutinizer shall, immediately after the conclusion of the voting at the twenty third Annual General Meeting first count the votes cast at the twenty third Annual General Meeting, thereafter, unblock the votes cast through Remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than two (2) days of the conclusion of the twenty third Annual General Meeting, to the Chairman of the Company or any other director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.
19. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Registered Office of the Company not later than Monday, July 23, 2018 (5.00 pm).

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 17, 2018 can obtain user-ID & password by sending a request at evoting@nsdl.co.in or at evoting@naukri.com. However, if you are already registered with NSDL for Remote e-voting, then you can use your existing user ID & password for casting your vote. You may also request for physical copy of the Ballot Form by

sending an e-mail to investors@naukri.com by mentioning your Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, July 23, 2018 (5.00 p.m.). Ballot Forms received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

20. Mr. Rupesh Agarwal (Membership No. A16302) practicing company secretary failing him Mr. Lakhan Gupta (Membership No. A36583) practicing company secretary, partners of M/s Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process/ poll/ ballot form in a fair and transparent manner.
21. The Results shall be declared after the AGM of the Company within 48 hours of conclusion of meeting at the registered office of the Company. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.infoedge.in and on the website of NSDL and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on July 21, 2017, appointed Mr. Ashish Gupta (DIN: 00521511), as an Additional Director on the Board of the Company to be designated as Independent Director in accordance with Section 161(1) of the Companies Act, 2013. Mr. Gupta holds office up to the date of this Annual General Meeting of the Company. Your Board recommends appointment of Mr. Ashish Gupta as an Independent Director of the Company for a term of upto 5 (five) years, w.e.f. July 21, 2017 and the appointment is not liable to retire by rotation. A brief resume of Mr. Gupta is available in the Annexure A to the Notice.

Mr. Ashish Gupta has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Mr. Ashish Gupta, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Gupta has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Mr. Gupta as Non- Executive, Independent Director is now being placed before the Members for their approval.

Mr. Ashish Gupta is deemed to be interested in the resolution set out at item No. 6 of this Notice with regard to his appointment. The relatives of Mr. Gupta may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board
For **Info Edge (India) Ltd.**

Place: Noida
Date: May 30, 2018

Sd/-
MM Jain
VP- Secretarial & Company Secretary
Membership No.: F9598

Annexure A

Details of the Directors seeking appointment/re-appointment in the Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

[Item No. 3 & 6]

Name of the Director	Hitesh Oberoi	Ashish Gupta
Date of Birth (Age)	05/06/1972 (46)	18/12/1966 (51)
Date of Appointment	25/05/2001	21/07/2017
Relationship with Director/ Manager/KMP	None	None
Expertise in Specific Functional Area	Wide experience in mergers & acquisitions & rich experience in finance & management. He won the Ernst & Young – Entrepreneur of the Year Award in 2008, along with his partner, for Business Transformation.	Mr. Gupta is one of the pioneers of angel investing in India and has wide experience in IT entrepreneurship, and venture capitalism.
Qualification	Bachelor of Technology Degree in Computer Science from IIT, Delhi & Masters of Business Administration from IIM, Bangalore. At IIM, he featured in the Director's Merit List.	Bachelor's degree in computer science from Indian Institute of Technology, Kanpur and doctorate from Stanford University, U.S.A in database technology.
Experience	Mr. Oberoi carries an experience of more than two decades in different Industries. With 18 years of experience in the internet industry, he is part of various industry forums. He is a charter member of the TiE, New Delhi and also the past Chairman of IAMAI – The Internet and Mobile Association of India. He is also a Founder member on the Board of Trustees of Ashoka University.	Mr. Gupta has been involved in several startups in the U.S. and in India as an investor and a board member. These include Daksh, now part of International Business Machines (IBM). He is also a co-founder of Tavant Technologies. Before working at Tavant Technologies, Mr. Gupta was at Amazon.com which he joined in 1998 with the acquisition of Jungle.com where Mr. Gupta was co-founder, vice president of engineering, and a board member. He has also worked at Oracle Corporation and at IBM's Almaden Research Center. Mr. Gupta has published and presented numerous papers at international conferences as well as edited a book on "materialized views" published by Massachusetts Institute of Technology press. Mr. Gupta was associated with the Company earlier as well, in the capacity of a Non-Executive Independent Director and had stepped down from the Board in October, 2014.
Board Membership of Companies as on March 31, 2018.	<ul style="list-style-type: none"> • Naukri Internet Services Ltd. • Startup Investments (Holding) Ltd. • Jeevansathi Internet Services Ltd. • Allcheckdeals India Pvt. Ltd. • International Foundation for Research Education 	<ul style="list-style-type: none"> • Qwiksilver Solutions Pvt. Ltd. • Quicko Technosoft Labs Pvt. Ltd. • Mysmartprice Web Technology Pvt. Ltd. • Simplilearn Solutions Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2018	Info Edge (India) Ltd. 1. Corporate Social Responsibility Committee 2. Risk Management Committee. 3. Business Responsibility Committee. 4. Committee of Executive Directors	Not Applicable
Number of Shares held in the Company as on March 31, 2018	6,547,608 Shares	65,123 shares directly and 86,812 shares of the Company jointly with his wife.
Terms & Conditions of Appointment including remuneration	The appointment of Mr. Hitesh Oberoi was approved by the shareholders at their meeting held on July 25, 2016, on the terms & conditions and with power to Board to amend the same, from time to time, within the authority of said shareholder's approval. His appointment shall continue to be governed by the provisions approved by the Shareholders in their meeting held on July 25, 2016 for approving his appointment as Managing Director & CEO of the Company for a period of 5 years.	Mr. Gupta will be appointed for a term of upto 5 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.
No. of Board Meetings attended during the year	7{Seven}	4{Four}

Info Edge (India) Ltd.

Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019

CIN: L74899DL1995PLC068021, Tel: +91-120-3082000, Fax: +91-120-3082095, Web: www.infoedge.in; Email: investors@naukri.com

ATTENDANCE SLIP

23rd ANNUAL GENERAL MEETING – July 24, 2018

Registered Folio No./DP ID no./Client ID no.:

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Number of Shares held

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I certify that I am a member/proxy/authorized representative for the member of the Company.

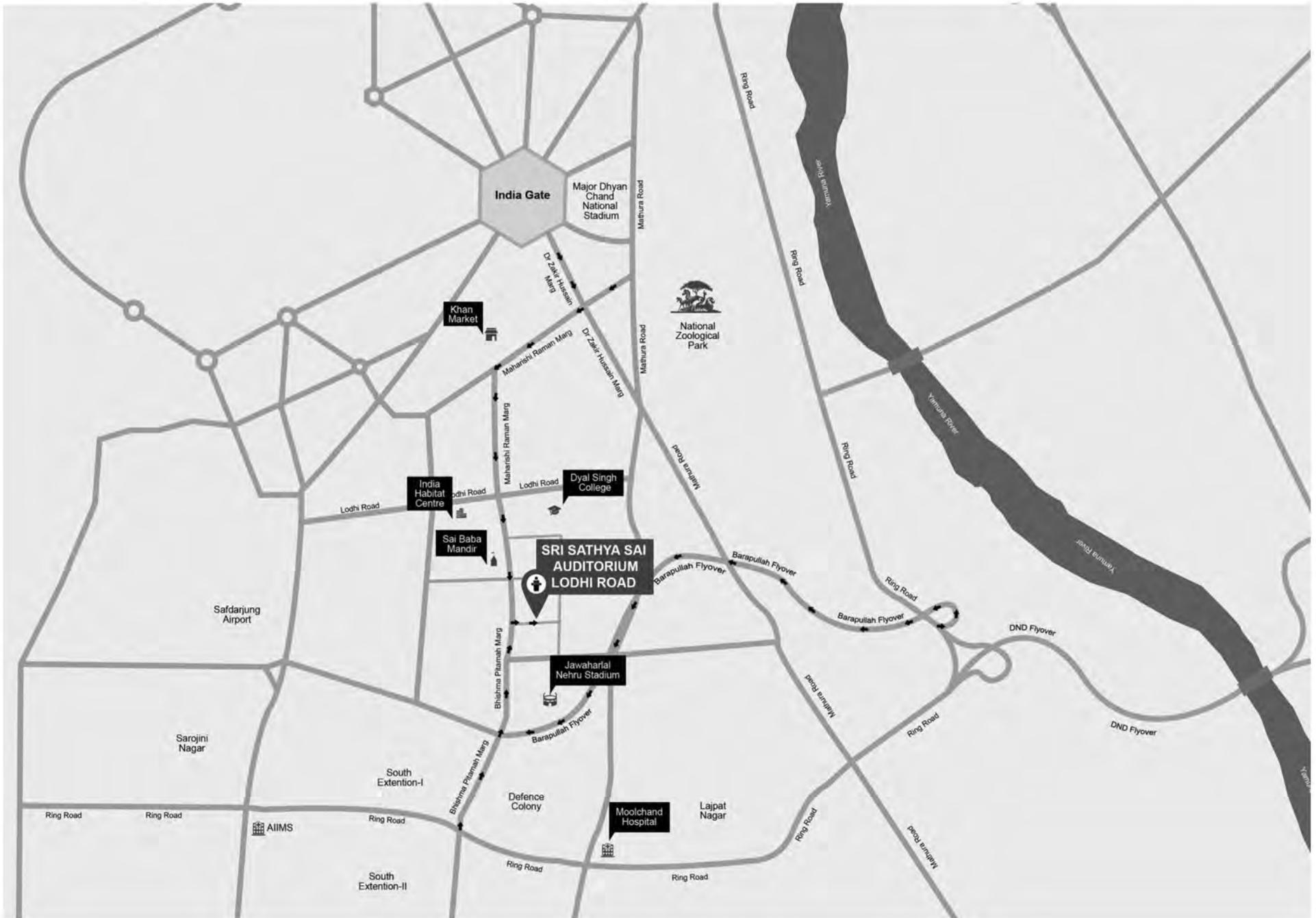
I hereby record my presence at the 23rd Annual General Meeting of the Company at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 on Tuesday, July 24, 2018 at 4:30 p.m. IST.

Name of the member/proxy/ authorized representative
(in BLOCK letters)

Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ROUTE MAP OF THE AGM VENUE



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FORM NO. MGT-11

PROXY FORM

Name of the Member (s):
Registered Address:
E-mail ID:
Folio/DP ID-Client ID No.

I/We, being the member(s), holding _____ shares of the above named Company hereby appoint:

- (1) Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, July 24, 2018 at 4:30 p.m. at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business(es):			
1.	Adoption of: a) Audited Standalone Financial Statements of the Company, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of the Auditors' thereon. (Ordinary Resolution)		
2.	Declaration of final dividend of Rs.1.50/- per equity share of Rs. 10/- each fully paid up, and to confirm the two interim dividends of Rs.2.50/- per equity share of Rs. 10/- each and of Rs.1.50/- per equity share of Rs. 10/- each, already paid, for the year ended March 31, 2018. (Ordinary Resolution)		
3.	Appoint a director in place of Mr. Hitesh Oberoi, who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)		
4.	Ratify the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company. (Ordinary Resolution)		
5.	Appoint the Branch Auditors of the Company. (Ordinary Resolution)		
Special Business:			
6.	Appoint Mr. Ashish Gupta as an Independent Director for a term of upto 5 years. (Ordinary Resolution)		

Signed this _____ day of _____ 2018.

Signature of the member

Signature of the proxy holder(s)

Affix Revenue
Stamp not less
than Re. 0.15

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of members(s) in above box before submission.

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BALLOT FORM

Name of the Member(s):
Registered Address:
E-mail ID:
Folio/DP ID-Client ID No.:

I/We, being the member(s), holding _____ shares of the above named Company hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated May 30, 2018 for the 23rd Annual General Meeting of the Company, to be held on Tuesday, July 24, 2018 at 4:30 p.m. at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 and at any adjournment thereof, as set out below by sending my/our assent or dissent to the said Resolutions by placing the tick [✓] mark at the appropriate box below [tick in both boxes will render the ballot invalid]:

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business(es):			
1.	Adoption of: a) Audited Standalone Financial Statements of the Company, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of the Auditors' thereon. [Ordinary Resolution]		
2.	Declaration of final dividend of Rs.1.50/- per equity share of Rs. 10/- each fully paid up, and to confirm the two interim dividends of Rs.2.50/- per equity share of Rs. 10/- each and of Rs.1.50/- per equity share of Rs. 10/- each, already paid, for the year ended March 31, 2018. [Ordinary Resolution]		
3.	Appoint a director in place of Mr. Hitesh Oberoi, who retires by rotation and being eligible, seeks re-appointment. [Ordinary Resolution]		
4.	Ratify the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company. [Ordinary Resolution].		
5.	Appoint the Branch Auditors of the Company. [Ordinary Resolution]		
Special Business:			
6.	Appoint Mr. Ashish Gupta as an Independent Director for a term of upto 5 years. [Ordinary Resolution]		

Place: _____
Date: _____ Signature of the member

- Notes:
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@naukri.com by mentioning their Folio/ DP-ID and Client-ID No.
 - Duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, July 23, 2018 (5.00 p.m.). Ballot Form received after this date will be treated as invalid. A self-addressed postage pre-paid envelope (if posted in India) has been sent along with this ballot form for shareholders to return duly completed ballot form.
 - A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of July 17, 2018.
 - Please complete all details including details of members(s) in above box before submission. The ballot form should be signed by the member as per specimen signature registered with the Company.
 - In case of shares held by companies, trusts, societies etc. the duly completed ballot form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the ballot form.
 - The exercise of vote by Ballot is not permitted through proxy.
 - There will be only one Ballot form for every folio/Client ID irrespective of the number of joint holders.
 - The Scrutinizer's decision on the validity of a Ballot shall be final.
 - This Ballot Form is an integral part of the Notice of the Annual General Meeting to be held on Tuesday, July 24, 2018.

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