

Info Edge (India) Ltd.

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

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NOTICE

NOTICE is hereby given that the 21st 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 Monday, the July 25, 2016 at 04:30 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, 2016 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, 2016 and the Report of the Auditors thereon.
2. To confirm the two interim dividends of Re.1/- per equity share & Rs. 2/- per equity share, already paid, for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Kapil Kapoor (DIN 00178966), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:-

“RESOLVED THAT M/s Price Waterhouse & Co Bangalore LLP Chartered Accountants (Firm Registration Number: 007567S/S-200012), the retiring auditors, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the Financial Statements of the Company for the financial year 2016-2017, at a remuneration to be fixed by the Board of Directors/Committee thereof.”
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, at a remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS(ES):

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 197 & 198 read with rules framed thereunder and other applicable provisions/rules, if any, of the Companies Act, 2013 (the “Act”) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Non-Executive Directors of the Company, be paid commission equal to such amounts or proportions and in such manner and in all respects as may be decided by the Nomination & Remuneration Committee/Board of Directors, with respect to the profits of the Company for each year, for a period of five years, commencing with the financial year starting from April 1, 2016 provided that such aggregate payment shall not exceed a sum equal to 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act.”
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjeev Bikhchandani, as Executive Vice- Chairman & Whole-time Director of the Company, not liable to retire by rotation, for a period of 5 years effective April 27, 2016 to April 26, 2021 on the terms & conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjeev Bikhchandani.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjeev Bikhchandani, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Hitesh Oberoi, as Managing Director & Chief Executive Officer of the Company, liable to retire by rotation, for a period of 5 years effective April 27, 2016 to April 26, 2021 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Hitesh Oberoi.

RESOLVED FURTHER THAT the remuneration payable to Mr. Hitesh Oberoi, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

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

Place: Noida
Date: May 25, 2016

(MM Jain)
VP- Secretarial & Company Secretary

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 fifty (50) who are holding, in the aggregate, not more than 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% 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, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY- EIGHT 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 prove (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 19, 2016 to July 25, 2016 (both days inclusive).
3. The Board has not recommended any amount as Final Dividend for the year ended March 31, 2016 therefore, two Interim dividends during the financial year 2015-16 at the rate of Re.1/- per equity share and Rs. 2/- per equity share, paid in November 2015 and March 2016 respectively are to be considered as Final Dividend.
4. Please bring your copy of the annual report to the meeting as the Company would not provide any copy at the venue of the AGM as a measure of austerity.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
6. All documents referred to in the notice 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 meeting venue on the date of the meeting.
7. 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.
8. Information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges in respect of Directors seeking re-appointment at the Annual General Meeting (Item Nos.3, 7 & 8 of the notice) is given hereinafter.
9. 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.
10. 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.
11. 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 205C of the Companies Act, 1956 (Section 125 of the Companies Act, 2013) 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
31.03.2009	22.08.2016
31.03.2010	22.08.2017
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

12. 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) Regulation, 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).
13. 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.
14. 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.

15. 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 Monday, July 18, 2016, to exercise their right to vote at the 21st 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. 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 shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by Remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for Remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Infoedge e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Info Edge (India) Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nazim@mnkassociates.com or evoting@naukri.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/separately along with the notice of AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsd.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on Thursday, July 21, 2016 (9:00 am) and ends on Sunday July 24, 2016 (5:00 pm). 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 July 18, 2016, may cast their vote electronically. 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.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 18, 2016.
- VII. Mohd. Nazim Khan, M/s MNK & Associates, Company Secretaries (Membership No. F6529) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of the voting at the 21st Annual General Meeting first count the votes cast at the 21st 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 three (3) days of the conclusion of the 21st Annual General Meeting, to the Chairman of the Company or any other person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.
- IX. The Results shall be declared after the AGM 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.
16. 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 Sunday, July 24, 2016 (05.00 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 18, 2016 have the option to 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 Sunday, July 24, 2016 (05.00 p.m.). Ballot Form 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.
17. The facility for voting, through ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by Remote e-voting or by ballot form shall be able to exercise their right at the meeting.
18. The Members who have cast their vote by Remote e-voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to exercise their vote again.

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

Item No. 6

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Non-Executive Directors have been entrusted with new and enhanced responsibilities. Keeping in view of the same, it is considered appropriate that the remuneration payable to the Non- Executive Directors of the Company should be commensurate with their increased role, responsibilities and duties.

In accordance with Section 197 of the Act, the remuneration payable to Directors who are neither Managing Directors nor whole-time Directors shall not exceed:

- i) One percent (1%) of the net profits of the company, if there is a Managing Director or Whole-time Director or Manager;
- ii) Three percent (3%) of the net profits in any other case.

Also, Section 197 of the Companies Act, 2013 (the Act) permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of shareholders. The shareholders of the Company, in their 16th Annual General Meeting

held on July 21, 2011, approved the payment of remuneration to Non-Executive Independent Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from financial year ended March 31, 2012 upto March 31, 2016.

Since, the validity of the earlier resolution passed by the shareholders expires with the financial year ended on March 31, 2016, consent of the shareholders is sought for renewal of the resolution for a further period of 5 years commencing from April 1, 2016, for payment of commission not exceeding one per cent of the net profits of the Company calculated in accordance with the provisions of the Act, to be paid and distributed amongst the Non-Executive Directors of the Company.

The payment of aforesaid commission will be in addition to the sitting fees payable to the Non-Executive Directors for attending Board/Committee Meetings, as may be decided by the Nomination & Remuneration Committee/Board, from time to time, in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors or KMPs of the Company or their relatives, except all Non-Executive Directors, is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.6 for your consideration and approval by way of ordinary Resolution.

Item No. 7

Mr. Sanjeev Bikhchandani was re-appointed as Executive Vice Chairman & Whole-time Director of the Company at the 16th Annual General Meeting of the shareholders of the Company held on July 21, 2011, for a period of five years w.e.f. April 27, 2011.

Mr. Bikhchandani, founder of Naukri.com, obtained a Bachelor of Arts degree in Economics from St. Stephen College, Delhi University and a PGDM from IIM-Ahmedabad.

The Board of Directors of the Company in its meeting held on January 28, 2016, on recommendation of Nomination & Remuneration Committee, re-appointed Mr. Bikhchandani as Executive Vice- Chairman & Whole-time Director for a period of five years with effect from April 27, 2016 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of the remuneration payable to Mr. Sanjeev Bikhchandani and the terms & conditions of his re-appointment are given below:

Effective date of appointment : 27th April, 2016.

Term of appointment : 5 years.

Details of remuneration:

1. **Salary:** Monthly salary with merit based periodic increments as may be approved by the Nomination & Remuneration Committee of the Board in the range of Rs. 7,50,000 to Rs.22,50,000.
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 Nomination & 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 Nomination & Remuneration Committee of the Board from time to time. Mr. Sanjeev Bikhchandani would also be entitled to such other perquisites as the Nomination & 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 at the end of the tenure as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule - V of the Companies Act, 2013. The total remuneration paid to Mr. Sanjeev Bikhchandani excluding items specifically exempted under Schedule V of the Companies Act, 2013, shall not at any time during the tenure exceed the limits prescribed under Schedule -V except with the permission of Central Government.
5. **General Conditions:** Mr. Sanjeev Bikhchandani will be entitled to such other privileges, facilities and amenities, as may be available in accordance with the rules and regulations of the Company, for its employees and as amended from time to time by the Nomination & Remuneration Committee of the Board, within the overall limits prescribed under Schedule-V and other relevant provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any financial year during the tenure of Executive Vice-Chairman & Whole-time Director, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this Notice. Keeping in view the rich and varied experience of Mr. Bikhchandani, it would be in the interests of the Company to continue his employment as Executive Vice-Chairman & Whole-time Director.

None of the Directors or KMPs of the Company or their relatives except Mr. Bikhchandani himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.7 for your consideration and approval by way of ordinary Resolution.

Item No. 8

Mr. Hitesh Oberoi was re-appointed as Managing Director & Chief Executive Officer of the Company at the 16th Annual General Meeting of the shareholders of the Company held on July 21, 2011, for a period of five years w.e.f. April 27, 2011.

Mr. Oberoi is the Co-Promoter, MD and CEO of the Company. With more than 15 years of experience in the internet industry, he is part of various industry forums. Mr. Oberoi set up the InfoEdge sales and marketing operations and has been instrumental in launching new products and services at naukri.com apart from helping setup Jeevansathi.com, 99acres.com, Shiksha.com & other new businesses.

Mr. Oberoi obtained his bachelor's degree in computer science from the Indian Institute of Technology, Delhi and master's in business administration from IIM, Bangalore.

The Board of Directors of the Company in its meeting held on January 28, 2016, on recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Oberoi as Managing Director & CEO for a period of five years with effect from April 27, 2016 on terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of the remuneration payable to Mr. Hitesh Oberoi and the terms & conditions of his re-appointment are given below:

Effective date of appointment : 27th April, 2016.

Term of appointment : 5 years.

Details of remuneration:

1. **Salary:** Monthly salary with merit based periodic increments as may be approved by the Nomination & Remuneration Committee of the Board in the range of Rs.7,50,000 to Rs.22,50,000.

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 Nomination & 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 Nomination & Remuneration Committee of the Board from time to time. Mr. Hitesh Oberoi would also be entitled to such other perquisites as the Nomination & 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 paid at the end of the tenure as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule-V of the Companies Act, 2013. The total remuneration paid to Mr. Hitesh Oberoi excluding items specifically exempted under Schedule-V of the Companies Act, 2013, shall not at any time during the tenure exceed the limits prescribed under Schedule-V 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 Nomination & Remuneration Committee of the Board, within the overall limits prescribed under Schedule-V and other relevant provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any financial year during the tenure of Managing Director & Chief Executive Officer, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this Notice. Keeping in view the rich and varied experience of Mr. Oberoi, it would be in the interests of the Company to continue his employment as Managing Director & CEO.

None of the Directors or KMPs of the Company or their relatives except Mr. Oberoi himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.8 for your consideration and approval by way of ordinary Resolution.

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

Place: Noida
Date: May 25, 2016

(MM Jain)
VP- Secretarial & Company Secretary

Annexure A

Details of the Directors seeking re-appointment in the Annual General Meeting

[pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

(Item No. 3, 7 & 8)

Name of the Director	Kapil Kapoor	Sanjeev Bikhchandani	Hitesh Oberoi
Date of Birth	06/08/1964	29/06/1963	05/06/1972
Date of Appointment	01/10/2002	01/05/1995	25/05/2001
Relationship with Directors	None	None	None
Expertise in Specific Functional Area	Wide Managerial and Strategic Planning experience.	Seasoned Entrepreneur having rich Business Development and Strategic & Financial Planning experience	Wide experience in sales & marketing operations, setting up new businesses & rich experience in finance & management.
Qualification	Bachelor's degree in Economics from the University of Delhi and a post graduate diploma in business management from IIM, Ahmedabad.	Bachelor's Degree in Economics from St. Stephens College, University of Delhi & post graduate diploma in business management from IIM, Ahmedabad.	Bachelor's Degree in Computer Science from IIT, Delhi & Masters of Business Administration from IIM, Bangalore
Board Membership of Companies as on March 31, 2016.	Global Discovery Academy Services Pvt. Ltd., Global Discovery Academy Property Pvt. Ltd. & International Foundation for Research & Education.	MakeSense Technologies Ltd., Naurki Internet Services Ltd., Startup Investments (Holding) Ltd., Startup Internet Services Ltd., Jeevansathi Internet Services Ltd., Allcheckdeals India Pvt. Ltd., CIIE Initiatives & International Foundation for Research & Education.	Naukri Internet Services Ltd., Startup Investments (Holding) Ltd., Jeevansathi Internet Services Ltd., Allcheckdeals India Pvt. Ltd., International Foundation for Research & Education
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2016	Info Edge (India) Ltd. 1. Nomination & Remuneration Committee-Member 2. Stakeholders' Relationship Committee-Chairman	Info Edge (India) Ltd. 1. Corporate Social Responsibility Committee-Member 2. Risk Management Committee-Member 3. Committee of Executive Directors-Chairman	Info Edge (India) Ltd. 1. Corporate Social Responsibility Committee-Member 2. Risk Management Committee-Member 3. Committee of Executive Directors-Member
Number of Shares held in the Company as on March 31, 2016	3,279,771 Shares	34,996,373 Shares	6,900,118 Shares

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

21st ANNUAL GENERAL MEETING – July 25, 2016

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

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Number of Shares held

--	--	--	--	--	--	--	--	--	--

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

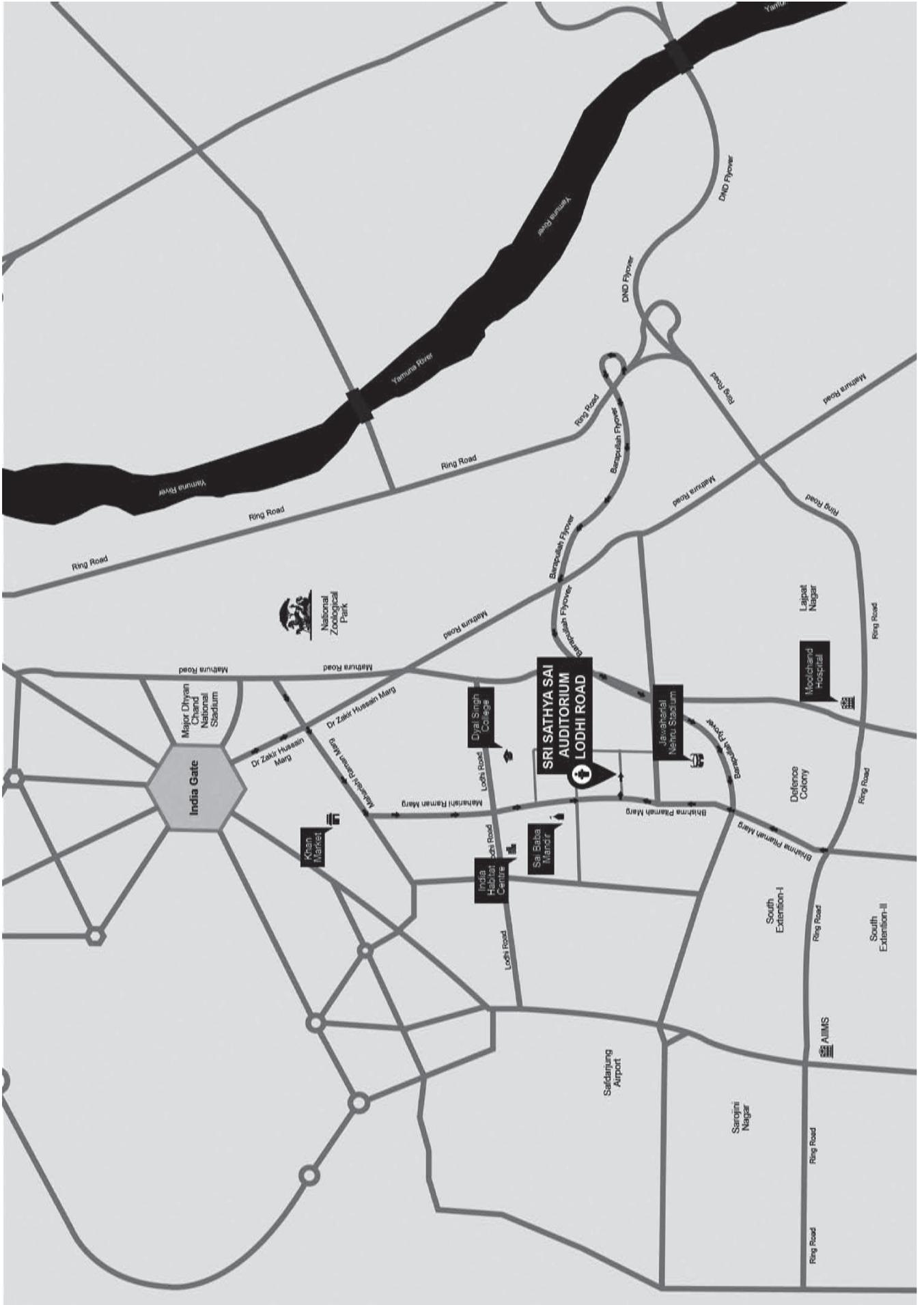
I hereby record my presence at the 21st Annual General Meeting of the Company at Sri Sathya Sai International Centre, Bhisam Pitamah Marg, Lodhi Road, New Delhi-110003 on Monday, July 25, 2016 at 4:30 p.m. IST.

Name of the member/proxy
(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 21st Annual General Meeting of the Company, to be held on Monday, July 25, 2016 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, 2016; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2016 and the Report of the Auditors' thereon.		
2.	Confirmation of the Interim Dividends paid in November 2015 & in March 2016.		
3.	Appoint a director in place of Mr. Kapil Kapoor, who retires by rotation and being eligible, seeks re-appointment.		
4.	Appoint M/s Price Waterhouse & Co Bangalore LLP Chartered Accountants as the auditors of the Company.		
5.	Appoint the Branch Auditors of the Company.		
Special Business(es):			
6.	Approve Payment of Commission to Non- Executive Directors of the Company.		
7.	Approve Re-appointment of Mr. Sanjeev Bikhchandani as Executive Vice-Chairman.		
8.	Approve Re-appointment of Mr. Hitesh Oberoi as Managing Director & CEO.		

Signed this _____ day of _____ 2016.

Affix Revenue Stamp not less than Re. 0.15

Signature of the member

Signature of the proxy holder(s)

Notes:

1. 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.
2. * 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.
3. 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 25, 2016 for the 21st Annual General Meeting of the Company, to be held on Monday, July 25, 2016 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	Type of Resolution	No. of Shares	Assent/Dissent	
				For (Assent)	Against (Dissent)
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, 2016; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2016 and the Report of the Auditors' thereon.	Ordinary			
2.	Confirmation of the Interim Dividends paid in November, 2015 & March 2016.	Ordinary			
3.	Appoint a director in place of Mr. Kapil Kapoor, who retires by rotation and being eligible, seeks re-appointment.	Ordinary			
4.	Appoint M/s Price Waterhouse & Co. Bangalore LLP Chartered Accountants as the auditors of the Company.	Ordinary			
5.	Appoint the Branch Auditors of the Company.	Ordinary			
Special Business(es):					
6.	Approve payment of Commission to Non-Executive Directors of the Company	Ordinary			
7.	Approve Re-appointment of Mr. Sanjeev Bikhchandani as Executive Vice-Chairman.	Ordinary			
8.	Approve Re-appointment of Mr. Hitesh Oberoi as Managing Director & CEO.	Ordinary			

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 Sunday, July 24, 2016 (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 shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 18, 2016.
- 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(s) 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 Monday, July 25, 2016.

