

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Reg. Office: GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

Corp. Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000, Fax: 0120-3082095, URL: <http://www.infoedge.in>, E-mail: investors@naukri.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof), as amended from time to time, for seeking consent of the members to transact the following Special Businesses, by way of Special Resolutions through Postal Ballot Form / Remote e-voting.

Accordingly, the draft Special Resolutions together with the requisite Explanatory Statements pursuant to Section 102 of the Act and applicable provisions of the Securities & Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are attached herewith, for your consideration and consent.

The Board of Directors of the Company ("the Board") has appointed Mohd. Nazim Khan, Practicing Company Secretary (FCS-6529), as Scrutinizer for conducting the voting by way of Postal Ballot in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR") and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Members holding shares in Demat Form and in Physical Form, may vote either by way of Physical Postal Ballot Form or by way of Remote e-voting. For this purpose Company has engaged the services of National Securities Depository Ltd. ("NSDL") to provide Remote e-voting facilities to the Members of the Company. It may be noted that e-voting is optional. In case the Member votes through e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through Remote e-voting shall only be considered and voting through physical postal ballot shall not be considered by the Scrutinizer.

The Remote e-voting facility is available at the link <https://www.evoting.nsdl.com>

Members are, requested to read the instructions for voting by "Postal Ballot" or through "Remote e-voting", carefully and-

- (i) return the postal ballot duly completed in the attached self-addressed postage pre-paid envelope (if posted in India), so as to reach the scrutinizer not later than 5:00 P.M. on Saturday, April 16, 2016; or
- (ii) cast their vote electronically from Friday, March 18, 2016 (9:00 A.M.) to Saturday April 16, 2016 (5:00 P.M.) by following the procedure as explained in the Statement.

After completion of scrutiny of the Postal Ballot Forms (including Remote e-voting), the Scrutinizer will submit his report to the Chairman or to any Director of the Company authorized by the Board within the stipulated time. The results of Postal Ballot shall be announced by the Chairman or any Director authorized by the Chairman of the Company on or before 05:00 P.M. on Tuesday, April 19, 2016 at the Registered Office of the Company at GF-12 A, 94, Meghdoot Building, Nehru place, New Delhi- 110019. The said results would be displayed at the Registered Office and Corporate Office of the Company, intimated to NSDL and Stock Exchanges, where the Company's shares are listed and displayed along with the Scrutinizer's Report on the Company's website at www.infoedge.in

1. APPROVAL OF INFO EDGE EMPLOYEES STOCK OPTION SCHEME 2015

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of Chapter IV and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI (SBEB) Regulations, 2014") and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities/institutions or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Shareholders of the Company be and is hereby accorded to 'Info Edge Employees Stock Option Scheme 2015' (hereinafter referred to as the "ESOP 2015"/"Scheme") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this Resolution), to create, offer and grant, from time to time, upto 40,00,000 (Forty Lac only) Options, which may be settled in the form of ESOPs / SARs / RSUs or other Stock Based Instruments, or such other adjusted figure for any Right issue, Bonus issue, Stock splits or consolidations or such other corporate action requiring re-organization of the capital structure of the Company as may be applicable, from time to time, to the permanent employees, existing and future Directors including Whole-time Directors but excluding the Promoters & Independent Directors of the Company and that of its existing and future subsidiary companies whether in or outside India, in one or more tranches, at such price and on such terms & conditions and in such manner as may be decided by the Board, at its sole & absolute discretion, in accordance with the applicable Rules, Regulations, Guidelines or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to the Board to implement the ESOP Schemes of the Company including ESOP 2015 through Info Edge Employees Stock Option Plan Trust (hereinafter referred to as "the Trust") and to allot such number of additional Equity Shares of the Company, not

exceeding 3% of the issued & paid-up equity share capital of the Company as on March 31, 2015 i.e. 36,06,484 (Thirty Six Lac Six Thousand Four Hundred Eighty Four) Equity Shares of face value of Rs.10/- each fully paid up or such other adjusted figure for any Right issue, Bonus issue, Stock splits or consolidations or such other corporate action requiring re-organization of the capital structure of the Company as may be applicable, from time to time, to the Trust pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, at such price as may be deemed fit, for the implementation of the ESOP Schemes of the Company in due compliance with the provisions of the SEBI (SBEB) Regulations, 2014 and/or the Companies Act, 2013, including any rules framed thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to compliance with applicable laws and regulations and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and to do things which may be incidental and/or ancillary thereof including to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for such purpose.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any change in capital structure such as Right issue/Bonus issue, sub-division or consolidation, then the number of Shares to be allotted and the Exercise Price payable by the Options grantees under the ESOP 2015 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present Face Value of Rs.10/- per Equity Share shall bear to the revised Face Value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottee.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment of Merchant Bankers, Solicitors, Registrars and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of announcement and filing of announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolutions."

2. APPROVAL FOR EXTENDING BENEFIT OF INFO EDGE EMPLOYEES STOCK OPTION SCHEME 2015 TO EMPLOYEES OF SUBSIDIARY COMPANY(IES)

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

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)© of SEBI (Share Based Employee Benefit) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Section 62(1)(b) read with Rule 12 of Chapter IV and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities/institutions or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this Resolution), to extend the benefits of 'Info Edge Employees Stock Option Scheme 2015', proposed in the Resolution under item no.1 of this Notice to or for the benefit of such present and/or future permanent employees of the Company direct and/or indirect subsidiaries, whether in India or abroad and whether such employees are shareholders of the Company or not, as may be allowed, from time to time, under prevailing laws, rules & regulations and/or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board in accordance with SEBI (Share Based Employee Benefit) Regulations, 2014."

3. APPROVAL OF SCHEME OF PROVISIONING OF MONEY TO THE INFO EDGE EMPLOYEES STOCK OPTION PLAN TRUST

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

"RESOLVED THAT pursuant to the provisions of Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI (SBEB) Regulations 2014"), and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities/institutions or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Shareholder of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this Resolution), to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Info Edge Employees Stock Option Plan Trust (hereinafter referred to as "Trust") set-up by the Company, in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free

Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/Trustees, in one or more tranches, with a view to transfer such Equity Shares to the Employees upon exercise of Options, in line with contemplated objectives of the ESOP Schemes of the Company including ESOP 2015 or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB) Regulations 2014, the Rules framed under Companies Act, 2013 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations 2014, Rules aforesaid and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.”

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

Place: Noida
Date : March 2, 2016

MM Jain
Company Secretary

Notes:

1. The statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and other applicable provisions thereof, if any, along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto. Notice shall also be available on the website of the Company at www.infoedge.in
2. The Notice is being sent by prescribed mode to all the members of the Company whose name appears on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Ltd (“CDSL”) as on Friday, March 4, 2016 (cut-off date). Each Member’s voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on cut-off date, which will only be considered for voting.
3. Kindly note that the members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or Remote e-voting. If you are opting for e-voting, then do not vote in physical Postal Ballot also and vice versa. However, in case members cast their vote both via physical Postal Ballot and Remote e-voting, then voting through Remote e-voting shall prevail and voting done through physical postal ballot form shall be treated as invalid.
4. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
5. Members are requested to read the instructions annexed to this Notice carefully and return the Form duly completed in the attached self-addressed and postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours (i.e. 05:00 PM IST) on Saturday, April 16, 2016. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted. If any postal ballot form is received after 05:00 PM IST on Saturday, April 16, 2016, it will be considered that no reply from the Member has been received.
6. Pursuant to provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent, Notice of Postal Ballot through e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through courier/speed post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website: <http://www.infoedge.in/>
7. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
8. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
9. A shareholder need not use all the votes or cast all the votes in the same way.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of the Members.
12. A Member cannot exercise his vote by proxy on postal ballot.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ remote e-voting.
- 15. Voting through Electronic means:**
 - i. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rules prescribed thereunder, 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 Friday, March 4, 2016 to exercise their right to vote 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. Members have option to vote either through e-voting or through Ballot Form.

The instructions for Members 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. You will not receive this pdf file if you are already registered with NSDL for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.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@nesarassociates.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 Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided in the enclosed Ballot Form:
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.nSDL.com
- III. Login to 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 Password' option available on the site to reset your password.
- IV. 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.
- V. 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).
- VI. The e-voting period commences on Friday, March 18, 2016 (9:00 AM IST) and ends on Saturday, April 16, 2016 (5:00 PM IST). 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 Friday, March 4, 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.
- VII. 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 Friday, March 4, 2016.
- VIII. 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Taking into account the enhanced motivational level and productivity of the Employees of the Company resultant to the past ESOP Scheme of the Company, the Board of Directors of the Company has identified the need to launch a new ESOP Scheme in the Company. In view of this, in accordance with its decision in Board Meeting held on July 27, 2015, the Board has

formulated a draft of the 'Info Edge Employees Stock Option Scheme 2015' (hereinafter referred to as the "ESOP 2015"/"Scheme") for the present and/or future permanent Employees of the Company, and that of its present and future Subsidiaries (hereinafter referred to as 'Employees' or 'said Employees'), wherein the Options will be granted to the Employees, which can be exercised by the Employees as per the provisions of ESOP 2015, resulting into the benefits which may arise in the form of ESOPs / SARs / RSUs or other Stock Based Instruments, in accordance with the applicable laws.

Further, in terms of the provisions of SEBI (SBEB) Regulations, 2014 and applicable provisions of the Companies Act, 2013, issue/transfer of shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 1 & 2 seeks your approval for the issue of further Equity Shares under the ESOP 2015, to the Employees of the Company and/or its Subsidiaries as may be determined by the Board.

The ESOP 2015 will be implemented through the Info Edge Employees Stock Option Plan Trust of the Company.

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

1. Brief description of the Scheme

The Scheme shall be called as the 'Info Edge Employees Stock Option Scheme 2015' and shall extend its benefits to the present and/or future permanent Employees of the Company, and to that of its present and future Subsidiaries, in accordance with the applicable laws.

The Scheme will be an open-ended Scheme, wherein the Committee, as defined above, will grant Options, to be settled in the form of ESOPs / SARs / RSUs or other Stock Based Instruments, to the eligible Employees and upon exercise the Employee will get shares of the Company.

The Scheme will be implemented via Trust Route which will acquire Equity Shares of the Company through fresh subscription of the Shares from the Company itself for the purpose of extending the benefits of the Scheme to the Employees.

2. Total number of Options to be granted under the Scheme.

40,00,000 (Forty Lac only) Options/SARs/RSUs/other stock based instruments exercisable into equity shares of the Company, would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies), on an aggregate basis, under ESOP 2015. The Company will create, issue & allot equity shares not exceeding 3% of the issued & paid-up equity share capital of the Company as on March 31, 2015 i.e. 36,06,484 (Thirty Six Lac Six Thousand Four Hundred Eighty Four) Equity Shares of face value of Rs. 10/- each fully paid up, in one or more tranches to Info Edge Employees Stock Option Plan Trust to implement its ESOP Schemes.

A) Option - Each Option when exercised would be converted into one Equity share of Rs. 10 each fully paid-up.

B) Stock Appreciation Right (SAR) - Number of shares to be issued on the exercise of SARs shall be computed as follows:

$$\frac{\text{No. of SARs} \times (\text{Market Price on the date of Exercise} - \text{Exercise Price})}{\text{Market Price on the date of Exercise}}$$

To allot shares in lieu of any other stock based instrument that the Company may issue in future in accordance with applicable Laws in India.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/cancelled Options as per the provisions of ESOP 2015.

SEBI (Share Based Employee Benefits) Regulations, 2014 require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company for making such fair and reasonable adjustment, the above ceiling on Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

3. Identification of classes of Employees entitled to participate and be beneficiaries in ESOP 2015.

Following classes of employees are entitled to participate in the ESOP 2015:

- Permanent Employees of the Company working in India or out of India;
- A director of the Company, whether a Whole-time Director or not but excluding an Independent Director; or
- An Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India.

Following persons are not eligible:

- An Employee who is a Promoter or belongs to the Promoter Group; or
- A Director who either by himself or through his relatives or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, and Independent Directors.

4. Requirement of Vesting and period of Vesting

The Options/SARs/RSUs/other stock based instruments granted under ESOP 2015 shall vest based upon the performance & loyalty of the Employee, over a maximum period of 5 (Five) years or such other shorter period as may be decided by the Nomination & Remuneration Committee, subject to minimum vesting period of 1 year from the date of grant and further subject to the satisfaction of other conditions as stipulated under the ESOP 2015.

The Nomination and Remuneration Committee may, at its sole & absolute discretion, lay down performance metrics which shall inter-alia include business performance and achievement of set business targets on the achievement of which such Options/SARs/RSUs/other stock based instruments would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which Options granted would vest.

5. Maximum period within which the options shall be vested

All the Options will get vested within maximum period of 5 (Five) years or such other shorter period as may be decided by the Nomination & Remuneration Committee, subject to minimum vesting period of 1 year from the date of grant.

6. Exercise Price or Pricing Formula:

The Exercise Price shall be determined by the Nomination & Remuneration Committee in line with SEBI guidelines and any other applicable guidelines but it shall not be lower than the Face Value of the shares.

Suitable discount may be provided on the price as arrived above, as deemed fit by the Nomination & Remuneration Committee at its sole and absolute discretion for the finalization of the Exercise Price.

7. Exercise period and process of Exercise:

The vested Options shall be eligible for exercise on and from the date of vesting. The vested Options/SARs/RSUs/other stock based instruments need to be exercised within a maximum period of 48 months from the date of vesting of such Options. The vested Options shall be exercisable by the Employees by an application to the Company/ Nomination and Remuneration Committee expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of the Employees to ESOP 2015:

The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration Committee from time to time.

The Employees would be granted Options under the ESOP 2015 based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii. Performance: Business Performance and achievement of set business targets year-on-year by the Business Unit Employee is associated with. Additionally, Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii. Designation: Employee's designation in the Career Group as per the HR Policy of the Company.
- iv. The present and potential contribution of the Employee to the success of the Company.
- v. High market value/difficulty in replacing the Employee.
- vi. High risk of losing the Employee to competition.
- vii. Value addition by the new entrant, if any.

9. Maximum number of Options to be issued per Employee and in aggregate:

The number of Options that may be granted to any employee under the Scheme, during any one year, shall not equal or exceed 1% of the Issued Share Capital of the Company at the time of grant if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

Provided however, the total number of options to be granted under the ESOP 2015, in aggregate, shall at no time exceed 40,00,000 (Forty Lac only) Options.

10. The Maximum quantum of benefits to be provided per Employee under the scheme

In case of ESOPs, the maximum quantum of benefit that will accrue to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's share on the Stock Exchange on the date of exercise of options.

In case of SARs, the maximum quantum of benefit that will accrue to every eligible employee under the scheme will be calculated as follows:

$$\frac{\text{No. of SARs} \times (\text{Market Price on the date of Exercise} - \text{Exercise Price})}{\text{Market Price on the date of Exercise}}$$

11. Implementation and administration of the scheme

The scheme shall be implemented and administered by the INFO EDGE EMPLOYEES STOCK OPTION PLAN TRUST.

12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both

New issue of shares by the Company.

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

Amount of loan: Shall not exceed 5% of the aggregate paid up Equity Capital and Free Reserves of the Company.

Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.

Utilization: For the objects of the Trust as mentioned in the Trust Deed including the implementation of the ESOP Scheme 2015 wherein it will subscribe to the Equity Shares of the Company.

Repayment Terms: The Trust shall repay the loan to the company by utilising the proceeds realised from Exercise of Options by the Employees.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

N.A.

15. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 and / or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options.

To calculate the Employee compensation cost, the Company shall use the Intrinsic Value method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of the Options granted. If Intrinsic Value method is used the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the fair value of the Options/SARs/RSUs/other stock based instruments and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' report.

As the ESOP 2015 provides for issue of Shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

17. Statement with regard to Disclosure in Director's Report

In case the Company has opted for Intrinsic Value method for expensing of the benefits of the scheme, the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share("EPS") of the company will also be disclosed in the Directors' Report.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the ESOP 2015 and issuance of shares under this ESOP 2015, therefore, your Directors recommend the Resolutions as set out at item no. 1 & 2 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolutions except to the extent of Equity Shares held by them in the Company.

Item no. 3

The Board of Directors of the Company has decided to implement the ESOP 2015 of the company through Trust Route. Accordingly in terms of the provisions of Section 67 read with Rule 16 of Chapter IV of the Companies Act, 2013, the grant of loan to the Trust of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 3 seeks your approval for the grant of loan to the trust.

The disclosures as per Rule 16 of the Companies Act, 2013, are as under:

1. The Class of Employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares

Following classes of Employees are entitled to participate in the ESOP 2015:

- (i). Permanent Employees of the Company working in India or out of India;
- (ii). A Director of the Company, whether a Whole-time Director or not but excluding an Independent Director; or
- (iii). An Employee as defined in clause (i) or (ii) of a Subsidiary, in India or outside India.

Following persons are not eligible:

- a. an Employee who is a Promoter or belongs to the Promoter Group; or
- b. a Director who either by himself or through his relatives or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company, and Independent Directors.

2. The Particulars of the Trustee in whose favour such Shares are to be registered.

Name of the Trustees:-

1. Mr. Ambarish Raghuvanshi
2. Mr. Rajesh Khetarpal
3. Ms. Sharmeen Khalid.

3. The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the promoters, directors or key managerial personnel, if any.

Name of the Trust:- Info Edge Employees Stock Option Plan Trust

Address of the Trust:- A-6, Swasthya Vihar, New Delhi-110092

Occupation of the Trustee:- Mr. Ambarish Raghuvanshi	-	Professional
Mr. Rajesh Khetarpal	-	Service
Ms. Sharmeen Khalid	-	Service

Nationality of the Trustee:- Indian

None of the Trustees are related with the Promoters/Directors/Key Managerial personnel of the Company.

4. The interest of Key Managerial Personnel, Directors or Promoters in such scheme or Trust and effect thereof.

The Key Managerial Personnel and Directors are interested in the Scheme only to the extent, of Options to be granted to them if any, under the ESOP 2015.

5. The detailed particulars of benefits which will accrue to the Employees from the implementation of the scheme.

- a) Motivation of the Employees increases to contribute to the growth and profitability of the Company.
- b) Employees will remain associated with the Company for the growth of the Organization.
- c) New human talent in the Company can be attracted.
- d) Employees with the long term interests will be aligned with the sustained growth and creation of the Shareholders value of the Company.
- e) It creates a sense of ownership and participation amongst the Employees to Share the value they create for the Company in the years to come.

6. The Details about who would exercise and how the voting rights in respect of the Shares to be purchased or subscribed under the scheme would be exercised.

Till the date, the Shares are not transferred to the Employees, the Trust would be considered as the Registered Shareholder of the company. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.

In terms of Section 67 read with the Rule 16 of the Chapter IV and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Shareholders is sought by way of Special Resolution for the grant of loan to the Trust therefore, your Directors recommend the Resolution as set out at item no. 3 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

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

Place: Noida
Date : March 2, 2016

MM Jain
Company Secretary