

Date: March 12, 2019

1. **The Manager- Listing**  
**National Stock Exchange of India Limited**  
(Scrip Code: NAUKRI)
2. **The Manager- Listing**  
**BSE Limited**  
(Scrip Code: 532777)

**Sub: Results of Postal Ballot & E-voting under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").**

Dear Sir/Madam,

This is in reference to our letter dated February 8, 2019, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Special Resolution(s) vide Postal Ballot and Remote e-voting with respect to the following business(es):

1. To re-appoint Mr. Arun Duggal as an Independent Director of the Company.
2. To re-appoint Ms. Bala Deshpande as an Independent Director of the Company.
3. To re-appoint Mr. Saurabh Srivastava as an Independent Director of the Company.
4. To re-appoint Mr. Naresh Gupta as an Independent Director of the Company.

In connection with the above, the Company is pleased to inform that the members of the Company have approved the above mentioned special resolution(s) with requisite majority.

The approval is deemed to have been received on the last date for receipt of duly completed postal ballot form i.e. on March 10, 2019.

The Scrutinizer's Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company – [www.infoedge.in](http://www.infoedge.in)

The summarized voting result of the postal ballot and remote e-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith.

You are requested to take the same on record.

Thanking You.

Yours faithfully,  
For Info Edge (India) Ltd.

  
MM Jain  
SVP-Secretarial &  
Company Secretary



**Scrutinizer's Report**

To,  
The Chairman  
**Info Edge (India) Limited**  
GF-12A, 94, Meghdoot Building,  
Nehru Place, New Delhi-110019.

**Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated January 29, 2019 through Postal Ballot Process.**

Dear Sir,

I, Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, have been appointed as a Scrutinizer by the Board of Directors of Info Edge (India) Limited for scrutinizing Postal Ballot voting including remote e-voting in respect of the passing of the resolution(s) contained in the Notice dated January 29, 2019 ("Notice") through Postal Ballot Process.

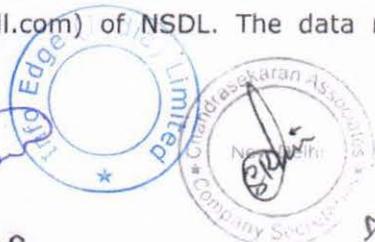
The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including remote e-voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. on Sunday, March 10, 2019.

I submit my report as under:

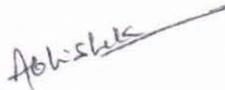
1. After the time fixed for closing of the remote e-voting, i.e. 5:00 P.M. on March 10, 2019, a final electronic report was generated by me by accessing the data available to me from the website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) of NSDL. The data regarding the remote e-voting was diligently scrutinized.

Counter Signed By:

(CHINTAN THAKKAR)  
CFO & WHOLE-TIME DIRECTOR



2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. on or before 5:00 P.M. on March 10, 2019 through self-addressed business reply envelopes, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
3. The votes were unblocked on Monday, March 11, 2019 around 10:05 A.M in the presence of two witnesses, Mr. Abhishek Thakur R/o, C-13, Indira Puri, Ghaziabad, U.P- 201102 and Mr. Ishaan Sharma R/o B-10, Tagore Market, Kirti Nagar, Delhi-110015 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Abhishek Thakur



Ishaan Sharma

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution(s) contained in the Notice is as under:



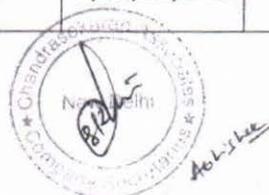
**1. To Re-appoint Mr. Arun Duggal as an Independent Director of the Company: (Special Resolution)**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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. Arun Duggal (DIN: 00024262), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of upto 2 (two) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2021.”

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	300	4,47,27,479	90	5,87,27,373	390	10,34,54,852
Less:	Total No of Members & Invalid/Rejected Votes	0	0	5	15,672	5	15,672
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	2*	55	2*	55
	No of Valid Votes Cast	<b>300</b>	<b>4,47,27,479</b>	<b>83*</b>	<b>5,87,11,646</b>	<b>383*</b>	<b>10,34,39,125</b>

\*1 Member who holds 20 Shares partially exercised his voting right for 5 Shares only and not exercised his voting right for 15 Shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	252	3,79,50,115	84	5,87,11,646	336	9,66,61,761	93.45
Against	48	67,77,364	0	0	48	67,77,364	6.55
Total	<b>300</b>	<b>4,47,27,479</b>	<b>84</b>	<b>5,87,11,646</b>	<b>384</b>	<b>10,34,39,125</b>	100.00



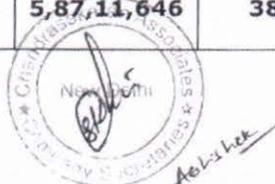
**2. To Re-appoint Ms. Bala Deshpande as an Independent Director of the Company: (Special Resolution)**

**"RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications 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), Ms. Bala Deshpande (DIN: 00020130), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of up to 3 (three) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2022."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	300	4,47,27,479	90	5,87,27,373	390	10,34,54,852
Less:	Total No of Members & Invalid/Rejected Votes	0	0	5	15,672	5	15,672
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	2*	55	2*	55
	No of Valid Votes Cast	<b>300</b>	<b>4,47,27,479</b>	<b>83*</b>	<b>5,87,11,646</b>	<b>383*</b>	<b>10,34,39,125</b>

\*1 Member who holds 20 Shares partially exercised his voting right for 5 Shares only and not exercised his voting right for 15 Shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	260	3,93,39,894	84	5,87,11,646	344	9,80,51,540	94.79
Against	40	5387585	0	0	40	5387585	5.21
Total	<b>300</b>	<b>4,47,27,479</b>	<b>84</b>	<b>5,87,11,646</b>	<b>384</b>	<b>10,34,39,125</b>	100.00



**3. To Re-appoint Mr. Saurabh Srivastava as an Independent Director of the Company: (Special Resolution)**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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. Saurabh Srivastava (DIN:00380453), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of upto 4 (four) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2023.”

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	300	4,47,27,479	90	5,87,27,373	390	10,34,54,852
Less:	Total No of Members & Invalid/Rejected Votes	0	0	5	15,672	5	15,672
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	2*	55	2*	55
	No of Valid Votes Cast	<b>300</b>	<b>4,47,27,479</b>	<b>83*</b>	<b>5,87,11,646</b>	<b>383*</b>	<b>10,34,39,125</b>

\*1 Member who holds 20 Shares partially exercised his voting right for 5 Shares only and not exercised his voting right for 15 Shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	260	3,92,77,355	84	5,87,11,646	344	9,79,89,001	94.73
Against	40	54,50,124	0	0	40	54,50,124	5.27
Total	<b>300</b>	<b>4,47,27,479</b>	<b>84</b>	<b>5,87,11,646</b>	<b>384</b>	<b>10,34,39,125</b>	100.00

**4. To Re-appoint Mr. Naresh Gupta as an Independent Director of the Company: (Special Resolution)**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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. Naresh Gupta (DIN:00172311), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders in their Annual General Meeting held on July 18, 2014, and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of upto 4 (four) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2023.”

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	300	4,47,27,479	90	5,87,27,373	390	10,34,54,852
Less:	Total No of Members & Invalid/Rejected Votes	0	0	5	15,672	5	15672
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	2*	55	2*	55
	No of Valid Votes Cast	<b>300</b>	<b>4,47,27,479</b>	<b>83*</b>	<b>5,87,11,646</b>	<b>383*</b>	<b>10,34,39,125</b>

\*1 Member who holds 20 Shares partially exercised his voting right for 5 Shares only and not exercised his voting right for 15 Shares.

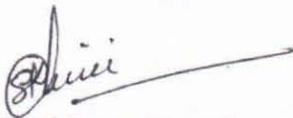
Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	275	4,00,42,632	84	5,87,11,646	359	9,87,54,278	95.47
Against	25	46,84,847	0	0	25	46,84,847	4.53
Total	<b>300</b>	<b>4,47,27,479</b>	<b>84</b>	<b>5,87,11,646</b>	<b>384</b>	<b>10,34,39,125</b>	100.00

Handwritten signature and circular stamp of Chandrasekaran Associates.

4. This report is based on register of voting, i.e. vote cast through remote e-voting and voting through postal ballot.
  
5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes.

**Thanking You,  
Yours faithfully,**

**Chandrasekaran Associates**  
Company Secretaries



**Shashikant Tiwari**  
Partner  
Membership No.: 28994  
CP No.: 13050



**For Info Edge (India) Limited**



Countersigned by Chairman or any  
Other person authorised by Chairman

Place: Delhi  
Date: 12.03.2019

◊ INFO EDGE ◊

INFO EDGE (INDIA) LTD.

Pursuant to Regulation 44(3) of the SEBI's (Listing Obligation and Disclosure Requirements) Regulations, 2015 the results of voting (both physical and electronic) are as under:

Date of Postal Ballot	Sunday, March 10, 2019
Total number of Shareholders as on cut-off date, i.e. February 1, 2019	24,450
No. of Shareholders present in the meeting either in person or proxy	
Promoters and Promoter Group	Not Applicable
Public	
Total	
No. of Shareholders attended the meeting through video conferencing	
Promoters and Promoter Group	Not Applicable
Public	
Total	

A circular blue stamp with the text "Info Edge (India) Limited" around the perimeter. Overlaid on the stamp is a handwritten signature in blue ink, which appears to be "M. K. Sharma".

Resolution 1

Resolution Required (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To re-appoint Mr. Arun Duggal as an Independent Director of the Company.					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	50359756	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		50359756	100.00	50359756	0	100.00	0.00
	<b>Total</b>		<b>50359756</b>	<b>50359756</b>	<b>100.00</b>	<b>50359756</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	58285944	44604387	76.53	37895986	6708401	84.96	15.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>58285944</b>	<b>44604387</b>	<b>76.53</b>	<b>37895986</b>	<b>6708401</b>	<b>84.96</b>
Public- Non Institutions	E-Voting	13253904	123092	0.93	54129	68963	43.97	56.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		8351890	63.01	8351890	0	100.00	0.00
	<b>Total</b>		<b>13253904</b>	<b>8474982</b>	<b>63.94</b>	<b>8406019</b>	<b>68963</b>	<b>99.19</b>
<b>Total</b>		<b>121899604</b>	<b>103439125</b>	<b>84.86</b>	<b>96661761</b>	<b>6777364</b>	<b>93.45</b>	<b>6.55</b>



Resolution 2

Resolution Required (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To re-appoint Ms. Bala Deshpande as an Independent Director of the Company.					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	50359756	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		50359756	100.00	50359756	0	100.00	0.00
	<b>Total</b>		<b>50359756</b>	<b>50359756</b>	<b>100.00</b>	<b>50359756</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	58285944	44569393	76.47	39182498	5386895	87.91	12.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>58285944</b>	<b>44569393</b>	<b>76.47</b>	<b>39182498</b>	<b>5386895</b>	<b>87.91</b>
Public- Non Institutions	E-Voting	13253904	158086	1.19	157396	690	99.56	0.44
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		8351890	63.01	8351890	0	100.00	0.00
	<b>Total</b>		<b>13253904</b>	<b>8509976</b>	<b>64.21</b>	<b>8509286</b>	<b>690</b>	<b>99.99</b>
<b>Total</b>		<b>121899604</b>	<b>103439125</b>	<b>84.86</b>	<b>98051540</b>	<b>5387585</b>	<b>94.79</b>	<b>5.21</b>



Resolution 3

Resolution Required (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To re-appoint Mr. Saurabh Srivastava as an Independent Director of the Company.					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	Votes – against (5)	favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	50359756	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		50359756	100.00	50359756	0	100	0.00
	<b>Total</b>		<b>50359756</b>	<b>50359756</b>	<b>100.00</b>	<b>50359756</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	58285944	42362962	72.68	38453526	3909436	90.77	9.23
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>58285944</b>	<b>42362962</b>	<b>72.68</b>	<b>38453526</b>	<b>3909436</b>	<b>90.77</b>
Public- Non Institutions	E-Voting	13253904	2364517	17.84	823829	1540688	34.84	65.16
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		8351890	63.01	8351890	0	100	0.00
	<b>Total</b>		<b>13253904</b>	<b>10716407</b>	<b>80.85</b>	<b>9175719</b>	<b>1540688</b>	<b>85.62</b>
<b>Total</b>		<b>121899604</b>	<b>103439125</b>	<b>84.86</b>	<b>97989001</b>	<b>5450124</b>	<b>94.73</b>	<b>5.27</b>



## Resolution 4

Resolution Required (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution		No						
Description of the Resolution Considered		To re-appoint Mr. Naresh Gupta as an Independent Director of the Company.						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	50359756	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		50359756	100.00	50359756	0	100.00	0.00
	<b>Total</b>	<b>50359756</b>	<b>50359756</b>	<b>100.00</b>	<b>50359756</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	58285944	43996721	75.48	39311957	4684764	89.35	10.65
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>58285944</b>	<b>43996721</b>	<b>75.48</b>	<b>39311957</b>	<b>4684764</b>	<b>89.35</b>	<b>10.65</b>
Public- Non Institutions	E-Voting	13253904	730758	5.51	730675	83	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		8351890	63.01	8351890	0	100.00	0.00
	<b>Total</b>	<b>13253904</b>	<b>9082648</b>	<b>68.53</b>	<b>9082565</b>	<b>83</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>121899604</b>	<b>103439125</b>	<b>84.86</b>	<b>98754278</b>	<b>4684847</b>	<b>95.47</b>	<b>4.53</b>

