

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

NOTICE

NOTICE is hereby given that the 20th 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 27, 2015 at 04:30 P.M., to transact the following business(es):-

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the year ended March 31, 2015 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, 2015 and the Report of the Auditors thereon.
2. To declare a final dividend of Rs.2/- per equity share, and to confirm the interim dividend of Re.1/- per equity share already paid, for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Hitesh Oberoi (DIN 01189953), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To 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 2015-2016, 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Sharad Malik (DIN 07045964), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 16, 2014 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to December 15, 2019.”
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Mr. Chintan Thakkar (DIN 00678173), who was appointed as an Additional Director of the Company with effect from October 16, 2014 by the Board of Directors, who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”
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 provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Chintan Thakkar (DIN 00678173), as Executive Director, designated as Whole-time Director and Chief Financial Officer of the Company for the period from October 16, 2014 to October 15, 2019, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Thakkar.

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

Place: Noida
Date: May 29, 2015

(MM Jain)
AVP- 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 21, 2015 to July 27, 2015 (both days inclusive) for payment of dividend on equity shares. Dividend, if approved at the Annual General Meeting, will be paid to those eligible members whose names appear:-
- a) In respect of shares held in dematerialized form, as Beneficial Owners as at the end of business hours on July 20, 2015 as per the list to be furnished by the respective Depositories for this purpose.
- b) In respect of shares held in physical form, as members in the Register of Members of the Company after giving effect to all valid share transfers, if any, lodged with the Company/RTA on or before July 20, 2015.
3. Final dividend of Rs. 2/- per share has been recommended by the Board of Directors for the year ended March 31, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from August 1, 2015. Interim dividend during the financial year 2014-15 at the rate of Re.1/- per equity share was paid on October 31, 2014.
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 Clause 49 of the Listing Agreement with the stock exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting (Item Nos.3 & 6 to 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 123 of the Companies Act, 2013 (erstwhile Section 205C of the Companies Act, 1956) 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
31.03.2008	23.08.2015
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	17.08.2021

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 Clause 32 of the Listing Agreement executed with the Stock Exchanges, 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 Company.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or 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 Clause 35B of the Listing Agreement, 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 20, 2015, to exercise their right to vote at the 20th 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 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@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 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 notice of AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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 - (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 23, 2015 (9:00 am) and ends on Sunday July 26, 2015 (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 20, 2015, 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 20, 2015.
- 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 within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person duly authorized by him in writing.
- IX. The Results shall be declared after the AGM of the Company. The Results declared along with the 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 26, 2015 (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 20, 2015 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. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Sunday, July 26, 2015 (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, either through electronic voting system or 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.
19. 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Item No.3

Mr. Hitesh Oberoi, aged 43 years, is the Managing Director and Chief Executive Officer of the Company. He joined Info Edge's Board in 2001. Mr. Oberoi obtained a Bachelor of Technology degree in Computer Science from the Indian Institute of Technology, Delhi in 1994 and MBA from IIM Bangalore in 1996. At IIM he featured in the Director's Merit List. Mr. Oberoi has set up the sales and marketing operations of the Company and has been instrumental in launching new products and services at Naukri.com. He has also helped set up the Jeevansathi.com, 99acres.com and Shiksha.com & other new businesses. Prior to joining the Company, Mr. Oberoi was the Regional Planning and Distribution Manager (North India) for the Ice Cream Division of Hindustan Lever Limited, the Indian arm of Unilever Plc, where he worked for almost four years. Mr. Oberoi, along with Mr. Sanjeev Bikhchandani, won the "Ernst and Young – Entrepreneur of the Year" award in 2008 for Business Transformation.

He is director in MakeSense Technologies Ltd., Naukri Internet Services Ltd., Startup Investments (Holding) Ltd., Allcheckdeals India Pvt. Ltd. & Jeevansathi Internet Services Pvt. Ltd. He is a Trustee in Endeavour Holding Trust and a Director in International Foundation for Research Education.

He is a member of Corporate Social Responsibility Committee of the Company.

Mr. Oberoi holds 6,900,118 shares of the Company.

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

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

Item No. 6

Pursuant to the recommendation by the Nomination & Remuneration Committee of the Company, Mr. Sharad Malik (DIN 07045964), was appointed by the Board as an additional Director on the Board of your Company pursuant to Section 161(1) of the Companies Act, 2013. His appointment became effective from December 16, 2014. Mr. Malik, holds office up to the date of the ensuing annual general meeting. A notice under Section 160(1) of the Companies Act, 2013 has been received from a member along with a deposit of Rs.1 lac proposing the candidature of Mr. Malik as a Director of the Company.

Mr. Sharad Malik, aged about 51 years, received the B. Tech. degree in Electrical Engineering from the Indian Institute of Technology, New Delhi, India in 1985 and the M.S. and Ph.D. degrees in Computer Science from the University of California, Berkeley in 1987 and 1990 respectively. Currently he is the George Van Ness Lothrop Professor of Engineering and the Director for the Center for Innovation in Engineering Education at Princeton University.

He serves as Associate Editor for the ACM Transactions on Design Automation of Electronic Systems, IEEE Transactions on VLSI Systems and Editor-in-Chief for NOW Publishers Foundations and Trends in Electronic Design Automation. He is also on the editorial boards of the Journal of VLSI Signal Processing, Design Automation for Embedded Systems, and IEEE Design and Test. He has also published numerous papers, book chapters and a book (Static Timing Analysis for Embedded Software) describing his research.

Mr. Malik doesn't hold directorship in any other Company. He was inducted as a Member of the Audit Committee of the Company.

He is holding 612,160 shares of the Company as on the date of this notice.

The Board considers that the appointment of Mr. Malik as a member of the Board would be of immense benefit to the Company. In the opinion of the Board, Mr. Malik fulfils the conditions specified in the Act and the rules made thereunder to be appointed as an Independent Director and his appointment is Independent of Management. It is proposed to appoint Mr. Malik as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement, not liable to retire by rotation, for a term of five year, up till December 15, 2019.

Copy of the draft letter for appointment of Mr. Malik as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of AGM.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchanges.

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

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

Item No. 7 & 8

The Board of Directors of the Company through a circular resolution dated January 27, 2014 appointed Mr. Chintan Thakkar as Chief Financial Officer- Designate. He took over as Chief Financial Officer of the Company w.e.f. June 1, 2014.

Further, Board in its meeting held on October 16, 2014, based on recommendations received from Nomination & Remuneration Committee of

the Company and pursuant to Section 161(1) of the Companies Act, 2013, read with the rules framed there under inducted Mr. Thakkar as an Additional Director. In terms of Section 161(1) of the Act, Mr. Thakkar holds office only upto the date of the ensuing Annual General Meeting, but is eligible for appointment as a Director. A notice under Section 160 (1) of the Act has been received from a member along with a deposit of Rs.1 lac proposing the candidature of Mr. Thakkar as a Director of the Company.

The Board also appointed Mr. Thakkar as the Executive Director (Whole-time Director) to be designated as Whole-time Director and Chief Financial Officer of the Company for the period from October 16, 2014 to October 15, 2019, subject to approval of the Members.

Mr. Chintan Thakkar, aged about 48 years, is a Chartered Accountant and has around two and a half decades of experience in Finance, Consulting and Operations. His experience includes creating innovative business models, JV's, structuring of transactions, M&A integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate.

Mr. Thakkar holds Directorships and Committee Memberships in the following Companies:

Director: MakeSense Technologies Ltd., Naukri Internet Services Ltd., Startup Investments (Holding) Ltd., Allcheckdeals India Pvt. Ltd., Jeevansathi Internet Services Pvt. Ltd. & Interactive Visual Solutions Pvt. Ltd.

Committee Membership: Corporate Social Responsibility and Stakeholder's Relationship Committee in Info Edge (India) Ltd.

He is not holding any shares in the Company.

The principal terms and conditions including remuneration are set out below:

1. Basic Salary: Rs.3,73,165/- per month.
2. House Rent Allowance: Rs.1,86,583/- per month.
3. Special Allowance: Rs.1,94,743/- per month
4. Performance Related Pay and Annual Bonus:
Performance Incentive on monthly/quarterly/bi-annually/annual basis based on the performance parameters and annual bonus as may be decided by the Nomination & Remuneration Committee of the Board.
5. Perquisites:
Mr. Chintan Thakkar will also be entitled to compensation/perquisites like medical allowance, leave travel allowance, cell phone expenses, Group Mediclaim Insurance, Company Car, Fuel & Maintenance Expenses and Driver's Salary. He would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Whole-Time Director and CFO.
6. Other benefits:
Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule - V of the Companies Act, 2013.
The total remuneration paid to Mr. Chintan Thakkar 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 as may be allowed by the Companies Act, 2013.
7. General Conditions:
Mr. Chintan Thakkar will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, including ESOPs, 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.

The Directors are of the view that the appointment of Mr. Thakkar as Whole-time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the resolutions at Item 7 & 8 of the accompanying notice for approval by members of the Company.

In compliance with provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

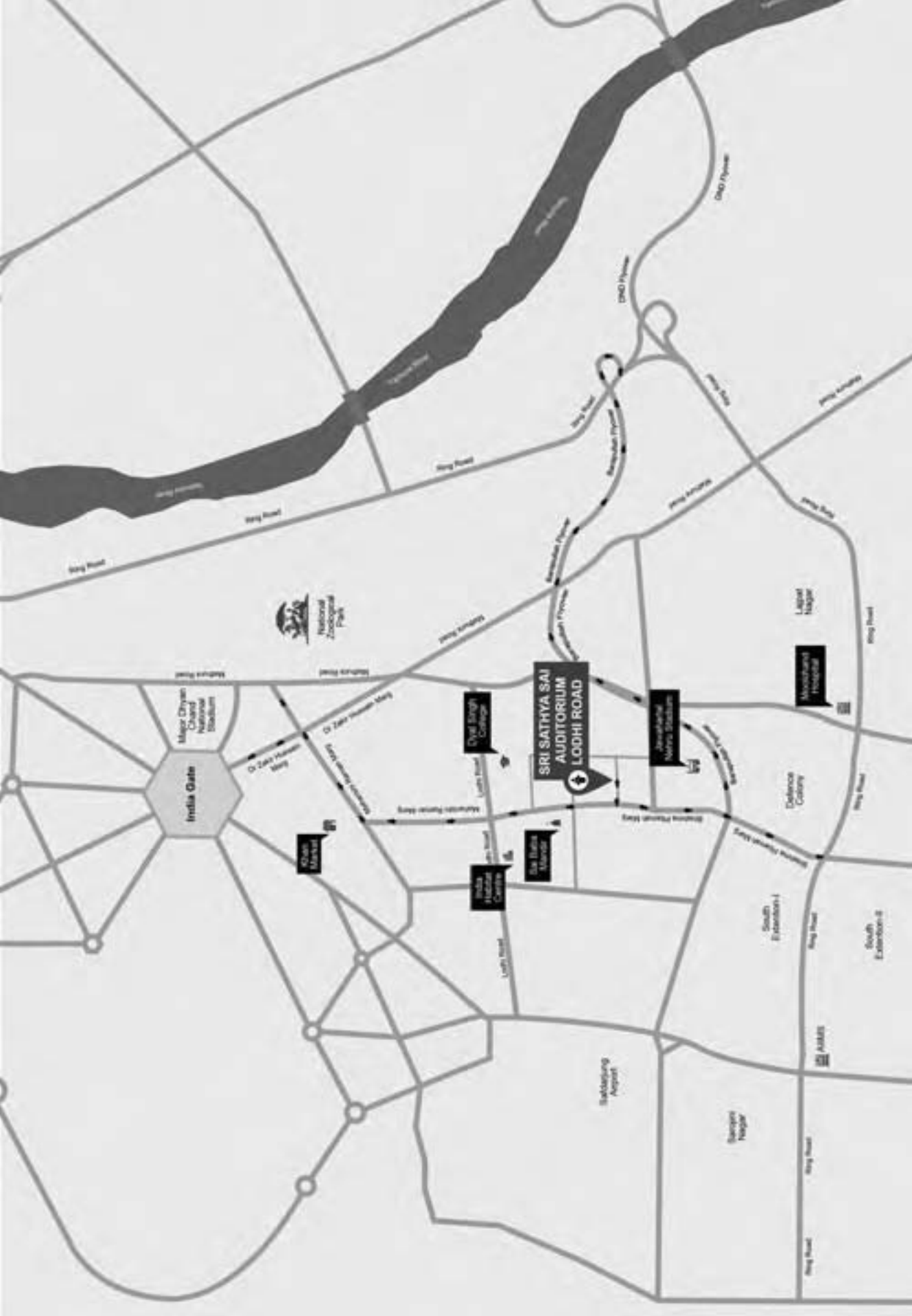
None of the Directors or KMPs of the Company or their relatives except Mr. Thakkar himself is concerned or interested in the resolution.

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

Place: Noida
Date: May 29, 2015

(MM Jain)
AVP- Secretarial & Company Secretary

ROUTE MAP OF THE AGM VENUE



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

ATTENDANCE SLIP

20th ANNUAL GENERAL MEETING – July 27, 2015

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

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Number of Shares held

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

I hereby record my presence at the 20th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Bhisam Pitamah Marg, Lodhi Road, New Delhi-110003 on Monday, July 27, 2015 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.

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 20th Annual General Meeting of the Company, to be held on Monday, July 27, 2015 at 4:30 p.m. at Sri Sathya Sai International Centre, Bisham 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*	
Ordinary Business(es):		For	Against
1.	Adoption of: a) Audited Financial Statements of the Company, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors' thereon.		
2.	Approval of final dividend for the financial year ended March 31, 2015 and to confirm the interim dividend paid in October, 2014.		
3.	Appoint a director in place of Mr. Hitesh Oberoi, 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.	Appoint Mr. Sharad Malik as an Independent Director upto December 15, 2019		
7.	Confirm the Appointment Mr. Chintan Thakkar as a Director, liable to retire by rotation.		
8.	Appoint Mr. Chintan Thakkar as a Whole-time Director upto October 15, 2019 and approve the terms of Remuneration.		

Signed this _____ day of _____ 2015.

Signature of the member

Signature of the proxy holder(s)

Affix Revenue Stamp not less than Re. 0.15
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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.

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 29, 2015 for the 20th Annual General Meeting of the Company, to be held on Monday, July 27, 2015 at 4:30 p.m. at Sri Sathya Sai International Centre, Bhisam 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 Financial Statements of the Company, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors' thereon.	Ordinary			
2.	Approval of final dividend for the financial year ended March 31, 2015 and to confirm the interim dividend paid in October, 2014.	Ordinary			
3.	Appoint a director in place of Mr. Hitesh Oberoi, 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.	Appoint Mr. Sharad Malik as an Independent Director upto December 15, 2019.	Ordinary			
7.	Confirm the Appointment Mr. Chintan Thakkar as a Director, liable to retire by rotation.	Ordinary			
8.	Appoint Mr. Chintan Thakkar as a Whole-time Director upto October 15, 2019 and approve the terms of Remuneration.	Ordinary			

Place: _____

Date: _____

Signature of the member

Notes:

1. 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.
2. Duly completed Ballot Form should reach the Registered Office of the Company not later than Sunday, July 26, 2015 (5.00 p.m.). Ballot Form received after this date will be treated as invalid.
3. 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.
4. 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 20, 2015.
5. 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.
6. 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.
7. The exercise of vote by Ballot is not permitted through proxy.
8. There will be only one Ballot form for every folio/Client ID irrespective of the number of joint holders.
9. The Scrutinizer's decision on the validity of a Ballot shall be final.
10. This Ballot Form is an integral part of the Notice of the Annual General Meeting to be held on July 27, 2015.

