



MOHD NAZIM KHAN

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SCRUTINIZER'S REPORT

To,
The Chairman
M/s Info Edge (India) Limited
Ground Floor-12A, 94 Meghdoot
Nehru Place, New Delhi-110020

Also at:
The Chairman
The Corporate Office
B-8, Sector-132, Noida-201 304
Uttar Pradesh (India)

Dear Sir,

1. The Company has appointed me as the Scrutinizer for the purpose of conducting the e-voting process/poll (physical voting) on the agenda items to be transacted at at the Nineteenth Annual General Meeting of the Company, held on 18 July, 2014 at 04:30 P.M. at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003..

The report of scrutinizers on e-voting conducted from 12th July, 2014 to 14th July, 2014 has been submitted to the Company on July 18, 2014 and report (under Form MGT-13) on the physical voting conducted through poll at the Annual General Meeting (AGM) of the Company has been submitted on July 21, 2014 to the Chairman, under my signatures.

2. I submit this report for voting conducted through electronic and physical means as under:
 - 2.1. The Company has provided e-voting facility to all the Shareholders and has sent Notice electronically on 25th June, 2014 to such Shareholders who have registered their email ids with the depository participants for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs. For the other Shareholders, the AGM notice and Annual Report 2013-14 of the Company has been sent by permitted mode (speed post), dispatch of which was completed on 25th June, 2014.
 - 2.2. The e- voting period began on 9.00 a.m., Saturday, 12th July, 2014 and ended on 06:00 p.m., Monday, 14th July, 2014. The votes polled on the electronic ballot and by physical ballot forms by the Shareholders till Monday, July 14, 2014 up to 06:00 PM, being the last date and time fixed by the Company for polling of votes on the electronic ballot, were considered for my scrutiny.



- 2.3. Particulars of all the votes received from the Members have been entered in a register separately maintained for the purpose.
- 2.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on June 13, 2014.
- 2.5. The empty polling boxes were locked and sealed in the presence of the members and proxies and subsequent to the end of the polling process, the polling boxes were opened by us in presence of two witnesses.
- 2.6. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 2.7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
3. A summary of the votes cast through e-voting/poll (physical voting) is given below:

Resolution Nos. as given in the Notice of the Nineteenth Annual General Meeting	Particulars of votes cast								
	Electronic		Ballot Form		Poll		Voting Result		
	Nos. (A)	%	Nos. (B)	%	Nos. (C)	%	Nos. (A)+(B)+(C)	%	
Ordinary Business	1. Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2014								
	Votes cast in favour	35,572,439	99.9997	55,730,085	100	414	100	91,302,938	99.9999
	Votes Cast against	108	0.0003	0	0	0	0	108	0.0001
	Invalid Votes	0	0	0	0	6	1.42	6	1.42
	2. Ordinary Resolution for Approval of final dividend for the financial year ended March 31, 2014 and to confirm the interim dividend paid in October 2013								

	Votes cast in favour	35,572,439	99.9997	55,730,085	100	412	99.52	91,302,936	99.9999
	Votes against	108	0.0003	0	0	2	0.48	110	0.0001
	Invalid Votes	0	0	0	0	6	1.42	6	1.42
3. Ordinary Resolution for appointment of a Director in place of Mr. Kapil Kapoor, who retires by rotation and being eligible, seeks re-appointment									
	Votes cast in favour	35,453,994	99.997	55,730,085	100	414	100	91,184,493	99.999
	Votes against	1,183	0.003	0	0	0	0	1,183	0.001
	Invalid Votes	0	0	0	0	6	1.42	6	1.42
4. Ordinary Resolution for M/s Price Waterhouse & Co. Bangalore, Chartered Accountants as the Statutory Auditors of the Company									
	Votes cast in favour	35,572,207	99.999	55,730,085	100	412	99.52	91,302,704	99.9996
	Votes against	148	0.001	0	0	2	0.48	150	0.0004
	Invalid Votes	0	0	0	0	6	1.42	6	1.42
Special Business	5. Ordinary Resolution for Appointment of the Branch Auditors of the Company								
	Votes cast in favour	35,572,507	99.9996	55,730,085	100	414	100	91,303,006	99.9999

Mohd. Nazim Khan, Practising Company Secretary, New Delhi



	Votes Cast against	148	0.0004	0	0	0	0	0	148	0.0001
	Invalid Votes	0	0	0	0	6	1.42	6	6	1.42
6. Ordinary Resolution for Appointment of Mr. Saurabh Srivastava as an Independent Director upto March 31, 2019										
	Votes cast in favour	35,390,032	99.9996	55,730,085	100	414	100	91,120,531	99.9999	
	Votes Cast against	148	0.0004	0	0	0	0	148	0.0001	
	Invalid Votes	0	0	0	0	6	1.42	6	6	1.42
7. Ordinary Resolution for Appointment of Mr. Naresh Gupta as an Independent Director upto March 31, 2019										
	Votes cast in favour	35,390,032	99.9996	55,730,085	100	414	100	91,120,531	99.9999	
	Votes Cast against	148	0.0004	0	0	0	0	148	0.0001	
	Invalid Votes	0	0	0	0	6	1.42	6	6	1.42
8. Ordinary Resolution for Appointment of Mr. Arun Duggal as an Independent Director upto March 31, 2019										
	Votes cast in favour	35,390,027	99.9996	55,730,085	100	414	100	91,120,526	99.9999	

Mohd. Nazim Khan, Practising Company Secretary, New Delhi



	Votes against	Cast	148	0.0004	0	0	0	0	148	0.0001
	Invalid Votes		0	0	0	0	6	1.42	6	1.42
9. Ordinary Resolution for Appointment of Appoint Mr. Ashish Gupta as an Independent Director upto March 31, 2019										
	Votes cast in favour		35,390,032	99.9996	55,730,085	100	414	100	91,120,531	99.9999
	Votes against	Cast	148	0.0004	0	0	0	0	148	0.0001
	Invalid Votes		0	0	0	0	6	1.42	6	1.42
10. Ordinary Resolution for Appointment of Ms. Bala Deshpande as an Independent Director upto March 31, 2019										
	Votes cast in favour		35,390,032	99.9996	55,730,085	100	414	100	91,120,531	99.9999
	Votes against	Cast	148	0.0004	0	0	0	0	148	0.0001
	Invalid Votes		0	0	0	0	6	1.42	6	1.42

4. You may accordingly declare the result of the voting through electronic voting/poll (physical voting).

Mohd. Nazim Khan
(Scrutinizer)

M No. FCS – 6529 (CP – 8245)

Place: Delhi

Dated: 21-07-2014

