

MINUTES OF THE MEETING OF THE QIP COMMITTEE OF THE BOARD OF DIRECTORS OF INFO EDGE (INDIA) LIMITED (THE “COMPANY”) HELD ON 4th SEPTEMBER, 2014, AT B-8, SECTOR-132, NOIDA-201304 IN CONNECTION WITH THE PROPOSED ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE “SEBI REGULATIONS”), AND SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

I. QUALIFIED INSTITUTIONS PLACEMENT

“**RESOLVED THAT** pursuant to the approval of issue, offer and allotment of equity shares of the Company of face value of Rs.10/- each (the “**Equity Shares**”) to eligible qualified institutional buyers (the “**Eligible QIBs**”) and the authority delegated to the QIP Committee by the Board of Directors by way of its resolution dated July 18, 2014, and the approval of the shareholders of the Company by way of a special resolution dated August 19, 2014, the issue of equity shares of the Company of face value of Rs.10/- each (the “**Equity Shares**”), to Eligible QIBs, not exceeding Rs.750 Crores (Rupees Seven Hundred and Fifty Crores by the Company in terms of Chapter VIII of the SEBI Regulations, and Section 42 of the Companies Act, 2013 and rules made there under (the “**Issue**”), be and is hereby considered and approved.”

II. APPROVAL OF THE PRELIMINARY PLACEMENT DOCUMENT

The QIP Committee was informed that the Company is required to file the preliminary placement document (the “**Preliminary Placement Document**”) with the BSE Limited and the National Stock Exchange of India Limited (the “**Stock Exchanges**”) and other regulatory authorities in relation to the Issue. The QIP Committee was also informed that the Preliminary Placement Document includes certain disclosure required in terms of Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI Regulations. A draft of the Preliminary Placement Document was placed before the QIP Committee. After detailed discussion by the QIP Committee, it was:

“**RESOLVED THAT** the draft of the Preliminary Placement Document (which includes disclosures in terms of Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI Regulations), in respect of the Issue, as per the copy placed before the QIP Committee duly initialed by the Chairman for the purpose of identification, be and is hereby adopted and approved by the Company and the Company is hereby authorized to file the Preliminary Placement Document with the concerned regulators and authorities, including the Registrar of Companies, NCT of Delhi and Haryana, the Securities and Exchange Board of India (the “**SEBI**”) and the Stock Exchanges where the Equity Shares of the Company to be allotted in the Issue are to be listed.”

“**RESOLVED FURTHER THAT** Mr. Sanjeev Bikhchandani, Vice - Chairman, Mr. Hitesh Oberoi, Managing Director and CEO, and Ms. Bala Deshpande, Non – Executive Independent Director, be and are hereby severally authorized to sign the Preliminary Placement Document on behalf of the Company, make such confirmations and declarations on behalf of the Company as may be required in relation to the Preliminary Placement Document, make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the Preliminary Placement Document as may be necessary or desirable.”

“RESOLVED FURTHER THAT Mr. Sanjeev Bikhchandani, Vice – Chairman, Mr. Hitesh Oberoi, Managing Director and CEO, Ms. Bala Deshpande, Non – Executive Independent Director, Mr. Chintan Thakkar, Chief Financial Officer and Mr. Murlee Manohar Jain, Company Secretary, for the time being, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to (i) submitting necessary applications to various statutory authorities for securing any necessary approvals for the completion of the Issue and accepting all conditions and modifications prescribed by any such authority while granting such approval, consent, permission or sanction, as may be deemed fit in their absolute discretion; (ii) delivering the Preliminary Placement Document to the Stock Exchanges and filing applications seeking listing and trading permissions in respect of the Issue and doing all such acts and executing all such documents and agreements as may be necessary to seek the listing of such Equity Shares with the Stock Exchanges; (iii) filing the Preliminary Placement Document along with other documents as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, including the records and other particulars of the Eligible QIBs to whom the offer is made in the Issue with the Registrar of Companies, NCT of Delhi and Haryana, and the SEBI, and making such other statutory and regulatory filings, as required; (iv) coordinating with the Stock Exchanges, the SEBI, the registrar of companies and any other appropriate authority with respect to the Issue; (v) appointing all parties relevant to the Issue in consultation with the Joint Global Coordinators and Book Running Lead Managers (as defined herein below); (vi) incurring expenses and paying all such fees as they may, in their absolute discretion deem necessary in relation to the Issue; (vii) affixing the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and settling any questions or difficulty that may arise in this regard; (viii) issuing letters of allotment, share certificates; and (ix) representing the Company before any appropriate authority with respect to the Issue and signing and executing all such documents, agreements and deeds and to do and perform all such acts, deeds, matters and things to give effect to this resolution.”

III. ISSUE OPENING

“RESOLVED THAT the Issue be opened on Thursday, the 4th day of September, 2014 and Mr. Sanjeev Bikhchandani, Vice – Chairman, Mr. Hitesh Oberoi, Managing Director and CEO and Ms. Bala Deshpande, Non – Executive Independent Director, be and are hereby, severally authorized to decide the Issue closing date.”

IV. FLOOR PRICE AND RELEVANT DATE

“RESOLVED THAT in respect of the Issue, the floor price of Rs.766.89 per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the SEBI Regulations, and, for the determination of such floor price, the relevant date, in terms of Regulation 81(c)(i) of the SEBI Regulations, shall be the date of this meeting i.e., 4th September, 2014.”

“RESOLVED FURTHER THAT the Company can offer a discount of not more than five percent on the floor price calculated”.



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V. EXECUTION OF THE PLACEMENT AGREEMENT WITH THE LEAD MANAGERS

The QIP Committee was informed about the need to enter into a placement agreement with CLSA India Limited and India Infoline Limited (collectively, the “**Joint Global Coordinators and Book Running Lead Managers**”) in connection with the Issue. After detailed discussion by the QIP Committee, it was:

“RESOLVED THAT:

- i. The terms and conditions of the placement agreement to be entered into with the Joint Global Coordinators and Book Running Lead Managers (a copy of which was placed before the QIP Committee and initialed by the Chairman for identification) be and are hereby approved by the QIP Committee.
- ii. Mr. Sanjeev Bikhchandani, Vice – Chairman, Mr. Hitesh Oberoi, Managing Director and CEO, and Ms. Bala Deshpande, Non – Executive Independent Director be and are hereby severally authorized to negotiate, finalize, settle, approve, sign, execute, deliver and terminate the placement agreement and complete all documentation in connection with the placement agreement on behalf of the Company.
- iii. Mr. Sanjeev Bikhchandani, Vice – Chairman, Mr. Hitesh Oberoi, Managing Director and CEO, and Ms. Bala Deshpande, Non – Executive Independent Director, be and are hereby severally authorized to make and accept on behalf of the Company any changes and modifications in the existing terms and conditions as may be suggested by the Joint Global Coordinators and Book Running Lead Managers and that they, in their absolute discretion think fit and also, to execute the placement agreement and all other documents in connection therewith and any supplements or amendments as may be necessary in this regard.”

Certified to be true
For Info Edge (India) Limited

Company Secretary

