

Date: **April 20, 2021**

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

Subject: Disclosure of Voting Results along with Consolidated Scrutinizer's Reports of NCLT Convened Meeting of the Secured Creditors.

Dear Sir/Madam,

In furtherance to our letter dated April 13, 2021, we hereby inform you that the meeting of the Secured Creditors of the Company, convened pursuant to Order dated February 10, 2021 of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi (NCLT) in Company Application No. CA (CAA) 127 (PB) of 2020 was held on April 12, 2021, through Video Conferencing at 03:00 P.M.

In this regard, we are sending herewith the Consolidated Scrutinizer's Report on meeting of the Secured Creditors.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For Info Edge (India) Limited

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Info Edge (India) Limited" around the perimeter and a small star at the bottom. The signature is written in a cursive style.

MM Jain
SVP- Secretarial & Company Secretary
Encl.: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 127 (PB) of 2020

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AND

IN THE MATTER OF

HIGHORBIT CAREERS PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY

AND

INFO EDGE (INDIA) LTD

APPLICANT NO. 2/TRANSFeree COMPANY

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Rajeev Kumar, Advocate

Chairperson of the meeting of Secured
Creditors of Info Edge (India) Ltd
34, Babar Lane, Bengali Market,
New Delhi-110 001
Mobile: 9910483619
Email: advocaterajeev@gmail.com

Date: 16th April, 2021
Place: New Delhi

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 127 (PB) of 2020

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230 & 232

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HIGHORBIT CAREERS PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY

AND

INFO EDGE (INDIA) LTD

APPLICANT NO. 2/TRANSFEE COMPANY

Report of the Chairperson on the Meeting of Secured Creditors of Info Edge (India) Ltd (the Transferee Company) held through Video Conferencing

I, **Rajeev Kumar, Advocate**, the person appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated 10th February, 2021 (date of pronouncement), to act as the Chairperson of the meeting of Secured Creditors of Info Edge (India) Ltd (hereinafter referred to as "the Transferee Company/the Company"), summoned by notice served to the Secured Creditors of the Applicant Transferee Company, through E-mail and Speed Post, as the case may be, on 10th March, 2021 (date of completion); and by advertisement published in "Business Standard" (English, Delhi Edition) and "Business Standard" (Hindi, Delhi Edition) Newspapers both dated 11th March, 2021; and held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing, do hereby report to this Hon'ble Tribunal as follows:



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1. That as mentioned above, Notice of the meeting was sent to the Secured Creditors of Info Edge (India) Ltd accompanied by the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Amalgamation along with other documents, through E-mail and Speed Post, as the case may be, on 10th March, 2021 (date of completion); and by advertisement published in "Business Standard" (English, Delhi Edition) dated 11th March, 2021; and " Business Standard" (Hindi, Delhi Edition) Newspaper on 11th March, 2021.

The Applicant Transferee Company has already filed requisite Compliance Affidavit of Service with this Hon'ble Tribunal on 1st April, 2021 vide diary no. 0710102116202020/1.

2. That in terms of the provisions of section 108 of the Companies Act, 2013, read with Rule 20(2) of the Companies (Management and Administration) Rules, 2014, as amended, the Company has also provided facility of remote e-voting during the prescribed time period before the meeting (without attending the meeting); in addition to the facility of attending the meeting through video conferencing and voting thereat through e-voting system. In compliance with the provisions of the Companies Act, 2013, and the aforesaid Rules, requisite information/instructions for remote e-voting facility were duly incorporated in the Notice of the Meeting as well as in the publication made in the newspapers.
3. That Link Intime India Pvt Ltd, a SEBI registered Registrar and Transfer Agent (RTA) and Government authorised agency for providing



e-voting facility, provided the necessary platform for holding the meeting through video conferencing, facility of remote e-voting before the meeting and e-voting system during the meeting.

4. That as directed by this Hon'ble Tribunal, the meeting of the Secured Creditors of Info Edge (India) Ltd was duly convened and held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing. Ms Pragya Hindol, Advocate and Ms Mallika Tayal, Company Secretary in practice, who were appointed by the Hon'ble Tribunal as the Alternate Chairperson and the Scrutinizer of the meeting, respectively, were present in the meeting through video conferencing and participated in the proceedings of the meeting. Legal Counsel of the Applicant Company-Mr Rajeev K Goel, Advocate and the senior management of the Applicant Company were also present in the meeting.

Executives of Link Intime India Pvt Ltd provided all the necessary support in connection with the convening, holding and conducting of the meeting and e-voting. Link Intime India Pvt Ltd also handled and supervised the entire process of holding the meeting through video conferencing, e-voting and processing of data relating to the meeting and voting, etc.

5. That as per the list filed with the Hon'ble Tribunal, the Transferee Company had 2 (two) Secured Creditors for an aggregate amount of ₹40,86,723 (Rupees forty lakh eighty six thousand seven hundred twenty three) and constituting 40,86,723 (Forty lakh eighty six thousand seven hundred twenty three) votes.
6. That the meeting was attended through video conferencing by both the Secured Creditors for an aggregate amount of ₹40,86,723 (Rupees



forty lakh eighty six thousand seven hundred twenty three) and constituting 40,86,723 (Forty lakh eighty six thousand seven hundred twenty three) votes, representing 100% of the total value of the Secured Creditors of the Transferee Company.

7. That the Hon'ble Tribunal fixed the quorum for the meeting of Secured Creditors as minimum 1 in number. The Secured Creditors present in the meeting duly satisfied the requirement of quorum fixed by this Hon'ble Tribunal.
8. That the Scheme of Amalgamation of Highorbit Careers Pvt Ltd with Info Edge (India) Ltd, was explained in the meeting by me and the question submitted to the said meeting was whether the Secured Creditors of the Transferee Company approve, with or without modification(s), the said Scheme of Amalgamation submitted to the meeting and agree thereto.
9. That voting upon the aforesaid question of considering and approving, with or without modification(s), the Scheme of Amalgamation was then conducted through e-voting system.
10. That after voting made through e-voting system in the meeting of the Secured Creditors of the Transferee Company was concluded and closed, Ms Mallika Tayal, Company Secretary, the Scrutinizer of the meeting, shared with me the detail of voting made by the Secured Creditors through remote e-voting process during the prescribed time period before the meeting (without attending the meeting), as provided by Link Intime India Pvt Ltd.



11. That the Scrutinizer scrutinized the voting made through e-voting system in the meeting. She prepared a consolidated summary of the voting made through e-voting system in the meeting as well as voting made through remote e-voting process during the prescribed time period before the meeting.

A copy of the Scrutinizer's Report, duly signed by the Scrutinizer, is enclosed herewith and marked as **Annexure: 1.**

12. That in terms of the provisions of the Companies Act, 2013, and the Rules made thereunder, the votes cast by the Secured Creditors of the Transferee Company through e-voting system in the meeting and through remote e-voting process during the prescribed time period before the meeting were clubbed together for the purpose of the final outcome of the voting. Accordingly, the aggregate voting made by the Secured Creditors (voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) was considered for the purpose of this Report.

13. That the Secured Creditors were of the opinion that the Scheme of Amalgamation be approved, adopted and agreed to without any modification. A resolution to this effect was passed by the meeting unanimously (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting). A copy of the said resolution is enclosed herewith and marked as **Annexure: 2.**

14. That the result of the voting upon the Scheme of Amalgamation (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) was as follows:



Sl. No.	Particulars	No. of Voters	No. of Votes
1.1	Secured Creditors present in the meeting through video conferencing	2	40,86,723
1.2	Secured Creditors present in the meeting and voted through e-voting system in the meeting	Nil	Nil
1.3	Secured Creditors present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	2	40,86,723
1.4	Secured Creditors present in the meeting who have abstained from voting	Nil	Nil
2.1	Secured Creditors who did not attend the meeting but cast their Votes through remote e-voting process during the prescribed time period before the meeting	Nil	Nil
3.1	Total Votes Cast in the meeting and through remote e-voting process before the meeting which were considered for the purpose of this Report [1.2+1.3+2.1]	2	40,86,723
4.1	Invalid Votes	Nil	Nil
5.1	Total Valid Votes	2	40,86,723
6.1	Votes Against	Nil	Nil
7.1	Votes Against as % of total valid votes cast	Nil	Nil
8.1	Votes in Favour	2	40,86,723
9.1	Votes in Favour as % of total valid votes cast	100%	100%
Result of Voting	The Scheme of Amalgamation was approved unanimously by the Secured Creditors of the Transfree Company		

15. That the consolidated list of **Secured Creditors** of the Company who **voted in favour** of the said Scheme of Amalgamation (through e-voting system in the meeting as well as through remote e-voting process before the meeting) being adopted and carried into effect is enclosed herewith and marked as **Annexure: 3**.

16. That **None of the Secured Creditors voted against** the said Scheme of Amalgamation being adopted and carried into effect unanimously.

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- 17.** That no votes were declared as invalid.
- 18.** That I wish to place on record my deep appreciation for the valuable assistance and support provided by the learned Legal Counsel-Mr Rajeev K Goel, Advocate and other officers of the Applicant Company in smooth conduct of the meeting and preparation of necessary paperwork for the same.
- 19.** That the records of the voting made on the Scheme of Amalgamation (through e-voting system in the meeting as well as through remote e-voting process before the meeting), duly initialled by the Scrutinizer of the meeting, and other papers were handed over to the Applicant Company for safe custody and record.



Rajeev Kumar, Advocate

Chairperson of the meeting of
Secured Creditors of Info Edge
(India) Ltd

34, Babar Lane, Bengali Market,
New Delhi-110001

Mobile: 9910483619

Email: advocaterajeev@gmail.com

Date: 16th April, 2021

Place: New Delhi

8



INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

e-Stamp

सत्यमेव जयते
Certificate No.

: IN-DL73900108854744T

Certificate Issued Date

: 16-Apr-2021 04:31 PM

Account Reference

: IMPACC (IV)/ dl806903/ DELHI/ DL-DLH

Unique Doc. Reference

: SUBIN-DL80690348396335793801T

Purchased by

: RAJEEV KUMAR

Description of Document

: Article 4 Affidavit

Property Description

: Not Applicable

Consideration Price (Rs.)

: 0
(Zero)

First Party

: RAJEEV KUMAR

Second Party

: Not Applicable

Stamp Duty Paid By

: RAJEEV KUMAR

Stamp Duty Amount(Rs.)

: 10
(Ten only)

सत्यमेव जयते



.....Please write or type below this line.....

[Handwritten Signature]

This stamp paper is an integral part
of the accompanying Affidavit



Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 127 (PB) OF 2020

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

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AND

IN THE MATTER OF

HIGHORBIT CAREERS PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY

AND

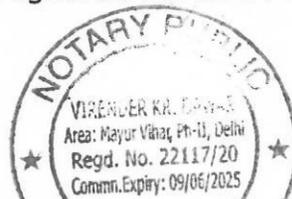
INFO EDGE (INDIA) LTD

APPLICANT NO. 2/TRANSFeree COMPANY

Affidavit in support of the Chairperson's Report on the Meeting of Secured Creditors of Info Edge (India) Ltd (the Transferee Company) held through Video Conferencing

I, **Rajeev Kumar**, son of Shri Hans Kumar, aged about 43 years, office at 34, Babar Lane, Bengali Market, New Delhi-110 001, Advocate by occupation, the person appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, vide its Order dated 10th February, 2021 (date of pronouncement), to act as the Chairperson of the meeting of Secured Creditors of Info Edge (India) Ltd, do hereby solemnly affirm and say on oath as follows:

1. That I have been appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, as the Chairperson of the meeting of Secured Creditors of Info Edge (India) Ltd for the purpose of considering and, if thought fit, approving, the Scheme of Amalgamation of Highorbit Careers Pvt Ltd with Info Edge (India) Ltd.



2. That the meeting of Secured Creditors of Info Edge (India) Ltd was duly convened and held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing. Ms Mallika Tayal, Company Secretary in practice, who was appointed by the Hon'ble Tribunal as the Scrutinizer of the meeting, was also present in the meeting and assisted me in conducting the meeting.

3. That the result of the above-mentioned meeting is reported in the accompanied Report, which was drafted on my instructions.

4. That I say that the contents of the accompanied Report of the Chairperson are true and correct to my knowledge and the same are not being repeated here for the sake of brevity and I say that no part of it is false and nothing material has been concealed there from.



DEPONENT

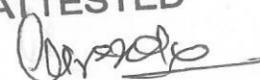
Verification

Verified at New Delhi on this 16th day of April, 2021 that the contents of Para 1 to 4 of the above Affidavit are based on perusal of records; which all I believe to be true and that no part of it is false and nothing material has been concealed in this affidavit.



DEPONENT



ATTESTED

NOTARY PUBLIC
16 APR 2021

Report of Scrutinizer

To,
Mr Rajeev Kumar, Advocate
Chairperson of the meeting of Secured Creditors of
Info Edge (India) Ltd (the Transferee Company)

Sub: Consolidated Scrutinizer's Report on the voting made through e-voting system in the meeting of Secured Creditors of Info Edge (India) Ltd as well as through remote e-voting process before the meeting

Respected Sir

I, Mallika Tayal, Company Secretary, appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated 10th February, 2021 (date of pronouncement), to act as the Scrutinizer, inter alia, for the meeting of Secured Creditors of Info Edge (India) Ltd (hereinafter referred to as "the Transferee Company/the Company") held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing, to consider and, if thought fit, approve, the Scheme of Amalgamation of Highorbit Careers Pvt Ltd with Info Edge (India) Ltd (the Scheme of Amalgamation/the Scheme) and other connected matter, if any, submit my report as under:

1. That as directed by this Hon'ble Tribunal, the meeting of the Secured Creditors of Info Edge (India) Ltd was duly convened and held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing. Mr Rajeev Kumar, Advocate, chaired the meeting. Ms Pragya Hindol, Advocate, the Alternate Chairperson; and the undersigned being the Scrutinizer of the meeting, attended the meeting through video conferencing. Legal Counsel of the Applicant Company-Mr Rajeev K Goel, Advocate and the senior management of the Applicant Company were also present in the meeting through video conferencing.
2. That Link Intime India Pvt Ltd, a SEBI registered Registrar and Transfer Agent (RTA) and Government authorised agency for providing e-voting facility, provided the necessary platform for holding the meeting through video conferencing, facility of remote e-voting before the meeting and e-voting system during the meeting. The RTA handled and supervised the entire process of holding the meeting through video conferencing, e-voting and processing of data relating to the meeting and voting, etc.

Mallika

3. Voting upon the Scheme of Amalgamation was conducted through e-voting system in the meeting of Secured Creditors of Info Edge (India) Ltd (the Transferee Company) held through video conferencing.
4. On conclusion of the voting, complete detail of the e-voting made by the Secured Creditors of the Company in the meeting was provided to me by the RTA.
5. The Company has also provided facility of remote e-voting during the prescribed time period before the meeting (without attending the meeting); in addition to the facility of attending the meeting through video conferencing and voting thereat through e-voting system. Remote e-voting period commenced on Thursday, 8th April, 2021 (9:00 A.M.) and ended on Sunday, 11th April, 2021 (5:00 P.M.). Complete details of the remote e-voting made by the Secured Creditors of the Company was provided to me by the RTA.
6. No vote was found to be invalid.
7. The result of the voting upon the Scheme of Amalgamation (by way of voting through e-voting system in the meeting as well as through remote e-voting process before the meeting) is given as under:

Sl. No.	Particulars	No. of Voters	Value of Votes
1.1	Secured Creditors present in the meeting through video conferencing	2	40,86,723
1.2	Secured Creditors present in the meeting and voted through e-voting system in the meeting	Nil	Nil
1.3	Secured Creditors present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	2	40,86,723
1.4	Secured Creditors present in the meeting who have abstained from voting	Nil	Nil
2.1	Secured Creditors who did not attend the meeting but cast their Votes through remote e-voting process during the prescribed time period before the meeting	Nil	Nil
3.1	Total Votes Cast in the meeting and through remote e-voting process before the meeting which were considered for the purpose of this Report	2	40,86,723

Handwritten signature

	[1.2+1.3+2.1]		
4.1	Invalid Votes	Nil	Nil
5.1	Total Valid Votes	2	40,86,723
6.1	Votes Against	Nil	Nil
7.1	Votes Against as % of total valid votes cast	Nil	Nil
8.1	Votes in Favour	2	40,86,723
9.1	Votes in Favour as % of total valid votes cast	100%	100%

- 8.** List of **Secured Creditors** of the Company who voted "FOR" is enclosed herewith.
- 9.** No one voted against the resolution.
- 10.** The records of the voting made on the Scheme of Amalgamation (through e-voting system in the meeting as well as through remote e-voting process before the meeting) and all other relevant records are enclosed herewith for doing needful in the matter.

Thanking you

Yours Sincerely

Mallika Tayal
Mallika Tayal
Company Secretary
ACS: 42859
COP: 23020
Scrutinizer for the meeting of Secured Creditors
of Info Edge (India) Ltd

Dated: 16th April, 2021

Place: New Delhi

UDIN: A042859C000107077

Consolidated List of Secured Creditors of Info Edge (India) Ltd who voted in favour of the Scheme of Amalgamation (through e-voting system in the meeting as well as through remote e-voting process before the meeting)

Sl. No.	Name of Secured Creditors	Amount ₹	Value of Votes
1.	ICICI Bank	33,91,826	33,91,826
2.	HDFC Bank	6,94,897	6,94,897
	Total:	40,86,723	40,86,723

Sumit

Annexure: 2

Extracts of the minutes of Secured Creditors' meeting of Info Edge (India) Ltd held on Monday, 12th April, 2021, at 3:00 P.M. through video conferencing with facility of remote e-voting under the supervision of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi

Approval of the Scheme of Amalgamation and other connected matters:

"RESOLVED THAT pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed Amalgamation of Highorbit Careers Pvt Ltd (the Transferor Company) with Info Edge (India) Ltd (the Transferee Company); and other connected matters.

RESOLVED FURTHER THAT the salient features/terms and conditions of the amalgamation, as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.
- ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1st April, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation.

be and are hereby approved in specific.

RESOLVED FURTHER THAT subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Amalgamation of Highorbit Careers Pvt Ltd with Info Edge (India) Ltd, as placed in the meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be



ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."

A handwritten signature in black ink, located in the bottom right corner of the page. The signature is cursive and appears to be the name 'Adnan'.

Annexure: 3

Consolidated List of Secured Creditors of Info Edge (India) Ltd who voted in favour of the Scheme of Amalgamation (through e-voting system in the meeting as well as through remote e-voting process before the meeting)

Sl. No.	Name of Secured Creditors	Amount ₹	Value of Votes
1.	ICICI Bank	33,91,826	33,91,826
2.	HDFC Bank	6,94,897	6,94,897
	Total:	40,86,723	40,86,723

