

Date: November 10, 2020

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

**Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company ("Board"), at their meeting held today, have *inter alia* considered and approved the Scheme of Amalgamation of Highorbit Careers Private Limited ("Transferor Company"), a wholly owned subsidiary of the Company, with Info Edge (India) Limited (the "Company" or "Transferee Company") and their shareholders and creditors, under Section 230 to 232 and other provisions of the Companies Act 2013, read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, including any statutory modification or re-enactment or amendment thereof ("Scheme").


The Scheme is subject to the necessary approvals/ sanctions from the jurisdictional National Company Law Tribunal (NCLT) or such other competent authority and shareholders and creditors of the Transferor Company and the Transferee Company, as applicable.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are given in the enclosed Annexure A.

The Board shall take necessary actions for completing the requirements in this regard and to do all acts and deeds as may be necessary.

We request you to take the same on record.

Thanking you,  
Yours faithfully,  
For **Info Edge (India) Limited**


Murlee Manohar Jain  
Company Secretary, Membership No.: F9598  
Date: November 10, 2020

**INFO EDGE**  
INFO EDGE (INDIA) LTD.

Annexure – A

i.	<b>Name of entity(ies) forming part of the amalgamation / merger, details in brief such as size, turnover etc.</b>	<p><b>Transferor Company:</b> Highorbit Careers Private Limited (“Transferor Company”) is a company incorporated under the Companies Act, 1956, having its registered office at GF-12A 94, Meghdoot Building, 94, Nehru Place, New Delhi – 110019, India. The Transferor Company is a wholly owned subsidiary of the Info Edge (India) Limited.</p> <p><b>Transferee Company:</b> Info Edge (India) Limited (“Transferee Company”) is a company incorporated under the Companies Act, 1956, having its registered office at Ground Floor, GF-12A 94, Meghdoot Building, Nehru Place, New Delhi - 110019, India. The equity shares of the Transferee Company are listed on BSE Limited and NSE Limited.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%;">Particulars</th> <th style="width: 33%;">Net-worth as on March 31, 2020</th> <th style="width: 33%;">Revenue from operations for the financial year ending March 31, 2020</th> </tr> </thead> <tbody> <tr> <td><b>Transferor Company</b></td> <td>INR (1.14)crs</td> <td>INR 19.52crs</td> </tr> <tr> <td><b>Transferee Company</b></td> <td>INR 2393.37crs</td> <td>INR 1,272.7crs</td> </tr> </tbody> </table>	Particulars	Net-worth as on March 31, 2020	Revenue from operations for the financial year ending March 31, 2020	<b>Transferor Company</b>	INR (1.14)crs	INR 19.52crs	<b>Transferee Company</b>	INR 2393.37crs	INR 1,272.7crs
Particulars	Net-worth as on March 31, 2020	Revenue from operations for the financial year ending March 31, 2020									
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<b>Transferee Company</b>	INR 2393.37crs	INR 1,272.7crs									
ii.	<b>Whether the acquisition would fall within related party transaction(s). If yes, whether the same is done at “arm’s length”</b>	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company and as such are related parties.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transactions in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme.</p>									
iii.	<b>Area of business of the entity(ies)</b>	<p>The Transferor Company provides online classifieds, database, digital platform and recruitment solutions in the recruitment and employability vertical to small, medium and large enterprises and job seekers across different verticals particularly (in the case of www.iimjobs.com) mid and senior management verticals and (in the case of www.hirist.com) engineering technology verticals.</p> <p>The Transferee Company is primarily engaged in the business of internet based service delivery operating in four service verticals through various web portals in respective verticals namely recruitment solutions comprising primarily naukri.com, other recruitment related portals and ancillary services related to recruitment , 99acres.com for real estate</p>									



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EMAIL : [webmaster@naukri.com](mailto:webmaster@naukri.com) URL : <http://www.infoedge.in> CIN No.: L74899DL1995PLC068021

**Regd. Office :** Ground Floor, 12A, 94, Meghdoot, Nehru Place, New Delhi-110019

**INFO EDGE**  
INFO EDGE (INDIA) LTD.

		related services, jeevansathi.com for matrimony related services and shiksha.com for education related services.
<b>iv</b>	<b>Rationale, objects and effects of acquisition</b>  The rationale of the Scheme approved by the Board shall be replicated here.	<p>Pursuant to a Share Purchase Agreement dated 27<sup>th</sup> May, 2019, the Transferee Company had acquired entire share capital of the Transferor Company, with an objective to further consolidate its position in the online recruitment solutions segment where its flagship brand Naukri.com already has an established leadership position. The Transferor Company is presently a wholly owned subsidiary of Transferee Company.</p> <p>Given the similarity in nature of businesses of the Transferor Company and the Transferee Company, it is proposed to merge the Transferor Company, with the Transferee Company. The merger shall result in greater business synergies and reduced administrative and other costs.</p> <p>More specifically, merger of the Transferor Company with the Transferee Company would inter-alia have the following benefits:</p> <ol style="list-style-type: none"> <li>a) Optimum and efficient utilization of resources and sharing of ancillary facilities;</li> <li>b) Common governance structure and effective management of compliances;</li> <li>c) Structured, sharper and better management focusing on holistic growth of the businesses;</li> <li>d) Enhancing shareholder value and leveraging on synergies in doing the business;</li> <li>e) Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and</li> <li>f) Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.</li> </ol>
<b>v</b>	<b>Nature of consideration - whether cash consideration or share swap and details of the same</b>	Not Applicable. The Transferor Company is a wholly owned subsidiary of the Transferee Company and the entire share capital of the Transferor Company is held by the Transferee Company and its nominees. Therefore, upon the Scheme becoming effective, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company and all the shares held by the Transferee Company and its nominees in the share capital of the Transferor Company as on the effective date shall stand cancelled.
<b>vi</b>	<b>Details of change in shareholding pattern (if any)</b>	<p>There will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme, as no shares are being issued by the Transferee Company, in consideration of the proposed Scheme.</p> <p>Further in terms of sub-paragraph (ii) of paragraph 4(d) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, in case a wholly owned subsidiary is merged with its parent listed entity, where the shareholders and the shareholding pattern of the parent listed company remains the same, it will be treated as 'no change in shareholding pattern'.</p>



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