

BOARD OF DIRECTORS

Manoj Mohanka
Raghav Bahl
Senthil Chengalvarayan
B. Saikumar
Gagan Kumar

Chairman
Director
Director
Director
Director

MANAGEMENT TEAM

Sanjeev Singh (**Manager**)

COMPANY SECRETARY

Tasneem Udaipurwala

PRINCIPAL BANKERS

Axis Bank
ICICI Bank

AUDITORS

M/s Walker, Chandiok & Co.
Chartered Accountants

REGISTERED OFFICE

503, 504 & 507, 5th Floor,
'Mercantile House',
15, Kasturba Gandhi Marg,
New Delhi – 110001

CORPORATE OFFICE

'A' Wing, Ruby House,
J.K. Sawant Marg,
Dadar (West),
Mumbai-400 028.
Tel : 022-30245000
Fax: (022) 30034499

REGISTRARS & SHARE TRANSFER AGENT

TSR Darashaw Private Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road,
Mahalaxmi,
Mumbai-400 011.
Tel : 022-66568484

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Notice

NOTICE IS HEREBY GIVEN THAT THE FIFTY EIGHTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF INFOMEDIA PRESS LIMITED (FORMERLY INFOMEDIA 18 LIMITED) WILL BE HELD ON MONDAY, 29TH DAY OF JULY 2013 AT 3.00 P.M. AT MPCU, SHAH AUDITORIUM, MAHATMA GANDHI SANSKRITIK KENDRA, 2 RAJ NIWAS MARG, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, DELHI – 110 054 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. To receive, consider and adopt audited Balance Sheet of the Company as at March 31, 2013 and the audited Statement of Profit and Loss for the year ended on that date together with the Report of the Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Raghav Bahl who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Senthil Chengalvarayan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :-

"RESOLVED THAT subject to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof for the time being in force) M/s. Walker, Chandiook & Co, Chartered Accountants (Registration No: 001076N) New Delhi, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

By Order of the Board of Directors

Date : May 13, 2013
Place : Noida

Tasneem Udaipurwala
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED HERewith (PAGE NO. 47) AND IF INTENDED TO BE USED, THE FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. Members/ Proxy are requested to bring a copy of this notice as no copies will be made available at the meeting. Photocopies of the admission slip will not be allowed for admission to the meeting venue. Those members who have not received a copy of Annual Report can collect their copy from the Registered Office of the Company.
3. Members/ proxies should bring the attendance slips duly completed and hand it over at the meeting to record their attendance.
4. Corporate Members are required to send a duly certified copy of the Board resolution/ Power of Attorney/other valid authority, authorising their representative to attend and vote at the Annual General Meeting, pursuant to Section 187 of the Companies Act, 1956.
5. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar.
6. The Register of Members will be closed from 22nd July 2013 to 29th July 2013 (both days inclusive) for the purposes of the AGM. The Transfer Books of the Company will also remain closed for the aforesaid period.
7. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the

Company during working day between 10.00 A.M. to 1.00 P.M., except holidays, up to the date of Annual General Meeting.

8. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, M/s TSR Darashaw Private Limited (TSRD), for consolidation into a single folio.
10. Relevant details in respect of Director proposed to be appointed/re-appointed, including brief resume, their expertise in specific functional area, names of other companies in which they are directors or committee members, in terms of Clause 49 of the Listing Agreement, is enclosed with this notice.
11. Certificate from the Statutory Auditors of the Company certifying that the Employees Stock Option Plans of the Company have been implemented in accordance with the provisions of the Securities and Exchange Board of India (ESOP & ESPS) Guidelines 1999 and shareholders resolution(s) shall be placed before the meeting.
12. Register of Directors' Shareholding pursuant to section 307 of the Companies Act 1956 shall be kept open and accessible at the meeting for the inspection of the person having right to attend the meeting.
13. To support the green initiative of the MCA whole heartedly, members who have not registered their e-mail address so far for receiving the annual report and other communication from the Company in electronic mode, are requested to register the same. In this regard, a consent to receive annual report, notice and other communication in electronic mode is given at page no. 45 of the Annual Report. Members are requested to send the same to the Company at its registered office or to TSRD.
14. Pursuant to the provisions of Section 205A of the Companies Act, 1956 read with Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund of the Central Government. It may be noted that no claim shall lie from a member against the Company or the said Fund once the transfer is made to the said fund and no payment shall be made in respect of any such claims. Therefore members are requested to make their claim to the Company's Registrars and Share Transfer Agents, M/s TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011, before transfer to the said fund.
15. Pursuant to the provisions of clause 47(f) of the listing agreement the company has designated dedicated e-mail id investors@infomediapress.in exclusively for registering grievance and complaints of the Shareholder. All the Shareholders are requested to lodge all their complaints and grievances etc., if any, at the said e-mail id.
16. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / TSRD.
17. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / TSRD.

Infomedia Press Limited (formerly Infomedia 18 Limited)

Details of the Directors seeking appointment/re-appointment at this Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Raghav Bahl	Mr. Senthil Chengalvarayan
Date of Birth	2 nd January 1961	17 th April 1963
Date of Appointment	21 st August 2008	21 st August 2008
Expertise in specific Functional areas	Mr. Raghav Bahl holds a bachelor's degree in Economics from St. Stephen's College, University of Delhi and has a master's degree in Business Administration from the University of Delhi. He began his career as a management consultant with A. F. Ferguson & Company. He founded TV18 (now Network18 Group) in 1993 and has been instrumental in establishing partnerships with media conglomerates such as CNBC-AP, CNN, Viacom Inc. and Forbes. Under his guidance TV18 now operates news channels namely CNN IBN, CNBC-TV18 and CNBC Awaaz. He won the Sanskriti Award for Journalism in 1994. He was also honoured as the Global Leader of Tomorrow by the World Economic Forum (WEF). He was also selected by Ernst & Young as the Entrepreneur of The Year (2007) for Business Transformation. Mr. Bahl has been conferred with the degree of Doctor of Philosophy (D.Phil), Honoris Causa, by Amity University, Uttar Pradesh (2011). He has over 24 years of experience in television and journalism.	Mr. Senthil Chengalvarayan is the President and Group Editorial Director of TV18 Business Media. In his new role, Senthil heads a host of verticals which form part of the Business Media ecosystem (Business / Tech / Personal Finance magazines, financial portals, business wires, extensions of CNBC TV18, CNBC AWAAZ, mobile etc). Prior to this role, he led a team of professional journalists that has made CNBC TV18 the most successful business media network in the country. He has been a business journalist for over two decades. After spending his initial years the profession with various Business Dailies he joined Television Eighteen in 1994 just as the company was pioneering the entry of private companies into Television News. He has seen the industry grow then from uncertain beginnings to the phenomenon that it is today.
Qualification	Mr. Raghav Bahl,, graduated in B.A. Hons (Economics) from St. Stephens College, and then did his Masters in Business Administration from the University of Delhi. He attended a doctoral program at the Graduate School of Business, Columbia University, New York.	Graduate in Economics from Madras University, he has done his Masters in Journalism from the Times Research Foundation
List of other public companies incorporated in India in which directorships held as on March 31, 2013	Digital 18 Media Limited; Greycells18 Media Limited; TV18 Broadcast Limited; Network18 Media & Investments Limited; Network18 Publications Limited; TV18 Home Shopping Network Limited; Web18 Software Services Limited	Digital18 Media Limited
List of Chairmanships/ memberships of committees of the board of other public Companies incorporated in India which directorships held as on March 31, 2013	TV18 Broadcast Limited: Shareholders/ Investors' Grievance Committee- Chairman	Nil
Shareholding in the Company	Nil	Nil

Directors' Report

To,
 The Members of Infomedia Press Limited ,

The Directors hereby present their Fifty-Eighth Annual Report and Audited Statement of Accounts for the year ended March 31, 2013.

Financial Results (Rs. in lakhs)

	2012-13	2011-12
Profit/(loss) before Interest Depreciation & Amortization	(1264.37)	52.75
Less : Interest	26.14	25.85
Profit/(loss) After interest but before Depreciation & Amortisation	(1290.51)	26.90
Less : Depreciation & Amortisation	49.21	51.01
Less : Exceptional items	1008.37	-
Profit/ (Loss) Before Tax	(2348.09)	(24.11)
Less : Tax		
Income tax prior years	74.52	-
Deferred tax (credit)/ charge relating to prior years	-	(128.56)
Profit/(loss) after tax	(2422.61)	104.45

Operating Results and Performance

The operating revenue of the Company in the printing business was Rs 36.38 crores in financial year 2012-13 as against revenue of Rs. 36.43 crores in financial year 2011-12.

Your Company has incurred a net loss after tax of Rs. 24.22 crores (Previous year profit Rs. 1.04 crores) for the year 2012-13.

Dividend

In view of the losses for the year ended March 31, 2013 and accumulated losses, the Board of Directors of your Company is constrained to recommend any dividend for the year under review.

Transfer to Reserves

The Company has not made any transfer to the reserves during the financial year ended March 31, 2013.

Transfer to Investor Education & Protection Fund:

During the year under review, in terms of Section 205 C of The Companies Act, 1956, an amount of Rs.7,78,832/- being unclaimed dividend for the year 2004-05 has been transferred to the Investor Education & Protection Fund established by the Central Government.

Also unclaimed amount of dividend pertaining to the year 2005-06 will be transferred to the Investor Education &

Protection Fund established by the Central Government in the due course.

Management Discussion and Analysis

In terms of requirement of Clause 49 of the Listing Agreement with the Stock Exchange(s) Management's Discussion and Analysis Report, disclosing the operations of the Company, in detail, is separately provided forming a part of Directors' Report.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with BSE and NSE, the Corporate Governance Report together with a certificate from the Company's Auditors is made part of the Annual Report. All the Directors in the Board and the senior management of the Company have signed off the Code of Conduct of the Company.

Directors

Mr. Raghav Bahl and Mr. Senthil Chengalvarayan, Directors of the Company shall retire by rotation at the forthcoming Annual General Meeting of the Company. However being eligible they have offered themselves for re-appointment. Accordingly the Board recommends their re-appointment.

Manager

The Board of Directors, in compliance with section 269 of the Companies Act 1956, has appointed Mr. Sanjeev Kumar Singh as Manager of the Company w.e.f. June 1, 2012.

Employee Stock Option Plan/ Employee Stock Purchase Scheme:

Your Company had introduced an Employee Stock Option Plan for all eligible employees including the Managing Director of the Company in July 2004. Your Company has not allotted any option during the year 2012-13. Further details regarding the scheme are being provided in the Annexure to this report.

Your Company had also floated the Employees Stock Option Plan 2007. Your Company has not allotted any option during the year 2012-13. Further details regarding the Plan are being provided in the Annexure to this report.

Your Company has also introduced an Employee Stock Purchase Scheme, 2010 for all eligible employees and Directors of its Holding and Subsidiary Companies, including the Managing Director of the Company which was approved by shareholders vide postal ballot resolution, results whereof were declared on May 7, 2010. There has been no activity under this Scheme so far.

The Company has implemented the Employees Stock Options Schemes in accordance with the SEBI Guidelines and the resolutions passed by the shareholders. Certificate(s) confirming the same shall be placed before the Annual General Meeting for inspection by the shareholders.

Particulars of Employees

None of the employee is in receipt salary beyond the limits prescribed under section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 hence no details are required to be given.

Conservation of Energy

The Company on a continuous basis undertakes programmes for conserving energy.

Technology Absorption

The Company continued its efforts towards improving the efficiency of its operations. Employee training programmes were regularly conducted at all levels to improve employee skills.

Foreign Exchange Earnings/Outgo

The foreign exchange earned during the year was nil (*previous year: nil*). The total foreign exchange utilized, including for import of raw materials and spare parts for machinery not available indigenously, amounted to Rs 10.81 crores. (*previous year: Rs.4.08 crores*).

Auditors & the Auditor's Report

The Statutory Auditors, M/s. Walker Chandio & Co., Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible for re-appointment, have conveyed their consent to act as auditors of the Company. Further they have also furnished a certificate u/s 224 (1B) of the Companies Act, 1956 that their appointment, if made, will be within the limits specified under the said section.

The Auditors report is self-explanatory however the auditors have modified their opinion on certain issues. We refer to Point 7 of the Auditors' Report and point x and xvii of Annexure to the Auditors' Report and accordingly state that the management of the Company is evaluating various options, including sale of certain assets of Printing Press and starting a new line of business.

Cost Auditors & Compliance Report & Cost Audit Report

Your Company had appointed, M/s Pramod Chauhan & Associates, Cost Accountants, as the Cost Auditor of the Company for the financial year 2012-13. The Company has filed the Compliance Report pertaining to cost records for the Financial Year 2011-12 on January 24, 2013, which was required to be submitted with the Central Government by 28th February, 2013.

Voluntary Retirement Scheme:

During the year, the Company reached a compensation settlement with majority of the permanent employees of the Company through a Voluntary Retirement Scheme ('VRS'). The compensation of Rs 10.08 crores was paid during the financial year and shown as exceptional item in the profit and loss for the year ended March 31, 2013.

SICA

Since the accumulated losses of the Company have resulted in the erosion of its net worth, the Company is evaluating the applicability of the provisions of Sick Industrial Companies Act (SICA) and will take necessary steps to comply with the same, as applicable.

Directors' Responsibility Statement

Pursuant to the provision of Section 217 (2AA) of the Companies Act, 1956 as amended, your Directors confirm:

- i) that in the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable Accounting Standards have been followed;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit or loss of the Company for the year under review;
- iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting irregularities;
- iv) that the Directors have prepared the accounts for the financial year ended March 31, 2013 on a 'going concern' basis.

Acknowledgements

The Directors are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance during the year.

ON BEHALF OF THE BOARD OF DIRECTORS

Noida,
May 13, 2013

Manoj Mohanka
Chairman

Annexure to the Director's Report
Disclosure as required under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as on March 31, 2013.

(a) options granted	Date of Grant	No. of Options
	1. 25th October 2004	164,000
	2. 10th May 2005	100,000
	3. 28th October 2005	155,500
	4. 27th June 2006	17,500
	5. 27th October 2006	18,500
	6. 22nd November 2007	38,500
	7. 2 nd April 2009	967,500
	8. 26th October 2010	200,000
	9. 16 th June 2011	130,000
	Total	1,791,500
(b) The pricing formula	The Exercise Price will be decided by the Board/Compensation Committee, provided that the Exercise Price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or the market price (as defined in the Guidelines), whichever is more. The Board/Compensation Committee may at its discretion make a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others or where the reduced market price makes the options unattractive or otherwise to make the options more attractive	
(c) Options vested	As on 31/3/2013: 4,52,400 (ESOP 2004: nil; ESOP 2007 :4,52,400)	
(d) Options exercised	8,05,500 (Cumulative) (ESOP 2004: 3,33,750; ESOP 2007: 4,71,750)	
(e) The total number of shares arising as a result of exercise of option	8,05,500 (Cumulative) (ESOP 2004: 3,33,750; ESOP 2007: 4,71,750)	
(f) Options lapsed	As on 31/3/2013: 5,33,600 (ESOP 2004:1,60,250; ESOP 2007: 3,73,350)	
(g) Variation of terms of options	<p>Modification approved in Extraordinary General Meeting, 20th January 2005 so as to:</p> <ol style="list-style-type: none"> Increase the total number of options available for grant under the scheme from 200000 shares to 500000 shares. Increase maximum number of options to be issued per employee to 200000 options from 100000 options. Exercise period to commence from date of vesting and will expire not later than 3 years from the date of vesting of the options. <p>Modification approved vide Postal Ballot Resolution passed on 7th May 2010 so as to:</p> <ol style="list-style-type: none"> Create additional 25,00,000 options and modify the exercise period to expire not later than 3 years from the date of vesting of the options. Offer and allot Equity Shares under the Employees Stock Option Plan 2007 to the employees and directors etc of the Holding company(ies) and that of the Subsidiary Company(ies) Offer and allot Equity Shares under the Employees Stock Option Plan 2007 to any one employee and director, etc in excess of 1% of the issued capital during any year. <p>Modification approved vide Postal Ballot Resolution passed on 15th July 2010 so as to:</p> <ol style="list-style-type: none"> Alter Exercise Price of the Options under the "Employees Stock Option Plan 2004" 	
(h) Money realized by exercise of options	Nil during the year	
(i) Total number of options in force (Cumulative)	Total number of options granted : 17,91,500 Total number of options lapsed : 5,33,600 Total number of options exercised : 8,05,500 Total in force : 4,52,400 For details, please refer to additional disclosure	
(j) Employee wise details of options granted to:		
(i) Senior Management Personnel :-	Sanjeev Singh- 40000	
(ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	None	

Infomedia Press Limited (formerly Infomedia 18 Limited)

(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital(excluding outstanding warrants and conversions) of the company at the time of grant;	None							
(k) diluted Earnings per share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with (Accounting Standard (AS) 20 'Earnings Per Share).	(4.83)							
(l) where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed.	The company is using fair value for calculating employee compensation cost. The stock based compensation cost calculated as per the intrinsic value method for the financial year 2012-2013 is Rs. 4,86,660/-. If the stock based compensation cost was calculated as per the fair value method prescribed by SEBI, the total cost to be recognized in the financial statements for the year 2012-2013 would be Rs.5,86,580/-.							
(m) (i) Weighted Average exercise price of Options granted during the year whose exercise price either equals or exceeds or is less than the market price of the stock : None granted during the year								
(ii) Weighted Average fair value of Options granted during the year whose exercise price either equals or exceeds or is less than the market price of the stock : None granted during the year								
(n) a description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information:	Considering the width of variables which impact the valuation of Options, Black-Scholes model has been used to estimate Fair value of Options							
ESPO 2007								
Particulars	Vest 19	Vest 20	Vest 21	Vest 22	Vest 23	Vest 24	Vest 25	Vest 26
(i) Expected Life of the Option	0.50	0.75	0.78	1.29	1.79	1.11	1.61	2.11
(ii) Expected Volatility	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%
(iii) Expected Dividends Yield	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%
(iv) Risk Free Interest Rate for the expected term of option	8.47%	8.48%	8.48%	8.49%	8.50%	8.49%	8.50%	8.51%
(v) the price of the underlying share at the time of option grant-Market Price								

Additional Disclosure relating to Stock Options during the financial year 2012-13

Particulars	ESOP 2004		ESOP 2007		
	Vest 14	Vest 18	Vest 19	Vest 20	Vest 21
Date of Grant	22-Nov-07	02-Apr-09	02-Apr-09	02-Apr-09	26-Oct-10
Date of Vesting	21-Nov-09	01-Apr-10	01-Apr-11	01-Oct-11	26-Oct-11
Exercise Period	3 years	3 years	3 years	3 years	3 years
No of Options Granted	19,250	2,67,000	2,00,250	2,00,250	80,000
No of Options Lapsed	15250	79800	82350	121200	NIL
No of Options Exercised	4,000	187,200	74550	NIL	NIL
Net Grant available for vesting	NIL	NIL	43350	79050	80,000
Outstanding at the beginning of the period	1,750	26600	63150	118800	80,000
Lapsed during the period	1,750	26600	19800	39750	NIL
Exercised during the period	NIL	NIL	NIL	NIL	NIL
Expired during the period	NIL	NIL	NIL	NIL	NIL
Outstanding at the end of the period	NIL	NIL	43,350	79050	80,000
Exercisable at the end of the period	NIL	NIL	43350	79050	80,000
ESOP 2007					
Particulars	Vest 22	Vest 23	Vest 24	Vest 25	Vest 26
Date of Grant	26-Oct-10	26-Oct-10	16-Jun-11	16-Jun-11	16-Jun-11
Date of Vesting	26-Oct-12	26-Oct-13	16-Jun-12	16-Jun-13	16-Jun-14
Exercise Period	3 years	3 years	3 years	3 years	3 years
No of Options Granted	60,000	60,000	52,000	39,000	39,000
No of Options Lapsed	NIL	NIL	NIL	NIL	NIL
No of Options Exercised	NIL	NIL	NIL	NIL	NIL
Net Grant available for vesting	60,000	60,000	52,000	39,000	39,000
Outstanding at the beginning of the period	60,000	60,000	NIL	NIL	NIL
Lapsed during the period	NIL	NIL	NIL	NIL	NIL
Exercised during the period	NIL	NIL	NIL	NIL	NIL
Expired during the period	NIL	NIL	NIL	NIL	NIL
Outstanding at the end of the period	60,000	60,000	52,000	39,000	39,000
Exercisable at the end of the period	60,000	NIL	52,000	NIL	NIL

Management Discussion & Analysis

1. Business overview

The Company's Printing Press is situated in Nerul, Navi Mumbai, the hub of printing business in Maharashtra. Leading Indian corporates relied on the Company to produce and dispatch their annual reports in compliance with statutory requirements. However, technological changes and obsolescence of the plant and machinery in the Press have led to excessive cost of printing and increased cost of operations. In view of this, the printing business has become commercially unviable and the Company has ceased its printing operations.

2. Discussion on financial performance

Revenue: The printing business reported operating revenues of Rs 36.38 crores for the year 2012-13 as against Rs. 36.43 crores reported for the year 2011-12 resulting in revenues being almost the same as compared to the previous financial year.

Expenditure: Manufacturing and distribution costs were higher by Rs. 7.38 crores. The increase in the expenditure is mainly on account of increase in price of newsprint due to the depreciation of the rupee against the dollar on import of paper.

The Employee costs were flat as compared to previous year. Other operating expense was higher by Rs 4.62 crores as compared to previous year largely on account of increase in outwork and ancillary printing work and provision of doubtful debts.

The significant development during the year was that the Company reached a compensation settlement with majority of the permanent employees of the Company through a Voluntary Retirement Scheme resulting in expenditure amounting to Rs. 10.08 crores. The compensation was paid during the financial year and was charged to profit and loss for the year ended March 31, 2013 and presented as exceptional item.

3. Risk and concerns

The printing operations of the Company have been discontinued post the majority of the employees having availed the benefits of the Voluntary Retirement Scheme. The management is evaluating various options, including sale of certain assets of the Press and starting a new line of business, and shall present them, with a recommended approach, to the Board. The Business decision taken by the Board will determine the risk and concerns. However general risk and concerns as applicable to all the industries would be applicable to the Company.

a. Global economic environment : The global economic environment even though coming out of the difficult times, is still faced with the crisis in certain European countries and the uncertainty continue to remain. The credit risk across corporate and customers have to be carefully examined while doing business. We will need to engage & focus on developing and diversifying our business model to extend our reach to other products & markets in various geographical locations. We will need to offer value proposition to the new customers to develop and grow business further.

b. Currency Fluctuation related risk: The weakening of the Indian rupee has impacted the import of raw material in India. The fluctuation in the rupee may adversely

impact our buying costs. As a company policy we do not enter into foreign exchange forward contracts and option contracts to hedge the risks against the currency fluctuations for the imports.

- c. Pricing Risks: The pricing across business may be under risk due to competition and uncertain economic environment.
- d. Hiring and Retention Risk: There may be imminent short term risk to hire talent for the business that the company may choose.
- e. Regulatory Risk: Management believes that in the event the Company decided to enter into a new line of business, there may be regulatory risk in regard to the operation and management of the Company as may be applicable to new line of business.
- f. Asset Risk: the Building constructed on the leasehold land situated at Nerul is quite old. In the event the Company decides to enter into a new line of business, it may have to alter or reconstruct the said building to suit the new line of business.

4. Internal Control Systems

The company has a well laid out internal control system for the various business activities. The Internal control systems are so designed to ensure that there is adequate safeguard on maintenance and usage of assets of the company. A detailed internal audit plan is worked out at the beginning of the financial year and the observations of the auditors are shared with the Audit Committee and the statutory auditors.

5. Human Resources

Employee relations continued to be cordial. Further during the year, the Company reached a compensation settlement with majority of the permanent employees of the Company through a Voluntary Retirement Scheme. The Company recognizes the key role played by the people and we would like to thank each and every member of the Infomedia family for their role and contribution towards the company over the years.

6. Outlook

The printing operations of the Company have been discontinued post the majority of the employees having availed the benefits of the Voluntary Retirement Scheme. However the management is evaluating various options, including sale of certain assets of the Press and starting a new line of business, and present them with a recommended approach to the Board.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations on a go "forward - looking statements" are within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation and industrial relations.

ON BEHALF OF THE BOARD OF DIRECTORS,

Noida
May 13, 2013

Manoj Mohanka
Chairman

Corporate Governance Report

Corporate Governance Report for the year 2012-13

(As required under Clause 49 of the Listing Agreement as entered into with the Stock Exchange)

1. Company's philosophy on code of governance

The Company firmly believes in and has consistently practiced good Corporate Governance for the past several years for the efficient conduct of its business and in meeting its obligations towards all its stakeholders.

2. Board of Directors

The Board of Directors of the Company comprises of five directors, of whom the Chairman is non-executive independent director and the number of Independent Directors is more than one-third of the total number of Directors. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the Companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other Public Companies are given in Table I.

5 Board Meetings were held during the year 2012-2013 and the gap between two meetings did not exceed four months.

The dates on which the Board Meetings were held were as follows:

May 7, 2012; July 19, 2012; November 1, 2012; January 19, 2013 and March 1, 2013.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during 2012-13 and no sitting fees have been paid to the Directors for attendance at the Board / Committee Meeting as unanimously resolved by the Board of Directors at its meeting held on October 26, 2010 for the time being.

Table I

Name	Category	No. of Board Meetings attended during 2012-13	Whether attended AGM held on September 14, 2012	No. of Directorships in other Public companies	No. of Committee positions held in other Public companies	
					Chairman	Member
Mr. Manoj Mohanka	Chairman -Independent Non-Executive	5	Yes	6	3	4
Mr. Raghav Bahl	Non-Independent Non-Executive	2	No	7	1	-
Mr. Senthil Chengalvarayan	Non-Independent Non-Executive	3	No	1	-	-
Mr. Saikumar Ganapathy Balasubramanian	Non-Independent Non-Executive	1	No	2	-	-
Mr. Gagan Kumar*	Independent Non-Executive	4	No	-	-	-

Note: For the purpose of considering the number of directorships, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 25 of the Companies Act have been excluded. Similarly, Chairmanship/membership of the Audit Committee and the Shareholders' Grievance Committee alone has been considered for reckoning their Committee positions.

*Mr. Gagan Kumar has been appointed on the Board w.e.f April 30, 2012

Code of Conduct

The Code of Conduct of Infomedia is applicable to all the Directors and Senior Management of the Company and the same was available on the company's website. All the Board members and senior management of the Company have affirmed compliance with the respective Code of Conduct for the financial year ended March 31, 2013. A declaration to this effect, duly signed by the Director is annexed thereto.

Risk Management

The Board periodically takes review of the total process of risk management in the organization. The management is accountable for the integration of risk management practices into the day to day activities. A framework of the risk is also given in the Management Discussion and Analysis. No personnel have been denied access to the audit committee.

Subsidiary Company

The Company does not have any subsidiary company.

3. Audit Committee

The Company had constituted an Audit Committee on January 22, 2001 in accordance with the requirements of Section 292A of the Companies (Amendment) Act, 2000 read with Clause 49(II) of the Listing Agreement. The broad terms of reference of the Audit Committee were to review reports of the Internal Auditors and discuss the same with the Internal Auditors periodically, to meet Statutory Auditors to discuss their findings, suggestions and other related matters, to review weaknesses in internal controls reported by Internal and Statutory Auditors. The scope of the activities of the Audit Committee includes the areas prescribed by Clause 49(II)(D) vide resolution passed by the Board of Directors at its meeting held on January 22, 2001. The Audit Committee has also been granted powers as prescribed under Clause 49(II)(C).

The Committee presently comprises of the following directors:

Names of Members	Category	No. of Meetings attended During the year 2012-13
Mr. Manoj Mohanka	Independent & Non-Executive	4
Mr. Senthil Chengalvarayan	Non-Independent & Non-Executive	2
Mr. Gagan Kumar#	Independent & Non-Executive	4
Mr. B. Saikumar#	Non-Independent & Non-Executive	1

#Please note that Audit Committee was re-constituted on May 7, 2012. Mr. B. Saikumar was not a member of the Audit Committee after May 7, 2012 due to re-constitution and Mr. Gagan Kumar has been appointed as Member of the Audit Committee w.e.f May 7, 2012

Four Audit Committee Meetings were held during 2012-13. The dates on which the said meetings were held are given below:

May 7, 2012; July 19, 2012; November 1, 2012 and January 19, 2013.

The Company Secretary is the Secretary of the Audit Committee.

The Chairman of the Audit Committee was present at the Annual General Meeting held on September 14, 2012 to answer shareholders queries.

4. Remuneration Committee:

Terms of Reference:

The company had constituted a Remuneration Committee known as Compensation Committee on June 7, 2004.

The broad terms of reference of the Committee are to determine on behalf of the Board and on behalf of the shareholders the remuneration packages for executive directors including pension rights and any compensation payment. Further it has been vested with the power to administer, implement and manage Company's Employee Stock Option Plan 2004 and Employee Stock Option Plan 2007.

During 2012-2013, there was no meeting of Compensation Committee held.

Composition:

The Compensation Committee presently comprises of the following members:

Names of Members	Category
Mr. Manoj Mohanka –Chairman	Independent & Non-Executive
Mr. Senthil Chengalvarayan	Non Independent & Non-Executive

Remuneration policy:

The Company has two schemes for grant of stock options for the Managing Director and for the employees. The Compensation Committee has formulated the “Employees Stock Option Plan 2004 (ESOP 2004)” and the “Employee Stock Option Plan 2007 (ESOP 2007)” and the Committee shall administer and monitor the ESOP. However, during the year under review, no options were granted to any Director. Further, all the options granted under ESOP 2004 stands lapsed during the year 2012-13.

Salient features of the ESOP 2007:

All present and future permanent employees and directors of the Company, and employees and directors of the subsidiary and holding companies, who are selected by the Compensation Committee, shall be eligible to participate in the Scheme. The COMPENSATION COMMITTEE and/or the BOARD OF DIRECTORS shall determine the employees eligible for the **ESOP 2007**, the number of warrants to be issued to those employees and other related matters. The major criteria involved in selection of the eligible EMPLOYEES and in deciding number of options, would include the following factors:

- performance of the Employee;
- position and responsibilities of the Employee;
- the nature of the Employee’s services to the Company or its Holding Company and/or Subsidiary Company(ies);
- the period for which the Employee has rendered his services to the Company or its Holding Company and/ Subsidiary Company(ies); and
- the Employee’s present and potential contribution to the success of the Company or its Holding Company and/ Subsidiary Company(ies).
- any other criteria as may be decided by the Board / Compensation Committee in its discretion.

Each Option shall entitle the holder thereof to subscribe to one Equity Share at the exercise price decided by the Board of Directors/ Compensation Committee and should be in accordance with the Scheme. The number of options issued per employee may be more than 1% but shall not exceed 3% of the paid up share capital in the financial year when it is granted. At the time of issue of the Warrant Certificate, the Company shall specify, in accordance with the ESOP 2007, the Minimum Exercise Period (also known as “the Vesting Period”) for each Warrant i.e. the time period after which the Warrant Holder would be eligible for exercising the option. However the Minimum Exercise period shall not be less than one year. The Maximum Exercise Period would be 3 years from the date of vesting of the Warrant.

Non-Executive Directors Compensation and Disclosures:

The Non-Executive Directors do not draw any remuneration from the Company. Further, the Board of Directors at its meeting held on October 26, 2010 unanimously resolved that no sitting fee shall be paid to any Director for attending any of the meetings of the Board of Directors or any Committee thereof, with effect from 26th October 2010 for the time being.

5. Shareholders’ Grievance Committee

The Shareholders’ Grievance Committee was constituted on January 22, 2001 to specifically look into the redressal of shareholders’ complaints. The Shareholders Grievance Committee presently comprises of the following directors:

Names of Members	Category
Mr. Manoj Mohanka– Chairman	Independent Non-Executive
Mr. Senthil Chengalvarayan	Non-Independent Non-Executive

Please note that the Shareholder’s Grievance Committee was re-constituted on May 7, 2012.

During the year, there was no meeting of Shareholders' Grievance Committee held since all the complaints were disposed off promptly.

Name, designation and address of Compliance Officer:

Tasneem Udaipurwala
 Company Secretary & Compliance Officer
 'A' Wing, Ruby House, J K Sawant Marg,
 Dadar (West), Mumbai-400028.
 Phone : (022) 30245000
 Fax : (022) 30034499

During the year, the Company received 7 complaints/queries from the investors relating to transfer / Loss of securities and letters received through Statutory bodies. On March 31, 2013 no such complaint was pending. All complaints / queries have been attended to and resolved to the satisfaction of the complainants, except for those which are under dispute or litigation.

No. of pending share transfers as on 31.3.2013: NIL

6. General Body Meetings

Location and time, where last three AGMs were held:

Sl. No.	Date and time of Meeting	Venue of the Meeting
1	September 14, 2012, 9.00 a.m	MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054
2	September 9, 2011, 11.30 a.m.	MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054
3	September 30, 2010, 9.30 a.m.	Yashwant Natyamandir, Manmala Tank Road, Matunga-Mahim (West), Near Bombay Glass Works, Mumbai-400 016

- i. Whether any special resolutions passed in the previous 3 AGM : No
- ii. Whether any special resolution passed last year through postal ballot : No
- iii. As on date of this meeting no special resolution is proposed to be passed through postal ballot.
- iv. The Company follows the procedure for Postal Ballot as per the provisions of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

7. Disclosures

The particulars of transaction between the Company and its related parties as per the Accounting Standards are set out at Note 38 of the Notes to Accounts. There is no materially significant related party transaction that may have potential conflict with the interests of the company at large.

During the year, the Company has complied with the requirements of the Listing Agreement with the Bombay Stock Exchange and National Stock Exchange as well as the Regulation and Guidelines of SEBI. Accordingly no penalties were imposed or strictures passed against the Company by the Stock Exchange or SEBI. No penalties were imposed against the Company by any other Statutory Authority, on any matter related to capital markets.

8. Means of Communication

Is Half-yearly report sent to each household of shareholders: No

Quarterly results has been normally published in newspapers as given below and also displayed at the company's website: www.infomediapress.in

- 1st Quarter Results: Business Standard (English) & Business Standard (Hindi)
- 2nd Quarter Results: Business Standard (English) & Business Standard (Hindi)
- 3rd Quarter Results: Business Standard (English) & Business Standard (Hindi)
- 4th Quarter Results: Business Standard (English) & Business Standard (Hindi)

Whether it also displays official news releases; and the presentations made to institutional investors or to analysis: Yes
 Whether Management Discussion and Analysis form part of annual report or not: Yes

10. General Shareholder Information

forthcoming AGM date, time and venue : **July 29, 2013, 3.00 P.M.**
MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra,
2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines,
Delhi – 110 054

As required under Clause 49VI(A), particulars of Directors seeking reappointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on July 29, 2013.

Financial Calendar : April 1 to March 31
AGM : July 29, 2013
Date of Book Closure : July 20 to 29, 2013 (both days inclusive)
Dividend Payment Date : N.A.

Listing on Stock Exchanges

The Company's securities are listed on the following Stock Exchanges in India:

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	National Stock Exchange of India Ltd. 5 th Floor, Exchange Plaza Bandra (East), Bandra-Kurla Complex Mumbai –400 051
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The Company has paid annual listing fees to the above Stock Exchange for the financial year 2013-14.

Stock Code -

Bombay Stock Exchange : 509069
 National Stock Exchange : INFOMEDIA
 ISIN Number (demat form) : INE 669A01022

Market Price Information:

Monthly Share Price Data for the year ended March 31, 2013.

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April/12	9.90	8.26	10.00	8.05
May/12	9.10	6.65	9.15	6.90
June/12	9.60	5.18	9.60	5.20
July/12	6.60	5.16	6.90	5.10
August/12	6.30	4.56	6.00	4.80
September/12	7.35	4.66	7.40	4.70
October/12	6.55	5.25	6.40	5.15
November/12	6.46	5.10	6.40	5.10
December/12	6.90	5.88	6.85	5.90
January/13	7.94	5.78	7.90	5.85
February/13	7.00	5.50	7.00	5.25
March/13	5.70	4.35	5.95	4.35

(Source: www.bseindia.com & www.nseindia.com)

Registrar and Transfer Agents:-

Members are requested to correspond with the Company's Registrar & Transfer Agents- TSR Darashaw Private Limited quoting their folio no. at the following addresses:-

- (i) For transfer lodgement, delivery and correspondence:
 TSR Darashaw Private Limited
 Unit: **INFOMEDIA PRESS LIMITED**
 6-10 Haji Moosa Patrawala Industrial Estate
 20 Dr. E Moses Road, Near Famous Studio
 Mahalaxmi, Mumbai – 400 011.
Tel: 022-6656 8484 **Fax:** 022- 6656 8494
 E-mail : csg-unit@tsrdarashaw.com
 website : www.tsrdarashaw.com
- (ii) For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Private Limited (TSRD):-
- | | |
|---|--|
| 503, Barton Centre, 5 th Floor
84, Mahatma Gandhi Road
Bangalore - 560 001
Tel : 080- 25320321, Fax : 080-25580019
e-mail : tsrdlbgang@tsrdarashaw.com | Bungalow No.1, "E" Road
Northern Town, Bistupur
Jamshedpur – 831 001
Tel: 0657 – 2426616, Fax: 0657- 2426937
Email : tsrdljsr@tsrdarashaw.com |
| Tata Centre, 1 st Floor,
43, Jawaharlal Nehru Road
Kolkata – 700 071
Tel : 033 – 22883087, Fax : 033 – 22883062
e-mail : tsrdlcal@tsrdarashaw.com | Plot No.2/42, Sant Vihar
Ansari Road, Daryaganj
New Delhi – 110 002
Tel : 011 – 23271805, Fax : 011 – 23271802
e-mail : tsrdldel@tsrdarashaw.com |

Agent:

Shah Consultancy Services Limited
 3, Sumathinath Complex, Pritam Nagar, Akhada Road, Ellis Bridge,
 Ahmedabad 380 006
 Telefax: 079-2657 6038, Email: shahconsultancy8154@gmail.com

Share Transfer System:

Share Transfers in physical form can be lodged with TSR Darashaw Private Limited at any of the abovementioned address. Such transfers are normally processed within 15 days from the date of receipt if the documents are complete in all respects. The Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding:

No. of Ordinary Shares Held	No. of Shareholders as on 31.03.2013	Percentage of total Shareholders as on 31.03.2013	No. of Shareholders as on 31.03.2012	Percentage of total Shareholders as on 31.03.2012
1 TO 500	13947	73.59	14380	73.76
501 TO 1000	2436	12.85	2510	12.87
1001 TO 2000	1397	7.37	1438	7.38
2001 TO 3000	415	2.19	423	2.17
3001 TO 4000	192	1.01	188	0.96
4001 TO 5000	138	0.73	151	0.77
5001 TO 10000	221	1.17	206	1.06
OVER 10001	207	1.09	200	1.03
TOTAL	18953	100.00	19496	100.00

Categories of Shareholders:

Category	Number of Shareholders		Voting Strength		Number of Ordinary Shares held	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Resident Individuals	18412	18885	33.58	32.76	16850770	16442750
Financial Institutions/ Insurance Companies	2	2	1.25	1.25	626183	626183
Promoter	2	2	47.64	47.64	23913061	23913061
Bodies Corporate /Trusts	421	487	8.54	9.40	4288414	4719935
Mutual Funds	5	5	0.00	0.00	1062	1062
FII's & OCBs	2	4	8.64	8.72	4339222	4375030
Banks	8	8	0.01	0.01	4211	4211
NRIs	101	103	0.34	0.22	171249	111940
Total	18953	19496	100.00	100.00	50194172	50194172

Dematerialization of shares and liquidity:

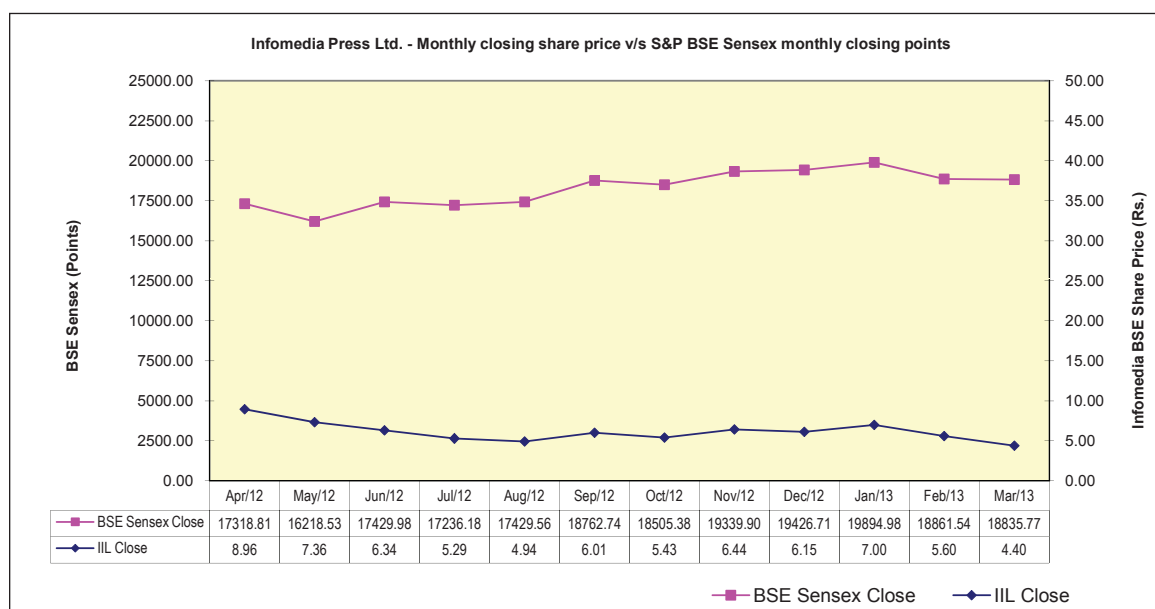
Trading in the Equity Shares of the Company is permitted only in dematerialised form as per the Securities and Exchange Board of India (SEBI) Circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Securities Depository Ltd. (NSDL) as well as the Central Depository Services (India) Ltd. (CDSL) to facilitate demat trading. 98.77% of the Company's share capital is dematerialised as on 31.03.2013.

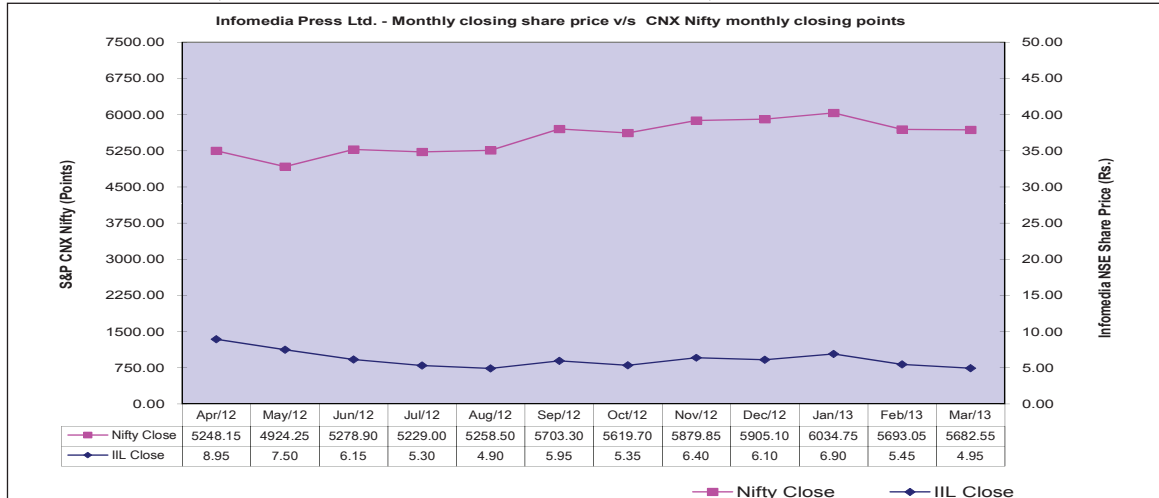
The Company's shares are regularly traded on the Bombay Stock Exchange and the National Stock Exchange.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL

Graph I: Equity Share Price Movement vis-s-vis BSE Sensex:



Graph II: Equity Share Price Movement vis-s-vis S&P CNX Nifty :



Plant Location:

Plot No.3, Sector 7, Off Sion Panvel Road, Nerul,
Navi Mumbai-400 706

Address for correspondence:

Registered Office:

Infomedia Press Limited (formerly Infomedia 18 Limited)
503, 504 & 507, 5th floor, Mercantile House,15,
Kasturba Gandhi Marg, New Delhi- 110001

Corporate Office:

Infomedia Press Limited (formerly Infomedia 18 Limited)
'A'Wing, Ruby house, J K Sawant Marg, Dadar (West)
Mumbai – 400 028.

Phone : (022) 30245000

Fax : (022) 30034499

Email : ho@infomediapress.in

One of the points referred in non-mandatory requirements

under Annexure ID of Clause 49 of the Listing Agreement is being pursued by the company is given below:

- No Independent Director on the Board of the Company has exceeded a tenure of 9 years, in aggregate.

Declaration by CEO/Manager under clause 49 of the Listing Agreement regarding adhering to the Code of Conduct:

In accordance with clause 49(1)(D) of the Listing Agreement with the stock exchange, I hereby confirm that all the directors and the senior management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended March 31, 2013.

For **Infomedia Press Limited**

Sanjeev Singh
Manager

MANAGER CERTIFICATION

I, Sanjeev Singh, Manager responsible for the finance function and the compliance of the Code of Conduct of the Company certify that:

- I have reviewed financial statements and the cash flow statement for the year ended March 31, 2013 and to the best of my knowledge and belief:
 - These statements do not contain any material untrue statement or omit any material fact or contains statements that might be misleading.
 - These statements together represent a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's Code of Conduct.
- I accept the responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I was aware and the steps I have taken or propose to take to rectify these deficiencies.
- During the year there were no –
 - Changes in internal control.
 - Changes in accounting policies; and
 - Instances of fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

for **Infomedia Press Ltd**

Sanjeev Singh
Manager

Place: Noida

Date: May 13, 2013

Infomedia Press Limited (formerly Infomedia 18 Limited)

Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreements(s)

To the Members

Infomedia Press Limited

503, 504 & 507, 5th Floor, Mercantile House,

15, K G Marg, New Delhi-110001

1. We have reviewed the implementation of the corporate governance procedures by Infomedia Press Limited (the company) during the year ended March 31st 2013, with the relevant records and documents maintained by the company, furnished to us for our review and report on Corporate governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.
3. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.
4. On the basis of our review and according to the best of our information and according to the explanations given to us, the Company has been complying with the conditions of Corporate Governance, as stipulated in the clause 49 of the Listing agreements (s) with the Stock Exchanges, as in force.

Place: New Delhi

Date: May 13, 2013

For N.K.J. & Associates

Company Secretaries

Neelesh Kr. Jain

Proprietor

Membership No. FCS 5593

Certificate of Practice No. 5233

Independent Auditors' Report

To the Members of Infomedia Press Limited (formerly Infomedia 18 Limited)

Report on the Financial Statements

1. We have audited the accompanying financial statements of Infomedia Press Limited (formerly Infomedia 18 Limited), ("the Company"), which comprise the Balance Sheet as at 31 March 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial

statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2013;
- ii) in the case of Statement of Profit and Loss, of the loss for the year ended on that date; and
- iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Emphasis of Matter

7. We draw attention to Note 31 to the financial statements which describes that the Company has incurred a net loss of Rs. 242,261,261 during the year ended 31 March 2013 and has discontinued its printing operations. The management of the Company is evaluating various options, including sale of certain assets of Printing Press and starting a new line of business. These conditions, along with other matters as set forth in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt on Company continuing as a going concern. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
9. As required by Section 227(3) of the Act, we report that:
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the financial statements dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the financial statements comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act; and
 - e. on the basis of written representations received from the directors, as on 31 March 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For **Walker, Chandiok & Co**

Chartered Accountants

Firm Registration No: 001076N

per **B P Singh**

Partner

Membership No.: 70116

Place: New Delhi

Date: 13 May 2013

Annexure to the Independent Auditors' Report of even date to the members of Infomedia Press Limited (formerly Infomedia 18 Limited), on the financial statements for the year ended 31 March 2013

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) In our opinion, a substantial part of fixed assets has not been disposed off during the year.
 - (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.
 - (iii) (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clauses 4(iii)(b) to 4(iii) (d) of the Order are not applicable.
 - (b) The Company has taken unsecured loan from one party covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year is Rs. 134,991,233 and the year-end balance is Rs. 134,991,233.
 - (c) In our opinion, the rate of interest and other terms and conditions of loan taken by the Company are not, *prima facie*, prejudicial to the interest of the Company.
- (d) In respect of loan taken, the principal and interest amounts are not due for repayment currently.
 - (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
 - (v) The Company has not entered into any contracts or arrangements referred to in Section 301 of the Act. Accordingly, the provisions of clause 4(v) of the Order are not applicable.
 - (vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the provisions of clause 4(vi) of the Order are not applicable.
 - (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
 - (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act in respect of Company's products and services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
 - (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
 - (b) The dues outstanding in respect of sales-tax, income-tax, custom duty, wealth-tax, excise duty, cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Amount Paid Under Protest (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	5,925,486	5,925,486	AY 2005-06	Income Tax Appellate Tribunal
Income Tax Act	Income Tax	2,691,083	-	AY 2006-07	Income Tax Appellate Tribunal
Income Tax Act	Income Tax	5,879,997	-	AY 2008-09	Income Tax Appellate Tribunal
Income Tax Act	Income Tax	82,920,080	61,200,000	AY 2010-11	Commissioner of Income Tax (Appeal)
Maharashtra Sales Tax	Works Contract Tax	15,658,980	8,400,000	FY 2000-01	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Works Contract Tax	10,300,049	5,600,000	FY 2001-02	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Works Contract Tax	10,758,458	5,600,000	FY 2002-03	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Works Contract Tax	14,055,935	-	FY 2003-04	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Bombay Sales Tax	1,825,000	-	FY 2003-04	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Central Sales Tax	370,000	-	FY 2003-04	Joint Commissioner of Sales Tax (Appeal) II
Maharashtra Sales Tax	Works Contract Tax	2,000,000	-	FY 2004-05	Joint Commissioner of Sales Tax (Appeal)

- (x) *In our opinion, the Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. It has not incurred cash losses in the immediately preceding financial year; however, in the current financial year, the Company has incurred cash losses.*
- (xi) The Company has no dues payable to a financial institution or a bank or debenture-holders during the year. Accordingly, the provisions of clause 4(xi) of the Order are not applicable.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Accordingly, provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 4(xv) of the Order are not applicable.
- (xvi) The Company did not have any term loans outstanding during the year. Accordingly, the provisions of clause 4(xvi) of the Order are not applicable.
- (xvii) *In our opinion, the Company has used funds raised on short-term basis for long-term investments. The Company has non-current assets of Rs. 87,605,422 and negative net worth of Rs. 96,388,349 out of which Rs. 49,002,538 is funded through short term funds in the form of current liabilities.*
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

For Walker, Chandio & Co
 Chartered Accountants
 Firm Registration No: 001076N

per **B P Singh**
 Partner
 Membership No.: 70116

Place: New Delhi
Date: 13 May 2013

Balance Sheet as at 31 March 2013

(All amounts in Rupees unless otherwise stated)

	Notes	As at 31 March 2013	As at 31 March 2012
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	501,941,720	501,941,720
Reserves and surplus	4	(598,330,069)	(355,582,149)
		(96,388,349)	146,359,571
Non-current liabilities			
Long-term borrowings	5	134,000,000	-
Other long-term liabilities	6	991,233	201,300
Long-term provisions	7	-	12,193,094
		134,991,233	12,394,394
Current liabilities			
Trade payables	8	59,552,000	51,776,172
Other current liabilities	9	72,444,239	25,492,530
Short-term provisions	10	5,736,869	6,875,340
		137,733,108	84,144,042
TOTAL		176,335,992	242,898,007
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	9,292,617	27,589,092
Intangible assets	12	698,403	-
Long-term loans and advances	13	77,614,402	86,539,929
Trade receivables	14	-	1,640,797
Other non-current assets	15	-	5,857,873
		87,605,422	121,627,691
Current assets			
Inventories	16	23,078,985	18,352,408
Trade receivables	17	7,566,634	40,148,157
Cash and bank balances	18	24,027,452	8,113,713
Short-term loans and advances	19	20,229,523	21,350,721
Other current assets	20	13,827,976	33,305,317
		88,730,570	121,270,316
TOTAL		176,335,992	242,898,007

The accompanying notes 1 to 43 form an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

For **Walker, Chandio & Co.**
Chartered Accountants

per **B.P. Singh**
Partner

Place : Noida
Date : May 13, 2013

For and on behalf of the Board of directors

B. Saikumar
Director

Senthil Chengalvarayan
Director

Tasneem Udaipurwala
Company Secretary

Statement of Profit and Loss for the year ended 31 March 2013

(All amounts in Rupees unless otherwise stated)

	Notes	Year Ended 31 March 2013	Year Ended 31 March 2012
REVENUE			
Revenue from operations	21	363,804,758	364,261,916
Other income	22	2,418,057	1,599,623
Total revenue		366,222,815	365,861,539
EXPENDITURE			
Costs of material consumed	23	205,159,648	133,248,298
Changes in inventory of work-in-progress	24	1,979,905	28,128
Employee benefits expense	25	86,651,741	86,977,339
Finance costs	26	2,613,900	2,584,996
Depreciation and amortization expense	27	4,920,965	5,100,866
Other expenses	28	186,489,122	140,332,512
Prior period expenses	29	12,379,745	-
Total expenses		500,195,026	368,272,139
Loss before exceptional items and tax		(133,972,211)	(2,410,600)
Exceptional items	30	100,836,817	-
Loss before tax		(234,809,028)	(2,410,600)
Loss for the year from continuing operations before and after tax	40	(2,386,412)	(1,285,041)
Loss for the year from discontinuing operations before tax	40	(232,422,616)	(1,125,559)
Income tax expense/(credit) of discontinuing operations			
Current tax earlier years		7,452,233	-
Deferred tax earlier years		-	(12,855,898)
(Loss)/profit from discontinuing operations after tax		(239,874,849)	11,730,339
(Loss)/profit for the year		(242,261,261)	10,445,298
(Loss)/earnings per share (basic and diluted)	38	(4.83)	0.21

The accompanying notes 1 to 43 form an integral part of the financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For **Walker, Chandio & Co.**
Chartered Accountants

For and on behalf of the Board of directors

per **B.P. Singh**
Partner

B. Saikumar
Director

Senthil Chengalvarayan
Director

Place : Noida
Date : May 13, 2013

Tasneem Udaipurwala
Company Secretary

Cash Flow Statement for the year ended 31 March 2013

	Year Ended 31 March 2013 (Rs.)	Year Ended 31 March 2012 (Rs.)
A. Cash Flow from operating activities		
Loss before tax	(234,809,028)	(2,410,598)
Adjustments for:		
Depreciation and amortisation	4,920,965	5,100,866
Bad debts /advances written off /provided for	20,209,160	1,000,798
Prior period expenses	12,379,745	-
Employee stock compensation expenses	(486,659)	46,797
Interest and other financial charges	2,613,900	2,584,996
Unrealised loss on exchange rate fluctuation	442,352	-
Interest income	(145,559)	(328,195)
Dividend income	-	(443,021)
Operating (loss)/profit before working capital changes	(194,875,124)	5,551,643
Changes in assets other than fixed assets	42,545,040	(49,720,176)
Changes in liabilities other than borrowings	34,029,218	15,859,849
Cash used in operations	(118,300,866)	(28,308,684)
Taxes paid	(2,412,967)	-
Net cash used in operating activities	(120,713,833)	(28,308,684)
B. Cash flow from investing activities:		
Purchase of fixed assets	(1,753,193)	(2,406,110)
Dividend received	-	443,021
Decrease in other bank balances and fixed deposits with original maturity exceeding three months	6,625,286	1,670,450
Interest received	231,347	197,210
Net cash from/(used in) investing activities	5,103,440	(95,429)
C. Cash flow from financing activities:		
Proceeds from borrowings	134,000,000	-
Interest paid	(1,622,667)	(2,584,996)
Dividend and tax thereon	-	(537,192)
Scheme of arrangement for share buyback	-	(48,020)
Issue of shares under employee stock options	-	1,645,500
Right issue application money refund	-	(15,914)
Net cash from/(used in) financing activities	132,377,333	(1,540,622)
Net increase/(decrease) in cash and cash equivalents	16,766,940	(29,944,735)
Cash and cash equivalents as at the beginning of the year	683,175	30,627,910
Cash and cash equivalents as at the end of the year	17,450,115	683,174

This is the Cash Flow Statement referred to in our report of even date

For **Walker, Chandiook & Co.**
Chartered Accountants

per **B.P. Singh**
Partner

Place : Noida
Date : May 13, 2013

For and on behalf of the Board of directors

B. Saikumar
Director

Senthil Chengalvarayan
Director

Tasneem Udaipurwala
Company Secretary

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

1. Background:

Infomedia Press Limited ('the Company') was incorporated on 30 May 1955. The Company is engaged in the business of printing operations.

2. Summary of Significant accounting policies:

a) Basis of preparation

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting and in accordance with the generally accepted accounting principles (GAAP) in India and comply with the Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 to the extent applicable and in accordance with the provisions of the Companies Act, 1956, ("the Act") as adopted consistently by the Company.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amount of revenue and expenses during the reporting period. Actual result could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period.

c) Fixed assets

Fixed assets are stated at their original cost including incidental expenses related to acquisition and installation and subsequent additional cost in respect of major reconditioning expenses enhancing the standard of performance of the assets less accumulated depreciation, amortisation and impairment loss if any.

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

d) Depreciation/amortisation

The Company depreciates/amortises its fixed assets as follows:

- i. Leasehold land - over the period of the lease on straight line method
- ii. Furniture and fixtures, office equipment (in Leased premises) - over the period of the office lease on straight line method or life of the asset whichever is lower
- iii. Vehicles - on the written down value method at the rates specified in Schedule XIV to the Companies Act, 1956;
- iv. Other assets - on straight line method at the rates which are based on the useful life as estimated by the management and are equal to the rates specified in Schedule XIV to the Companies Act, 1956;
- v. Software - over a period of two to three years on straight line method or life of the asset whichever is lower

e) Impairment

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

f) Inventories

Raw materials, components, stores and spares: Lower of cost and net realizable value. Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

Work-in-progress and finished goods: Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

g) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. Income from printing operations and reimbursement of freight and franking expenses is recognised on completion of the job and is accounted for net of taxes.
- ii. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. Dividend income is accounted for when the right to receive dividend is established.

h) Employee benefits

Provident fund

The Company's Employees Provident Fund scheme is a defined contribution plan. The Company's contribution to the Employees' Provident Fund is charged to the Statement of Profit and Loss during the period in which the employee renders the related service.

Gratuity

The Company provides for gratuity, a defined benefit plan covering eligible employees.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation is based on the market yields on government securities as at the balance sheet date. Actuarial gains/losses are recognized immediately in the Statement of profit and loss.

Compensated absences

Benefits comprising long term compensated absences constitute other long term employee benefits. The liability for compensated absences is determined using the Projected Unit Credit Method, on the basis of an actuarial valuation at the period end. Actuarial gains and losses are recognized immediately in the Statement of profit and loss.

Short term employee benefits

Short term employee benefits expected to be paid or payable in exchange for the services rendered is recognized on undiscounted basis.

i) Voluntary retirement compensation

Voluntary retirement compensation is fully charged off in the year of severance of service of the employee.

j) Foreign currency transactions

Initial Recognition:

Foreign currency transactions are recorded in Indian Rupees by applying to the foreign currency amount, the exchange rate between the Indian Rupee and the foreign currency prevailing at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences:

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

k) Operating lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

l) Income tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961 as applicable to the financial year. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation, where the company has unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum alternate tax (MAT) paid in accordance with Income Tax Act, 1961, which gives rise to future economic benefit in the form of adjustment from income tax liability, is recognised as an adjustment to current tax when it is certain that the Company will be able to set off the same.

m) Earnings/(loss) per share

The Company reports basic and diluted earnings/ (loss) per share in accordance with Accounting Standard 20 on Earnings per Share. Basic earnings/ (loss) per equity share have been computed by dividing the Net Profit/(Loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earning/(loss) per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period except where the result would be anti-dilutive.

n) Provisions and contingencies

The Company makes provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made.

A disclosure is made for a contingent liability when there is a:

- Possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company; or
- Present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- Present obligation, where a reliable estimate cannot be made.

o) Employee Stock Option Plan

Accounting value of stock options is determined on the basis of "Intrinsic Value" representing the excess of the market price on the date of grant over the exercise price of the options granted under the "Employees Stock Option Scheme" of the Company, and is being amortized as "Deferred employee compensation" on a straight-line basis over the vesting period in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Guidance Note 18 "Share Based Payments" issued by the Institute of Chartered Accountants of India.

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amounts in Rupees unless otherwise stated)

	As at 31 March 2013	As at 31 March 2012
3 Share capital		
a. Authorized share capital		
100,000,000 (Previous year 100,000,000) equity shares of Rs. 10 each	1,000,000,000	1,000,000,000
b. Issued, subscribed and fully paid-up share capital		
50,194,172 (Previous year 50,194,172) equity shares of Rs. 10 each fully paid up	501,941,720	501,941,720
Total issued, subscribed and fully paid-up share capital	501,941,720	501,941,720

c. Reconciliation of the share capital

	Year ended 31 March 2013		Year ended 31 March 2012	
	Numbers	Amount	Numbers	Amount
i. Equity shares				
Balance at the beginning of the year	50,194,172	501,941,720	50,029,622	500,296,220
Issued during the year	-	-	164,550	1,645,500
Balance at the end of the year	50,194,172	501,941,720	50,194,172	501,941,720

d. Description of the rights, preferences and restrictions attached to each class of shares

Equity shares : The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e. Shares held by holding company, ultimate holding company, subsidiaries/associates of holding company or ultimate holding company

Particulars	Nature of relationship	31 March 2013		31 March 2012	
		Numbers	% of holding	Numbers	% of holding
Network18 Media & Investments Limited	Holding company	23,913,061	47.64%	23,913,061	47.64%

f. Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years to be given for each class of shares

Particulars	Year ended 31 March (Aggregate No. of Shares)				
	2013	2012	2011	2010	2009
Equity Shares :					
Equity shares allotted as fully paid-up pursuant to contract for consideration other than cash	-	-	-	12,338,112	-

g. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of shares held	% of holding	No. of shares held	% of holding
Network18 Media & Investments Limited	23,913,061	47.64	23,913,061	47.64

h. Shares reserved for issue under options and other commitments

As on 31 March 2013, 452,400 (31 March 2012 : 540,300) Employee Stock Options were outstanding under the Employee Stock Option Plan of the Company. Each option would entitle the holder thereof to subscribe to one Equity Share of Rs. 10 each in the Company. For details of shares reserved for issue under the employee stock option(ESOP) plan of the Company please refer note 34.

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amounts in Rupees unless otherwise stated)

	As at 31 March 2013	As at 31 March 2012
4 Reserves and surplus		
a. Capital reserve		
Balance at the beginning of the year	-	142,200,000
Less: Debit balance of profit and loss adjusted as per scheme of arrangement (refer note 31)	-	(142,200,000)
Balance at the end of the year	-	-
b. Securities premium account		
Balance at the beginning of the year	14,588,763	688,552,363
Add: Amount received pursuant to exercise of employee stock options	-	5,494,530
Less: Difference of book value and fair value of assets adjusted pursuant to the scheme of arrangement (refer note 31)	-	(289,523,052)
Less: Amount transferred from deficit in the statement of profit and loss as per the scheme of arrangement (refer note 31)	-	(389,935,078)
Balance at the end of the year	14,588,763	14,588,763
c. Employee stock options outstanding		
Gross employee stock compensation for options granted	6,381,839	7,844,567
Less: Deferred employee stock compensation	(365,457)	(1,341,526)
	6,016,382	6,503,041
d. Defecit in the statement of profit and loss		
Deficit at the beginning of the year	(376,673,953)	(1,240,234,033)
(Loss)/profit for the year	(242,261,261)	10,445,298
Less: Adjustment on account of scheme of arrangement (refer note 31)	-	(142,200,000)
Less: Amount transferred to securities premium account pursuant to the scheme of arrangement(refer note 31)	-	(389,935,078)
Less : Loss of discontinued business subsequent to appointed date transferred	-	(320,979,704)
Net deficit in the statement of profit and loss	(618,935,214)	(376,673,954)
	(598,330,069)	(355,582,149)
5 Long-term borrowings		
Loans and advances from related parties (unsecured)	134,000,000	-
The loan carries an interest @ of 15% p.a. and is repayable after 18 months.	134,000,000	-
6 Other long-term liabilities		
Tender deposit	-	201,300
Interest accrued but not due on borrowings	991,233	-
	991,233	201,300
7 Long-term provisions		
Provision for gratuity	-	3,298,686
Provision for compensated absences	-	8,894,408
	-	12,193,094
8 Trade payables		
Due to micro and small enterprises*	-	917,109
Due to others	59,552,000	50,859,063
	59,552,000	51,776,172
*The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2013 has been made in the financials statements based on information received and available with the Company.		
Principal amount due to micro and small enterprises	-	911,524
Interest due on above	-	5,585
Total	-	917,109

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amount in Rupees unless otherwise stated)

	As at 31 March 2013	As at 31 March 2012
9 Other current liabilities		
Advance from customers	53,454,741	5,968,977
Unclaimed dividends	652,006	1,492,351
Employees dues	276,480	3,331,153
Statutory dues payable	9,818,201	4,826,032
Payable for capital goods	-	602,324
Security deposits	2,523,700	2,748,700
Application money received for allotment of securities and due for refund	9,875	9,875
Other payables	5,709,236	6,513,118
	72,444,239	25,492,530
10 Short-term provisions		
Provision for gratuity	2,845,176	5,190,593
Provision for bonus and superannuation	2,891,693	1,684,747
	5,736,869	6,875,340
11 Tangible assets		

	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Information technology and office equipment	Total
Gross block							
Balance as at 1 April 2011	1,873,125	33,885,516	638,259,148	8,534,706	1,247,150	24,495,494	708,295,139
Additions	-	-	2,367,385	-	-	38,725	2,406,110
Disposal	-	-	-	-	-	-	-
Balance as at 31 March 2012	1,873,125	33,885,516	640,626,533	8,534,706	1,247,150	24,534,219	710,701,249
Transfer to assets held for disposal	-	-	(640,626,533)	-	-	-	(640,626,533)
Balance as at 31 March 2013	1,873,125	33,885,516	-	8,534,706	1,247,150	24,534,219	70,074,716
Accumulated depreciation/ impairment							
Balance as at 1 April 2011	811,690	25,594,732	621,665,660	6,633,185	1,224,348	22,081,676	678,011,291
Charge for the period	31,219	1,253,822	2,644,109	388,088	5,903	777,725	5,100,866
Disposal	-	-	-	-	-	-	-
Balance as at 31 March 2012	842,909	26,848,554	624,309,769	7,021,273	1,230,251	22,859,401	683,112,157
Charge for the period	31,219	1,253,822	2,488,788	386,411	4,375	303,884	4,468,499
Disposal	-	-	-	-	-	-	-
Transfer to assets held for disposal	-	-	(626,798,557)	-	-	-	(626,798,557)
Balance as at 31 March 2013	874,128	28,102,376	-	7,407,684	1,234,626	23,163,285	60,782,099
Net block							
Balance as at 31 March 2012	1,030,216	7,036,962	16,316,764	1,513,433	16,899	1,674,818	27,589,092
Balance as at 31 March 2013	998,997	5,783,140	-	1,127,022	12,524	1,370,934	9,292,617

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

12 Intangible assets

(All amount in Rupees unless otherwise stated)

	Computers software	Total
Gross block		
Balance as at 1 April 2011	2,688,546	2,688,546
Additions	-	-
Deletions	-	-
Balance as at 31 March 2012	2,688,546	2,688,546
Additions	1,150,869	1,150,869
Deletions	-	-
Balance as at 31 March 2013	3,839,415	3,839,415
Accumulated amortisation		
Balance as at 1 April 2011	2,688,546	2,688,546
Charge for the year	-	-
Deletions	-	-
Balance as at 31 March 2012	2,688,546	2,688,546
Charge for the year	452,466	452,466
Balance as at 31 March 2013	3,141,012	3,141,012
Net block		
Balance as at 31 March 2012	-	-
Balance as at 31 March 2013	698,403	698,403

	As at 31 March 2013	As at 31 March 2012
13 Long-term loans and advances (unsecured, considered good)		
Security deposits	575,850	5,340,599
Income tax paid (net of provisions of Rs. 258,487,438 (previous year Rs. 252,145,742))		
	77,038,552	81,199,330
	77,614,402	86,539,929
14 Trade receivables-non current		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	36,234
Unsecured, considered doubtful	-	8,447
Less: Provision for doubtful receivables	-	(8,447)
Other receivables		
Secured, considered good	-	7,731
Unsecured, considered good	-	1,596,832
	-	1,640,797
15 Other non-current assets		
Interest accrued but not due	-	85,788
Deposits with original maturity of more than 12 months	-	5,772,085
	-	5,857,873

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amount in Rupees unless otherwise stated)

	As at 31 March 2013	As at 31 March 2012
16 Inventories		
Raw materials and components	20,578,985	8,705,878
Work-in-progress	-	1,979,905
Stores and spares	2,500,000	7,666,625
	<u>23,078,985</u>	<u>18,352,408</u>
17 Trade receivables - current		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1,416,291	783,959
Unsecured, considered doubtful	17,416,554	182,753
Less: Provision for doubtful receivables	(17,416,554)	(182,753)
	<u>1,416,291</u>	<u>783,959</u>
Other receivables		
Secured, considered good	-	167,269
Unsecured, considered good	6,150,343	39,196,929
Unsecured, considered doubtful	2,967,124	-
Less: Provision for doubtful receivables	(2,967,124)	-
	<u>6,150,343</u>	<u>39,364,198</u>
	<u>7,566,634</u>	<u>40,148,157</u>
18 Cash and bank balances		
Cash and cash equivalents		
Balances with banks:		
In current accounts	17,434,663	471,751
Cheques/drafts in hand	-	183,454
Cash in hand	15,452	27,970
	<u>17,450,115</u>	<u>683,175</u>
Other bank balances		
In current account - Earmarked balances	6,577,337	7,430,538
	<u>6,577,337</u>	<u>7,430,538</u>
	<u>24,027,452</u>	<u>8,113,713</u>
19 Short term loans and advances (unsecured, considered good)		
Security deposits	-	5,247,725
Advances recoverable in cash or in kind	4,502,298	5,361,297
Receivable from gratuity trust	14,140,218	-
Vat input credit	-	9,399,228
Loans and advances to employees	-	320,644
Prepaid expenses	1,587,007	1,021,827
	<u>20,229,523</u>	<u>21,350,721</u>
20 Other current assets		
Receivable on account of demerger from Network18 Media & Investments Limited	-	33,305,317
Fixed assets held for disposal	13,827,976	-
	<u>13,827,976</u>	<u>33,305,317</u>

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amount in Rupees unless otherwise stated)

	For the Year ended 31 March 2013	For the Year ended 31 March 2012
21 Revenue from operations		
Income from printing operations	327,176,125	310,260,715
Reimbursement of freight and franking expenses	30,739,648	37,884,533
Sale of scrap	5,888,985	16,116,668
	363,804,758	364,261,916
22 Other income		
Interest income	145,559	328,195
Dividend income on current investments	-	443,021
Miscellaneous income	2,272,498	828,407
	2,418,057	1,599,623
23 Costs of material consumed		
Opening stock		
-Raw material and components	8,705,878	8,268,688
-Add : Purchase of raw material and components	217,032,755	133,685,488
	225,738,633	141,954,176
Less: Closing stock		
-Raw material and components	20,578,985	8,705,878
	205,159,648	133,248,298
Details of raw material and components consumed		
Sheet paper and reel paper	183,611,804	93,551,163
Ink	10,262,068	9,193,239
Operating supplies and other ancillary costs	11,285,776	30,503,896
	205,159,648	133,248,298
Details of purchases of raw material and components		
Sheet paper and reel paper	197,253,793	98,566,431
Ink	9,679,064	9,135,583
Other material	480,687	3,042,049
Operating supplies	6,542,158	9,459,452
Packing material	3,077,052	13,481,973
	217,032,754	133,685,488
Details of inventory of raw material and components		
Sheet paper and reel paper	19,442,492	5,550,253
Ink	-	583,004
Other material	-	1,219,044
Operating supplies	971,832	1,337,986
Packing material	164,660	15,591
	20,578,984	8,705,878
24 Change in inventory of work in progress		
Work in progress at the beginning of the year	1,979,905	2,008,033
Less : Work in progress at the end of the year	-	1,979,905
	1,979,905	28,128

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

(All amount in Rupees unless otherwise stated)

	For the Year ended 31 March 2013	For the Year ended 31 March 2012
25 Employee benefits expense		
Salaries, wages and bonus	68,717,216	75,843,658
Contribution to provident fund and other funds	3,246,866	2,908,455
Employee stock compensation expenses	-	46,797
Staff welfare expenses	11,245,173	6,976,382
Employee benefits	3,442,486	1,202,047
	86,651,741	86,977,339
26 Finance costs		
Interest expenses	2,256,782	2,273,203
Other financial charges	357,118	311,793
	2,613,900	2,584,996
27 Depreciation and amortization expense		
Depreciation on tangible assets	4,468,499	5,100,866
Amortization of intangible assets	452,466	-
	4,920,965	5,100,866
28 Other expenses		
Consumption of stores and spares	7,344,646	9,272,549
Distribution, advertising and business promotion	35,307,714	39,340,637
Outwork and ancillary printing	57,540,184	16,264,316
Power and fuel	18,204,987	21,325,305
Water charges	701,089	623,969
Rates and taxes	2,635,496	12,366,224
Rent	17,176,277	16,458,611
Repairs and maintenance - Plant and equipment	1,408,735	1,970,438
Repairs and maintenance - Building	23,049	12,836
Repairs and maintenance - Others	1,624,702	388,306
Insurance	1,399,510	1,547,913
Legal and professional expenses	6,158,693	3,604,517
Payment to auditor (as auditor)	1,309,191	3,053,300
Bad debts and advances written off/ provided for	20,209,160	1,000,798
Exchange difference (net)	442,352	175,430
Travelling and conveyance	399,579	162,589
Communication costs	677,708	1,167,001
Printing and stationery	1,633,510	2,595,129
Miscellaneous expenses	12,292,540	9,002,644
	186,489,122	140,332,512
29 Prior period expenses		
Balances written off	12,379,745	-
	12,379,745	-
30 Exceptional items		
Voluntary retirement scheme (refer note 33)	100,836,817	-
	100,836,817	-

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

31. The Hon'ble High Court of Delhi approved the Scheme of Arrangement ('the Scheme') between Infomedia Press Limited ('the Demerged Company' or 'Infomedia') and Network 18 Media & Investments Limited ('Network 18' or 'the Resulting Company') and their respective shareholders and creditors vide its orders dated 22 May 2012 (read with orders dated 3 May 2012, 10 February 2012 and 22 November 2011). The appointed date as per the scheme was 1 April 2010 and the scheme was made effective on 1 June 2012 (the 'Effective Date') on filing the copies of the order of the Hon'ble High Court with the Registrar of Companies. Accordingly the effect of the Scheme was given in the financial statements of the Company for the year ended 31 March 2012.

Pursuant to the Scheme, the 'Demerged Undertaking' (as defined in the Scheme) inter alia comprising of the Business Directories business, the New Media business and the Publishing business of the Company demerged into Network18 with effect from appointed date of 1 April 2010. The printing press business (the 'Remaining Business' as defined in the Scheme) continued to remain with the Company. Further the book value of the assets and liabilities of the Demerged Undertaking as at 1 April 2010 standing in the books of account of Infomedia have been transferred to Network18 and the aggregate of the net assets of the Demerged Undertaking as at 1 April 2010 transferred to Network18 amounting to Rs 289,523,052 as increased by the debit balance of Statement of profit and loss of Infomedia Press Limited as at 1 April 2010 have been adjusted against the following balances as at 1 April 2010.

- i. Capital reserve Rs 142,200,000; and
- ii. Securities premium account Rs 679,458,130

Pursuant to the provisions of the Scheme and Section 100 and all other applicable provisions of the Act, reduction in the balance in Securities premium account and Capital reserve as mentioned above has been effected as an integral part of this Scheme only, as the same does not involve either diminution of liability in respect of unpaid capital or payment to any shareholder of any amount paid in respect of shares issued and the order of the Court is deemed to be an order under Section 102 of the Act, confirming the reduction. Notwithstanding the reduction in capital of the Company as aforesaid, it shall not be required to add "and reduced" as suffix to its name.

The Scheme provides that as and from the appointed date, upto and including the effective date:

- (i) Demerged Company (to the extent of the Demerged Undertaking), shall carry on and be deemed to have carried on its business and activities and shall stand possessed of all the assets and properties, in trust for Resulting Company and shall account for the same to Resulting Company.
- (ii) Income or profit accruing or arising to the Demerged Undertaking and all costs, charges, expenses and losses or taxes incurred by the Demerged Undertaking shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of Resulting Company and shall be available to the Resulting Company for being disposed off in any manner as it thinks fit.

Accordingly the loss of the Demerged Undertaking for the period 1 April 2010 to 31 March 2011 amounting to Rs 320,979,704 has also been transferred to the Resulting Company.

Pursuant to the Scheme, the name of Company has been changed to Infomedia Press Limited with effect from 5 July, 2012.

The Company has incurred a loss of Rs. 242,261,261 during the year ended 31 March 2013 and has discontinued its printing operations. The management is evaluating various options, including sale of certain assets of the Printing Press business and starting a new line of business in the Company. There is a material uncertainty related to the aforementioned conditions that may cast significant doubt on the Company continuing as a going concern and accordingly the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. Network18 has given a support letter to, extend for the foreseeable future (i.e. twelve months from the balance sheet date), any financial and business support, which may be required by the Company. Considering these factors the management has assessed that the Company continues to be a going concern and hence, these financial statements have been prepared on a going concern basis.

32. Provisions and contingencies

a. Claims against the Company not acknowledged as debts:

- i. The Company has received demands of Rs. 97,416,646 (31 March 2012 - Rs. 109,870,463) towards Income Tax for the Assessment Year 2005-06, 2006-2007, 2008-09 and 2010-2011. The Company has disputed the demands and has preferred appeals before appellate authorities, to set aside the demands and carry out necessary rectifications. The Company has also been legally advised that the possibility of matters being decided against the Company and the demands crystallizing is not likely.
- ii. Sales tax/Works Contract tax matters disputed by the Company relating to issue of applicability, allowability, etc. aggregating to Rs. 35,568,422 (31 March 2012 : Rs. 36,717,487) for the F.Y 2001-2002, 2002-2003, 2003-2004 and 2004-2005.

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

In respect of the demands/claims described in paragraphs (i) and (ii) above, the Company has also assessed that the possibility of these cases being decided against the Company and the demand crystallizing on the Company is not probable and hence no provision is required.

- iii. Bank guarantee given to Bombay Stock Exchange ('BSE') towards issue of Equity shares on rights basis amounting to Rs. Nil (31 March 2012 - Rs. 5,000,000).

33. During the year ended 31 March 2013, the Company reached a compensation settlement with majority of the permanent employees of the Company through a Voluntary Retirement Scheme resulting in expenditure amounting to Rs. 100,836,817. The compensation was paid during the financial year and was charged to profit and loss for the year ended 31 March 2013 and presented as exceptional item.

34. Employee Stock Option Plans

The Company's Employee Stock Option Plans (ESOPs) framed in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") which have been approved by the Board of Directors and the Shareholders are listed below.

Employee Stock Option Plan 2004 (ESOP 2004):

Particulars	Grant 1		Grant 2		Grant 3		Grant 4		Grant 5		Grant 6	
Date of Grant/ Board approval	25 October 2004		10 May 2005		28 October 2005		27 June 2006		27 October 2006		22 November 2007	
No of Options Granted	1,64,000		1,00,000		1,55,500		17,500		18,500		38,500	
Exercise Price Per Option (Rs)	86.85		141.45		150.8		180.5		154.05		209.85	
Revised Exercise Price per Option (Rs.) vide Board Approval dated 15 July 2010	-		-		10		10		10		10	
Method of Settle- ment	Equity		Equity		Equity		Equity		Equity		Equity	
Vesting period	Date	Option	Date	Option	Date	Option	Date	Option	Date	Option	Date	Option
	24 Octo- ber 2005 (1 Year)	40,000	30 May 2006 (1 Year & 21 days)	20,000	27 October 2006 (1Year)	77,750	26 June 2007 (1 Year)	8,750	26 Oc- tober 2007 (1 Year)	9,250	21 No- vember 2008 (1 Year)	19,250
	30 May 2006 (1 Year & 217 days)	60,000	30 May 2006 (2 Year & 21 days)	80,000	27 October 2007 (2 Years)	77,750	26-Jun- 08 (2 Years)	8,750	26- Oct-08 (2 Years)	9,250	21-Nov- 09 (1 Year)	19,250
	31 Mar 2006 (1 Year & 157 days)	32,000										
	31 Mar 2007 (2 Years & 157 days)	32,000										
Exercise Period	Three Years		Three Years		Three Years		Three Years		Three Years		Three Years	

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

This scheme (ESOP 2004) is covered under the approval of the shareholders vide their Annual General Meeting held on 28 July 2004 as modified at Extra Ordinary General Meeting held on 20 January 2005 and Annual General Meeting held on 10 October 2006 and further modified through postal ballot resolution, results whereof were declared on 15 July 2010.

The details of activity under the plan are summarized below:

Particulars	Year ended 31 March 2013		Year ended 31 March 2012	
	No. of Shares	Weighted Average Exercise Price (Rs.)	No. of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	1,750	10.00	9,750	10.00
Grant during the year	-	-	-	-
Exercised during the year	-	-	-	-
No. of options lapsed during the year	1,750	10.00	8,000	10.00
Outstanding at the end of the year	-	-	1,750	10.00
Exercisable at the end of the year	-	-	1,750	10.00
Weighted average remaining contractual life (in years)	-	-	0.32	-
Weighted average fair value of the options granted (Rs.)	-	-	-	-

Employee Stock Option Plan 2007 (ESOP 2007):

Particulars	Grant 1		Grant 2		Grant 3	
Date of Grant/ Board Approval	2 April 2009		26 October 2010		16 June 2011	
No of Options Granted	9,67,500		2,00,000		1,30,000	
Exercise Per Option (Rs.)	10 (Exercise price of 667,500 options was revised from Rs. 57.30/- to Rs.10 vide Compensation Committee approval dated 25 February 2010)		10		10	
Method of Settlement	Equity		Equity		Equity	
Vesting Period	Date	Options	Date	Options	Date	Options
	1 April 2010 (1 Year)	3,87,000	26 October 2011 (1Year)	80,000	16 June 2012 (1 Year)	52,000
	1 April 2011 (2 Years)	290,250	26 October 2012 (2 Years)	60,000	16 June 2013 (2 Years)	39,000
	1 October 2011 (2 Years 6 months)	290,250	26 October 2013 (3 Years)	60,000	16 June 2014 (3 Years)	39,000
Exercise Period	Three Years		Three Years		Three Years	

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

This scheme (ESOP 2007) is covered under the approval of the shareholders vide their Extra-Ordinary General Meeting held on 10 January 2008 and further modified through postal ballot resolution, results whereof were declared on 7 May 2010.

The details of activity under the plan are summarized below:

Particulars	Year ended 31 March 2013		Year ended 31 March 2012	
	No. of Shares	Weighted Average Exercise Price (Rs.)	No. of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	538,500	10.00	712,400	10.00
Grant during the year	-	-	130,000	10.00
Exercised during the year	-	-	164,550	10.00
No of options lapsed during the year	86,150	10.00	139,300	10.00
Outstanding at the end of the year	452,400	10.00	538,550	10.00
Exercisable at the end of the year	314,400	10.00	288,550	10.00
Weighted average remaining contractual life (in years)	2.35	-	3.12	-

Employee Stock Purchase Plan 2010 (ESPP 2010):

During the year 2010-2011, the Company had also introduced an Employee Stock Purchase Plan, 2010 (ESPP 2010) which was approved by shareholders vide postal ballot resolution, results whereof were declared on 7 May 2010. However, there has been no activity under this Scheme till balance sheet date.

Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

ESOP 2004	2011-2012
Expected Dividend yield	1.2 %
Expected Volatility of Share price	68.85 %
Risk Free Interest Rate	8.46 %
Weighted average share price on date of exercise	-
Exercise price Rs.	10
Expected life of the option	0.32 years
ESOP 2007	2011-2012
Expected Dividend yield	1.2 %
Expected Volatility of Share price	61.80% to 66.20 %
Risk Free Interest Rate	8.47% to 8.51 %
Weighted average share price on date of exercise	Rs. 19.00
Exercise price Rs.	10
Expected life of the option	0.50 to 2.61 years

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

The Company has adopted the intrinsic value method as promoted by the SEBI Guidelines and the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India for measuring the cost of the options granted.

Had the Company used the fair value method in accordance with Black Scholes Model to determine employee stock compensation, its loss after tax and loss per share as reported would have changed to the amounts indicated below:

	31 March 2013 (Rs.)	31 March 2012 (Rs.)
Profit/(Loss) as reported	(242,261,261)	10,445,298
Add : Employee stock compensation under intrinsic value method	(486,660)	46,797
Less: Employee stock compensation under fair value method	(586,580)	33,171
Proforma Loss	(242,361,181)	10,458,924
Loss Per Share		
Basic		
- As reported	(4.83)	0.21
- Pro forma	(4.83)	0.21
Diluted		
- As reported	(4.83)	0.21
- Pro forma	(4.83)	0.21

Since the intrinsic value being Rs. (486,660) (31 March 2012: Rs. 46,797), accrual has been made towards compensation cost in the financial statements for the year ended 31 March, 2013.

35. (Loss)/earnings per share

Particulars	31 March 2013 Rs.	31 March 2012 Rs.
(Loss)/profit after tax attributable to equity shareholders	(242,261,261)	10,445,298
Weighted average number of equity shares in calculating basic (loss)/ earnings per share	50,194,172	50,160,003
(Loss)/earnings per share (basic and diluted)	(4.83)	0.21

36. Value of imports calculated on CIF basis

	31 March 2013 (Rs.)	31 March 2012 (Rs.)
Paper	107,697,440	40,062,152
Printing & Binding Material	377,920	381,877
Spares	-	361,266
	108,075,360	40,805,295

37. Value of imported and indigenous raw materials consumed and the percentage of each to the total consumption:

	31 March 2013 (Rs.)	%	31 March 2012 (Rs.)	%
Paper, inks, printing and binding materials:				
Imported, at landed cost	120,679,184	59	40,444,029	30
Indigenously obtained	84,480,464	41	92,804,269	70
	205,159,648	100	133,248,298	100

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

38. Related parties disclosures:

a. List of related parties

i. Parties where control exists:

- Network18 Media & Investments Limited (w.e.f. 11 June 2011)
- Television Eighteen India Limited by virtue of control of the Board of Directors (upto 10 June 2011)

ii. Fellow subsidiaries (with whom transactions have been undertaken during the year)

- TV18 Broadcast Limited
- Digital 18 Media Limited

iii. Key Management Personnel

- Mr. Hareesh Chawla - Managing Director of the Company upto 15 February 2012

iv. Joint Venture

- Reed Infomedia India Private Limited (upto 10 June 2011)

	Holding Company	Fellow subsidiary	Grand Total
Transactions during the year			
Loan taken during the year			
Network18 Media & Investment Limited	134,000,000 (-)	- (-)	134,000,000 (-)
Finance costs			
Network18 Media & Investments Limited	1,101,370 (-)	- (-)	1,101,370 (-)
Revenue from operations			
Digital 18 Media Limited	- (-)	26,938,782 (29,142,400)	26,938,782 (29,142,400)
TV18 Broadcast Limited	- (-)	2,180,526 (-)	2,180,526 (-)
Television Eighteen India Limited	- (2,285,207)	- (-)	- (2,285,207)
Network18 Media & Investments Limited	147,050,762 (123,295,931)	- (-)	147,050,762 (123,295,931)
Reimbursement of expenses (Paid)			
Network18 Media & Investments Limited	16,191,074 (-)	- (-)	16,191,074 (-)
Reimbursement of expenses (Received)			
Digital 18 Media Limited	- (-)	859,973 (-)	859,973 (-)
Balance at the year end			
Trade receivables			
Digital 18 Media Limited	- (-)	3,505,892 (7,104,263)	3,505,892 (7,104,263)
Television Eighteen India Limited	- (2,299,130)	- (-)	- (2,299,130)
Network18 Media & Investments Limited	- (36,076,297)	- (-)	- (36,076,297)
Amounts due to			
Network18 Media & Investments Limited	39,605,774 (-)	- (-)	39,605,774 (-)
Loan outstanding			
Network18 Media & Investment Limited	134,000,000 (-)	- (-)	134,000,000 (-)
Interest payable			
Network18 Media & Investments Limited	991,233 (-)	- (-)	991,233 (-)

Figures in bracket () represent previous year figure

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

39. Employee benefits

Defined Contribution Plan

The Company has contributed Rs. 3,246,866 (previous year Rs. 2,908,455) to Provident Fund

Defined Benefit Plan

Gratuity

The Company has given voluntary retirement to certain employees and is in the process of giving voluntary retirement to the remaining employees. Considering the same, the gratuity liability has been assessed on actual basis and the same has been classified as short term in nature.

Statement of profit and loss

Net employee benefit expense

The present value of defined benefit obligations and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried at each balance sheet date. The details are set out as under:

Particulars	31 March 2013	31 March 2012
	Gratuity (Rs.)	Gratuity (Rs.)
Current service cost	11,215,704	1,018,191
Interest cost on benefit obligation	-	2,343,106
Expected return on plan assets	-	(1,915,194)
Interdivisional transfer effect	-	(2,010,333)
Net actuarial (gain) / loss recognised in the year	-	(1,766,277)
Past service cost	-	-
Net (benefit) / expense	5,143,369	1,202,047
Actual return/(loss) on plan Assets	6,072,335	394,837

Changes in the present value of the defined benefit obligation are as follows:

Particulars	31 March 2013	31 March 2012
Opening defined benefit obligation	30,949,216	28,401,284
Interest cost	-	2,343,106
Current service cost	11,215,704	1,018,191
Benefits paid	27,755,910	(1,059,285)
Actuarial (gains) / losses on obligation	-	245,920
Closing defined benefit obligation	14,409,010	30,949,216

Changes in the fair value of plan assets are as follows:

Particulars	31 March 2013	31 March 2012
Opening fair value of plan assets	23,609,307	23,214,470
Expected return	6,072,335	1,915,194
Contributions by employer	-	1,059,285
Benefits paid	1,132,414	(1,059,285)
Actuarial gains / (losses)	-	(1,520,357)
Closing fair value of plan assets	28,549,228	23,609,307
Actuarial gains/(losses) recognized in the year	-	(1,766,277)

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	31 March, 2013	31 March, 2012
	Gratuity	Gratuity
	%	%
Group Gratuity Funds	2.25	31.43
Special Deposits with Banks	26.56	68.57
Bank balances	71.19	-

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	31 March 2012 Gratuity %
Discount rate	8.50
Expected rate of return on assets	8.50
Salary Escalation	6.00
Attrition Rate	3% till age of 30, 2% till age of 44 and 1% thereafter + service related.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

40. During the year the Company has closed the printing press business and discontinued the printing operations. As at 31 March 2013, the carrying amount of such assets and liabilities of discontinuing operations which were not disposed off was Rs 161,786,077 (previous year Rs 234,830,829) and Rs 129,965,331 (previous year Rs 96,538,436) respectively. The following statement shows the revenue and expenses of continuing and discontinuing operations:

Particulars	Continuing Operations		Discontinuing Operations		Total	
	Year Ended 31 March 2013	Year Ended 31 March 2012	Year Ended 31 March 2013	Year Ended 31 March 2012	Year Ended 31 March 2013	Year Ended 31 March 2012
Revenue						
Revenue from operations	-	-	363,804,758	364,261,916	363,804,758	364,261,916
Other income	-	-	2,418,057	1,599,623	2,418,057	1,599,623
Revenue	-	-	366,222,815	365,861,539	366,222,815	365,861,539
Expenses						
Cost of material consumed	-	-	205,159,648	133,248,298	205,159,648	133,248,298
Changes in inventory of finished goods and work-in-progress	-	-	1,979,905	28,128	1,979,905	28,128
Employee benefits expense	-	-	86,651,741	86,977,339	86,651,741	86,977,339
Other operating expenses	-	-	186,489,122	140,332,512	186,489,122	140,332,512

Infomedia Press Limited (formerly Infomedia 18 Limited)

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2013

Particulars	Continuing Operations		Discontinuing Operations		Total	
	Year Ended 31 March 2013	Year Ended 31 March 2012	Year Ended 31 March 2013	Year Ended 31 March 2012	Year Ended 31 March 2013	Year Ended 31 March 2012
Depreciation and amortization expense	1,285,042	1,285,041	3,635,923	3,815,825	4,920,965	5,100,866
Finance costs	1,101,370	-	1,512,530	2,584,996	2,613,900	2,584,996
Prior period expenses /(income)	-	-	12,379,745	-	12,379,745	-
Expenses	2,386,412	1,285,041	497,808,614	366,987,098	500,195,026	368,272,139
Loss before exceptional items and tax	(2,386,412)	(1,285,041)	(131,585,799)	(1,125,559)	(133,972,211)	(2,410,600)
Exceptional items	-	-	100,836,817	-	100,836,817	-
Loss before tax	(2,386,412)	(1,285,041)	(232,422,616)	(1,125,559)	(234,809,028)	(2,410,600)
Current tax earlier years	-	-	7,452,233	-	7,452,233	-
Deferred tax	-	-	-	(12,855,898)	-	(12,855,898)
Loss for the period	(2,386,412)	(1,285,041)	(239,874,849)	11,730,339	(242,261,261)	(10,455,298)

41. Since the accumulated losses of the Company have resulted in the erosion of its net worth, the Company is evaluating the applicability of the provisions of Sick Industrial Companies Act (SICA) and will take necessary steps to comply with the same, as applicable.
42. As the Company operates in a single business and geographical segment, the reporting requirements for primary and secondary segment disclosures prescribed by Accounting Standard 17 "Segment Reporting", have not been provided in these financial statements.
43. Previous year's figures have been regrouped wherever necessary to conform with figures of the current year.

As per our report of even date

For **Walker, Chandio & Co.**
Chartered Accountants

per **B.P. Singh**
Partner

Place : Noida
Date : May 13, 2013

For and on behalf of the Board of directors

B. Saikumar
Director

Senthil Chengalvarayan
Director

Tasneem Udaipurwala
Company Secretary

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Infomedia Press Limited

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

Unit : Infomedia Press Limited

To

TSR Darashaw Private Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai-400 011.

Dear Sir,

I/We shareholder(s) of Infomedia Press Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication, from time to time in electronic mode (throughn e-mail).

I/We request you to kindly register my/our below mentioned email id in the Company's records for sending such communication through e-mail.

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

*Applicable for members holding shares in electronic form.

Name of the Sole/First Shareholder : _____

Name of the Joint Shareholders (if any) : _____

No. of shares held : _____

E-mail id for receipt of documents in electronic mode : _____

Date: _____ Signature: _____

Place: _____ (Sole/First Shareholder)

Notes:

1. Shareholders are request to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email id.
2. For shares held in demat form, shareholders are also requested to inform/update their email-ids to their respective Depository Participants.

Infomedia Press Limited

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

Attendance Slip

Members attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I hereby record my presence at the Fifty-Eighth Annual General Meeting of the Company held on **Monday, 29th day of July 2013 at 3.00 p.m. at MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi – 110 054**

Full name of the Member (in BLOCK LETTERS)

Signature

Folio No./DP ID No.*

& Client ID No.*

*Applicable for members holding shares in electronic form.

Full name of the Proxy (in BLOCK LETTERS)

Signature#

- Notes:**
1. Member/Proxyholder wishing to attend the meeting must bring this Attendance slip to the meeting.
 2. Member/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Infomedia Press Limited

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

Proxy

I/We _____ of _____

in the District of _____ being a Member/Members of **INFOMEDIA PRESS LIMITED**

hereby appoint _____ of _____ in the

district of _____ or failing him _____ of _____

in the District of _____ as my/ our proxy to vote for me/ us on my/ our behalf the Fifty Eighth Annual General Meeting of the Company to be held on **Monday, 29th day of July 2013 at 3.00 p.m. at MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi – 110 054** and at any adjournment thereof.

Signed this _____ day of _____, 2013

Folio No./DP ID No.*

& Client ID No.*

*Applicable for members holding shares in electronic form.

Signature

No. of Shares held _____

**In favour of

This form is to be used _____ the resolution. Unless otherwise instructed, the Proxy will act as he thinks fit.

** against

**Strike out whichever is not desired.

Note: This form duly completed and signed must be deposited at the Registered Office of the Company, Infomedia Press Limited, 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001, not less than 48 hours before the time for holding the aforesaid Meeting.

Proxies have no right to speak at the meeting.

Affix
Re. 1
Revenue
Stamp

