

Folio No./DP Id. / Client Id:

Name:

Address:

Folio No./DP Id. / Client Id:

Name:

Address:

Joint Holder(s):

No of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Infomedia Press Limited ("Infomedia" or "the Company") is offering e-voting facility to its members in respect of the businesses to be transacted at the Fifty-Ninth Annual General Meeting scheduled to be held on Tuesday, September 30, 2014 at 1.00 p.m.

The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on September 25, 2014
End of e-voting : Up to 10.00 a.m. (IST) on September 27, 2014

The cut-off date (i.e. the record date) for the purpose of e-voting is September 12, 2014.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated August 12, 2014 for the Fifty-Ninth Annual General Meeting ("AGM") scheduled to be held on September 30, 2014, which has already been mailed to you along with the full Annual Report of the Company for the financial year 2013-14. **A copy of the said Notice is sent herewith for your reference.** Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.infomediapress.in.

Mumbai
September 12, 2014

Yours faithfully,
For **Infomedia Press Limited**

Tasneem Udaipurwala
Company Secretary

Registered Office: 503,504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi- 110 001.

T +91 11 4981 2600, **F** +91 11 4150 6115

Website: www.infomediapress.in **Email :** investors@infomedia18.in

(CIN – L22219DL1955PLC211606)

Joint Holder(s):

No of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Infomedia Press Limited ("Infomedia" or "the Company") is offering e-voting facility to its members in respect of the businesses to be transacted at the Fifty-Ninth Annual General Meeting scheduled to be held on Tuesday, September 30, 2014 at 1.00 p.m.

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T +91 11 4981 2600, **F** +91 11 4150 6115

Website: www.infomediapress.in **Email :** investors@infomedia18.in

(CIN – L22219DL1955PLC211606)

Instructions and other information relating to e-voting are as under:

- (1) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (2) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (3) After entering these details appropriately, click on “LOGIN”.
- (4) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (5) You need to login again with the new credentials.
- (6) On successful login, the system will prompt you to select the E-Voting Event Number for Infomedia Press Limited.
- (7) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (8) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (9) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (10) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (11) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (12) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: infomedia.scr@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- (13) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (14) In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
- (15) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e the record date), being Friday, September 12, 2014.
- (16) The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, M/s BN Associates, Company Secretaries, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (17) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (18) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- (19) The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company (www.infomediapress.in) and on Karvy’s website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same shall also be sent to the BSE Limited and the National Stock Exchange of India Limited.

Instructions and other information relating to e-voting are as under:

- (1) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (2) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (3) After entering these details appropriately, click on “LOGIN”.
- (4) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (5) You need to login again with the new credentials.
- (6) On successful login, the system will prompt you to select the E-Voting Event Number for Infomedia Press Limited.
- (7) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (8) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (9) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (10) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (11) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (12) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: infomedia.scr@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- (13) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (14) In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
- (15) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e the record date), being Friday, September 12, 2014.
- (16) The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, M/s BN Associates, Company Secretaries, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (17) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (18) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- (19) The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company (www.infomediapress.in) and on Karvy’s website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same shall also be sent to the BSE Limited and the National Stock Exchange of India Limited.

Infomedia Press Limited

Notice

(Note: The business of this Meeting may be transacted through electronic voting system)

Notice is hereby given that the 59th Annual General Meeting of the members of **Infomedia Press Limited** (“**the Company**”) will be held on Tuesday, September 30, 2014 at 1.00 p.m. at Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi-110074 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee of the Board of Directors, Walker Chandiook & Co. LLP, (ICAI Firm Registration No. 001076N) (formerly M/s. Walker, Chandiook & Co.), 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 till the conclusion of the 62nd Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. To appoint Mr. Rohit Bansal (DIN: 02067348) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rohit Bansal (DIN: 02067348), who was appointed as an Additional Director pursuant to

the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Mr. Vinay Chhajlani (DIN: 00078665) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinay Chhajlani (DIN: 00078665), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To appoint Mr. Manoj Mohanka (DIN: 00128593) as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Manoj Mohanka (DIN: 00128593), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing

under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 1 (one) year till the conclusion of the 60th Annual General Meeting.”

6. To appoint Mr. Gagan Kumar (DIN: 02989428) as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Gagan Kumar (DIN 02989428), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 1 (one) year till the conclusion of the 60th Annual General Meeting.”

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To approve borrowings and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 (including

any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute, to exercise its powers, including the powers conferred by this resolution) to borrow, from time to time, any sum or sums of money at its discretion, for the purposes of the business of the Company, which together with the moneys already borrowed by the Company and remaining outstanding (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business or which is repayable on demand or within a period of six months) may exceed at any point of time, the aggregate of the paid-up share capital, free reserves, that is to say reserves which are available for distribution as dividend and the securities premium account by a sum not exceeding Rs. 350 crore (Rupees three hundred and fifty Crore).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Infomedia Press Limited**

Place: Mumbai **Tasneem Udaipurwala**
Date: August 12, 2014 Company Secretary

Registered Office

503, 504 & 507, 5th Floor, ‘Mercantile House’
15, K. G. Marg, New Delhi – 110 001

Tel No: +91 011 4981 2600, Fax +91 011 6150 6115

CIN – L22219DL1955PLC211606

email : investors@infomedia18.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto.
3. 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 Meeting, as required under Section 113 of the Companies Act, 2013.
4. Members/ Proxies are requested to bring a copy of this notice. Those members who have not received a copy of the Annual Report can collect their copy from the Registered Office of the Company.
5. Members/ Proxies should complete and hand over duly signed attendance slips at the Meeting to record their attendance.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Registers of Members and Share Transfer Books will be closed from September 24, 2014 to September 30, 2014 (both days inclusive) for the purposes of the 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 Meeting.
9. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter se* as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.
10. 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and shareholders resolution(s) shall be placed before the Meeting.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Pursuant to provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed amount of dividend etc., which remain unpaid / unclaimed for period of seven years, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 29, 2013 (date of last Annual General Meeting) on the Company's website, as also on the Ministry of Corporate Affairs' website.
13. The relevant documents referred to in the accompanying Notice and the Statement are available for inspection at the Registered Office of the Company on all working days, except holidays, during business hours up to the date of the Meeting.
14. 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 to the Company / Company's Registrar M/s TSR Darashaw Private Limited (TSR Darashaw).
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to TSR Darashaw.
16. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to TSR Darashaw or contact their depository participant as the case may be, for consolidation into a single folio.
17. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Notices, Annual Report, circulars, etc. from the Company electronically.**

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent separately.

STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT"):

The following Statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No. 3:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Rohit Bansal as an Additional Director of the Company with effect from July 7, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Rohit Bansal would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rohit Bansal for the office of Director of the Company.

Mr. Rohit Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Rohit Bansal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rohit Bansal is appointed as a Director of the Company.

Save and except Mr. Rohit Bansal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Vinay Chhajlani as an Additional Director of the

Company with effect from July 7, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Vinay Chhajlani would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vinay Chhajlani for the office of Director of the Company.

Mr. Vinay Chhajlani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Vinay Chhajlani, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vinay Chhajlani is appointed as a Director of the Company.

Save and except Mr. Vinay Chhajlani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item Nos. 5 and 6

Mr. Manoj Mohanka is a Non-Executive Independent Chairman of the Company. He joined the Board of Directors of the Company on August 21, 2008. Mr. Gagan Kumar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on April 30, 2012.

Section 149 of the Act *inter alia* stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mr. Manoj Mohanka and Mr. Gagan Kumar as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term up to 1(one) year till the conclusion of the 60th Annual General Meeting of the Company.

Mr. Manoj Mohanka and Mr. Gagan are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite

amount under Section 160 of the Act proposing the candidatures of each of Mr. Manoj Mohanka and Mr. Gagan Kumar for the office of Directors of the Company. The Company has also received declarations from Mr. Manoj Mohanka and Mr. Gagan Kumar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Manoj Mohanka and Mr. Gagan Kumar fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Manoj Mohanka and Mr. Gagan Kumar are independent of the management.

Brief resume of Mr. Manoj Mohanka and Mr. Gagan Kumar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Manoj Mohanka and Mr. Gagan Kumar as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Manoj Mohanka and Mr. Gagan Kumar are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regard to their respective appointments.

The relatives of Mr. Manoj Mohanka and Mr. Gagan Kumar may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the shareholders.

Item No. 7

The existing Articles of Association ("AoA") of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had

notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, *inter alia*, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles of Association.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives, save and except to the extent of their shareholding interest, if any, in the Company, are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No.8

The members of the Company vide resolution passed at the Extra-ordinary General Meeting held on January 10, 2008 had authorized the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 350 crore in excess of the aggregate of the paid-up capital and free reserves of the Company in terms of Section 293(1)(d) of the Companies Act, 1956.

In terms of Section 180(1)(c) of the Act, the borrowing limits have to be approved by a special resolution as compared to an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956. Further, under the Companies Act, 1956, 'free reserves' included securities premium account while under the Act, securities premium account is not to be considered as free reserves.

In view of the requirements under the Act and the General Circular no. 04 /2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, it is proposed to seek approval of shareholders under Section 180(1)(c) of the Act by a special resolution for the same borrowing limits as earlier approved by the shareholders under Section 293(1)(d) of the Companies Act, 1956 i.e., authorizing the Board of

Directors of the Company to borrow, from time to time, an amount not exceeding Rs. 350 crore (Rupees three hundred and fifty crore only) in excess of the aggregate of the paid-up share capital, free reserves (that is to say, reserves which are available for distribution as dividend) and securities premium account.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders

**By order of the Board of Directors
For Infomedia Press Limited**

Place: Mumbai
Date: August 12, 2014

**Tasneem
Udaipurwala**
Company Secretary

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