

Infomedia Press Limited

(CIN - L22219DL1955PLC211606)

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

Tel : +91 11 4981 2600, **Fax :** +91 11 4150 6115

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), Infomedia Press Limited (hereinafter referred to as "the Company" or "Infomedia") proposes to obtain approval of its Members for the resolution as given in this Notice by way of Postal Ballot/e-voting.

The proposed resolution as set out in the Notice along with the respective explanatory statement setting out the material facts and the reasons thereto is also appended herewith for your consideration.

Mr. Rupesh Agarwal, Partner, Chandrasekaran Associates, Company Secretaries, has been appointed as Scrutinizer (hereinafter referred as "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by physical ballot mode are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same (**in original, photocopy not allowed**) duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company (if posted in India) at the address given thereon. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.30 hours IST on September 28, 2015 to be eligible for being considered, failing which it will be strictly considered as if no reply has been received from the Member.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), e-voting facility is provided to the Members which would enable them to cast their votes electronically.

The Company has engaged Karvy Computershare Private Limited ("Karvy") for providing e-voting facility through their platform. Detailed instructions for exercising the ballot through e-voting is provided in the notes to the Postal Ballot Notice. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical Postal Ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 14, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received and votes cast through e-voting. The results of the postal ballot shall be declared on September 30, 2015 at 16.30 hours IST at the Registered Office of the Company. The results of the Postal Ballot along with the Report of the Scrutinizer will also be placed on the website of the Company: www.infomediapress.in and that of Karvy: <https://evoting.karvy.com>, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

The resolution as set out in the Notice, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date fixed for receipt of the Postal Ballot Form i.e. September 28, 2015.

PROPOSED RESOLUTION :

1. To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with applicable provisions of the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 and subject to the approval of the Central Government and other necessary approval(s), if any, in this regard from appropriate authority(ies), and/ or sanction(s) as may be required, specified, imposed or suggested by the appropriate authorities, while granting any such approval(s), consent(s), permission(s), modification(s) and/or sanction(s) which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall, include any Committee(s) of the Board already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals/ sanctions as may be required, the existing Clause II of the Memorandum of Association of the Company be substituted by the following:

"II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company be and are hereby authorized on behalf of the Company to do and perform all such acts, matters, deeds, and things, as it may at its discretion deem necessary, desirable, proper, expedient or incidental for the implementation of the above resolutions including but not limited to, delegation of all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company to implement the above resolution, to sign, seal and execute all deed(s), application(s), document(s) etc. that may be required on behalf of the Company or to settle any questions, difficulties or doubts that may arise in regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For Infomedia Press Limited

Tasneem Udaipurwala
Company Secretary

Date: August 5, 2015
Place: New Delhi

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 stating all the material facts and reasons concerning each item of business to be transacted is annexed herewith.
2. Notice is being sent to all the Members of the Company whose name appear in the Register of Members/ List of Beneficial Owners as on August 14, 2015 (the "Record date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members of the Company as on the Record date. Person who is not a Member of the Company as on the Record date should treat this Notice for information only.
3. Members who have received notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek a printed Postal Ballot Form or a duplicate thereof from Karvy, Tower B, Plot No. 31&32, Financial District, Gachibowli, Hyderabad-500 032 or by sending an e mail to moshin.mohd@karvy.com. Karvy shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
4. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
5. Members are requested not to send any extraneous document/letter etc. as such documents are liable to be ignored.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The voting period commences on August 30, 2015 (9.00 hours IST) and ends on September 28, 2015 (17.30 hours IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically. The e voting module shall be disabled for voting thereafter. Please note that the vote once cast cannot be changed.
8. Members desiring to exercise their vote by physical postal ballot are requested return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17.30 hours IST) on September 28, 2015.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of the voting by postal ballot will be announced at 16.30 hours IST, on September 30, 2015 at the Registered Office and will also be displayed along with the Report of the Scrutinizer on the website of the Company: www.infomediapress.in and that of Karvy: <https://evoting.karvy.com>, besides being communicated to the Stock Exchanges. The results of the Postal Ballot will also be published in newspapers for the information of the Members.
10. Relevant documents referred to in the accompanying Notice and the Statement shall be kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, (between 10.00 hours IST to 13.00 hours IST) from the date of dispatch upto the date of declaration of results of Postal Ballot.

11. In case you have any complaint or suggestions, please do write to us either through email at investors@Infomedia18.in or send it in writing to us at: Tasneem Udaipurwala, Company Secretary, Infomedia Press Limited, 503, 504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110 001.
12. The instructions for e-Voting are as under:
- a) In case of Members receiving an e-mail from Karvy**
- i) Open e-mail and open PDF file viz. "Infomedia e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the URL: <https://www.evoting.karvy.com/>
 - iii) Click on Member- Login
 - iv) If you are already registered with Karvy for e-Voting, you can use your existing User ID and password for casting your vote.
 - v) If you are logging for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
 - vii) Once the e-Voting Home page opens, click on e-Voting> Active Voting Cycles.
 - viii) Select Electronic Voting Event Number ("EVEN") of Infomedia Press Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.
- b) In case of Members receiving physical copies of the Notice of Postal Ballot**
- i) Initial password, User ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast your vote.
 - ix) Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once the votes on the resolution are cast, the Member shall not be allowed to change the same subsequently.
 - xii) Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter/ Power of Attorney etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at scrutinizer@infomediapress.in or investors@infomedia18.in with a copy marked to info.evoting@karvy.com
 - xiii) In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the Downloads section of <https://evoting.karvy.com>.
 - xiv) You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE PROPOSED RESOLUTIONS

Item No. 1

The Registered Office of the Company is presently situated in New Delhi, in the National Capital Territory of Delhi. However, the entire administrative process (including its legal and general administrative department) of the Company are being controlled from its office situated in Mumbai, in the State of Maharashtra. Therefore, as a measure of rationalization and to carry on the business more economically and efficiently, it is proposed to shift the Registered Office of the Company from National Capital Territory of Delhi to the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai. As a sequel, Clause II of the Memorandum of Association of the Company is required to be accordingly amended.

Section 13 of the Companies Act, 2013 ("the Act") *inter alia*, provides that for the shifting the Registered Office of the Company from one State to another, approval of the Members by way of a special resolution and also approval of the Central Government is required. Further, pursuant to Section 110 of the Act, such special resolution is required to be passed by means of a postal ballot only.

This resolution enables the Board of Directors of the Company to shift the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice.

None of the 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. 1 of the Notice.

By Order of the Board
For **Infomedia Press Limited**

Date: August 5, 2015
Place: New Delhi

Tasneem Udaipurwala
Company Secretary