

# Infomedia Press Limited



(CIN - L22219MH1955PLC281164)

**Regd. office:** First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

**T** +91 22 4001 9000, **F** +91 22 6654 6925

**W** [www.infomediapress.in](http://www.infomediapress.in) **E** [investors@infomedia18.in](mailto:investors@infomedia18.in)

Folio No./DP ID/ Client ID :

Name :

Address :

Joint Holder(s) :

No. of Equity Share(s) held :

Dear Member,

## **Sub : Voting through electronic means on resolutions proposed to be passed at 61<sup>st</sup> Annual General Meeting of Infomedia Press Limited**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Infomedia Press Limited ("**the Company**") is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at the 61<sup>st</sup> Annual General Meeting ("**Meeting**") of the Company scheduled to be held on Thursday, September 29, 2016 at 12:30 p.m. (IST) by electronic means ("**e-voting**"). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("**remote e-voting**").

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

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

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

Commencement of remote e-voting : From 9:00 a.m. (IST) on Sunday, September 25, 2016

End of remote e-voting : Upto 5.00 p.m. (IST) on Wednesday, September 28, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

**The cut-off date for the purpose of remote e-voting and voting at the Meeting is Thursday, September 22, 2016.**

**Please read the instructions printed overleaf before exercising the vote.**

This Communication forms an integral part of the Notice dated July 13, 2016 for the 61<sup>st</sup> Annual General Meeting scheduled to be held on Thursday, September 29, 2016, which is attached herewith and also being sent alongwith the Annual Report for the financial year 2015-16.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at [www.infomediapress.in](http://www.infomediapress.in)

Yours faithfully,  
for **Infomedia Press Limited**

Date : July 13, 2016

Place : Mumbai

**Tasneem Cementwala**  
Company Secretary

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

1. **A In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - b. Enter the login credentials (i.e. **User ID and password**) provided to you. The E-Voting Event Number+Folio No. or 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. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 345 4001 for your existing password.
  - c. After entering these details appropriately, click on "LOGIN".
  - d. 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 address, 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.**
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the E-Voting Event Number for Infomedia Press Limited.
  - g. 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. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - i. 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.
  - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k. 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).**
  - l. 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 / Power of Attorney / Authority Letter, etc., authorising the authorized representative(s), to the Scrutinizer at e-mail ID: [info.agmscrutinizer@infomediapress.in](mailto:info.agmscrutinizer@infomediapress.in). 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."
- B. In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
  - a. User ID and initial password - As provided by the company.
  - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
3. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting **who have not cast their vote** by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
5. **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 22, 2016.**
6. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 22, 2016 only shall be entitled to avail the facility of remote e-voting / Insta Poll. Person who is not a member as on the cut-off date should treat this Notice for information only.**
7. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 22, 2016, may obtain the User ID and password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91 9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1800 345 4001
  - d. Member may send an e-mail request to [evoting.infomedia@karvy.com](mailto:evoting.infomedia@karvy.com).If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
8. The Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.  
The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.infomediapress.in](http://www.infomediapress.in) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
9. **Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2016.**
10. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
11. **The members are requested to note the following contact details for addressing e-voting grievances:**  
Mr. S P Venugopal, Deputy General Manager  
Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032  
Phone No. +91 40 67161700, Toll free No: 1800 345 4001,  
email: [evoting.infomedia@karvy.com](mailto:evoting.infomedia@karvy.com)

## NOTICE

Notice is hereby given that the 61<sup>st</sup> Annual General Meeting of the members of **Infomedia Press Limited (“the Company”)** will be held on Thursday, September 29, 2016 at 12.30 p.m. (IST) at Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Near Ruparel College, Mumbai - 400 016, to transact the following businesses:

### ORDINARY BUSINESS

- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To appoint a Director in place of Mr. Vinay Chand Chhajlani (DIN:00078665), who, retires by rotation and being eligible, has offered himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vinay Chand Chhajlani (DIN:00078665), who, retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of members at the 59<sup>th</sup> Annual General Meeting, the appointment of Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N / N500013) be and is hereby ratified to hold office till the conclusion of 62<sup>nd</sup> Annual General Meeting of the Company, on such

remuneration as may be decided by the Board of Directors of the Company.”

### SPECIAL BUSINESS

- To appoint Mr. Lalit Kumar Jain (DIN: 01451886) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Lalit Kumar Jain (DIN: 01451886), who was appointed as an Additional Director pursuant to the provisions of Sections 161(1) and 149 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years with effect from October 9, 2015.”

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

Date: July 13, 2016  
Place: Mumbai

**Tasneem Cementwala**  
Company Secretary

### Registered Office:

Empire Complex, First Floor,  
414, Senapati Bapat Marg, Lower Parel,  
Mumbai, Maharashtra - 400 013  
T +91 22 4001 9000, F +91 22 6654 6925  
CIN: L22219MH1955PLC281164  
Website: [www.infomediapress.in](http://www.infomediapress.in)  
Email id: [investors@infomedia18.in](mailto:investors@infomedia18.in)

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 61<sup>ST</sup> 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 MEMBER.**

**A BLANK PROXY FORM IS ENCLOSED HEREWITH 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 COMMENCEMENT OF THE MEETING. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014.** A communication containing detailed instructions including details of user id and password relating to e-voting is being sent to members separately along with a copy of this Notice.
3. During the year, the Company had changed its Registrar and Transfer Agent (RTA) from TSR Darshaw Limited to Karvy Computershare Private Limited (“Karvy”), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit : Infomedia Press Limited).
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution/other valid authorization together with the specimen signatures of the representative(s) authorized under the said Board Resolution / authorization to attend and vote on their behalf at the Meeting.

5. In terms of Section 152 of the Act, Mr. Vinay Chand Chhajlani (DIN : 00078665) Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. His brief resume, age, qualification, experience, nature of expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, number of meetings of the Board attended by him during the year and other details as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standards-2 are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. Further, the nature of concern or interest of Directors, Manager, Key Managerial Personnel and their relatives in the proposed resolutions under Ordinary Business of the Notice, has also been disclosed under the said Statement.
7. Members/ Proxies/ Authorised Representatives are requested to bring to the meeting the necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
8. 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 at the Meeting.
9. Relevant documents referred to in the Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, (between 10.00 a.m. to 1.00 p.m) up to the date of the Meeting. Copies of such document shall also be made available for inspection at the Meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from September 26, 2016 to September 29, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
11. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) 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 to the Company or Karvy.
12. 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 September 24, 2015 (date of last Annual General Meeting) on the website of the Company (www.

infomediapress.in) and also on the website of the Ministry of Corporate Affairs.

13. 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.**
14. Members desirous of making a nomination in respect of their shareholding in the Company, in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to write to Karvy, Company's Registrars and Transfer Agent. In respect of the shareholding in demat form, please contact the respective DP with whom the Member is having demat account.
15. Members who hold shares in physical form in multiple folios or joint accounts in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
16. Non-Resident Indian members are requested to inform Karvy / DPs of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. **Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical form or with their DPs, if shares are held in electronic form, are requested to register / update their e-mail address for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**
18. 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 DPs and holdings should be verified.
19. Attendance Slip, Proxy Form and the route map of the venue of the Meeting is annexed hereto. **The prominent landmark for the venue of the Meeting are Ruparel College and Star City Theatre. The venue is near to these landmarks.**

**STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND DISCLOSURE OF INTERESTS IN RESPECT OF RESOLUTIONS PROPOSED IN THE ORDINARY BUSINESS**

**Item Nos. 1 to 3**

Mr. Vinay Chand Chhajlani and his relatives may be deemed to be interested in the Ordinary Resolution pertaining to his re-appointment as set out at Item No. 2 of the Notice.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the ordinary resolutions set out under Item Nos. 1 to 3 of the Notice.

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice.**

**Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act, erstwhile Listing Agreements with Stock Exchanges and the Articles of Association of the Company, appointed Mr. Lalit Kumar Jain as an Additional Director (Independent) on the Board of the Company w.e.f. October 9, 2015. He holds the office as an Additional Director up to the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members of the Company.

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. Lalit Kumar Jain for the office of Director of the Company. Mr. Lalit Kumar Jain 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.

Further, the Company has received a declaration from Mr. Lalit Kumar Jain that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Lalit Kumar Jain fulfills the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Lalit Kumar Jain is independent of the management and possesses appropriate skills, experience and knowledge.

He does not hold any shares of the Company in his name. He is not related to any other Director or Key Managerial Personnel of the Company.

Brief resume of Mr. Lalit Kumar Jain, his age, qualification, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and number of meetings of the Board attended by him during the year and other details as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standards-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast experience and knowledge, the Board considers that the association of Mr. Lalit Kumar Jain will be in the interest of the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the approval of the members is sought for appointment of Mr. Lalit Kumar Jain as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. October 9, 2015

Copy of the letter of appointment of Mr. Lalit Kumar Jain, as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. Lalit Kumar Jain and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, 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 members.

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

Date: July 13, 2016  
Place: Mumbai

**Tasneem Cementwala**  
Company Secretary

**Registered Office:**

Empire Complex, First Floor,  
414, Senapati Bapat Marg, Lower Parel,  
Mumbai, Maharashtra - 400 013  
T : +91 22 4001 9000, F: +91 22 6654 6925  
CIN: L22219MH1955PLC281164  
Website: [www.infomediapress.in](http://www.infomediapress.in)  
Email id: [investors@infomedia18.in](mailto:investors@infomedia18.in)

**Route map to the venue of 61<sup>st</sup> Annual General Meeting**



**Land Mark :**

1. Ruparel College
2. Star City Theatre