

Consolidated Scrutinizer's Report [Pursuant to Section 108 of the Companies Act read Rule 20 of Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 62nd Annual General Meeting (AGM) of the Equity Shareholders of **Infomedia Press Limited** held on Monday, September 25, 2017 at 12:40 p.m. (IST) at Y B Chavan Centre- Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Opposite Mantralaya, next to Sachivalaya Gymkhana, Nariman Point Mumbai 400021.

Sub: Consolidated Report on Remote e-voting and voting at the meeting through electronic voting system ("Insta Poll"), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

I, B Narasimhan, a Company Secretary in practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing the e-voting process (i.e. remote e-voting) and voting through electronic means at the venue of AGM (i.e. Insta Poll) for ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on the resolutions contained in the Notice calling the 62nd Annual General Meeting (AGM) of the equity shareholders of the Company, held on the 25th day of September, 2017, at 12.40 p.m., at Y B Chavan Centre- Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Opposite Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai 400021.

1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting and through Insta Poll) on the resolutions contained in the Notice of the AGM

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the remote e-voting and voting through

Insta Poll system provided by Karvy Computershare Private Limited ("Karvy"), the agency authorised under the Rules to provide e-voting facilities, engaged by the Company. I have also verified various compliances, as mentioned in Rules prescribed for e-voting, made by the Company and reported in this report.

3. I confirm that the Company has complied with the process of mailing the Notice of the AGM to members through the methods as authorized in the Rules namely through Registered Post at members' registered addresses and electronically to those members who have registered their e-mail addresses with Depositories/Company.
4. Karvy had provided a system for recording the votes of the members electronically (through remote e-voting and Insta Poll) on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM.
5. The Company had uploaded Notice of AGM containing all the items of the business to be transacted thereat along with voting instructions on its website and also that of Karvy to facilitate its members to cast their votes through remote e-voting.
6. The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Monday, September 18, 2017**.
7. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open from **9.00 a.m. (IST) on Thursday, September 21, 2017 to 5.00 p.m. (IST) on Sunday, September 24, 2017**.
8. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 21 days before the date of the AGM in English newspaper "Financial Express" dated September 2, 2017 and in Marathi newspaper "Navshakti" dated September 3, 2017. The notice published in the newspaper carried the required information as specified in sub rule 4(v) (a) to (h) of the said Rule 20.



9. Further to the above, I submit my report on remote e-voting and for the voting through Insta Poll as under: -

- i. The votes cast through remote e-voting was blocked on Sunday, September 24, 2017, and for the limited purposes of identifying those shareholders who have participated through remote e-voting process, the details of the shareholders were downloaded on September 24, 2017 from the e-voting of Karvy.
- ii. After the conclusion of voting at the general meeting through Insta Poll, the votes cast at the meeting was counted first and thereafter the votes cast through remote e-voting was unblocked and the details containing *inter alia*, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting system of Karvy in the presence of 2 witnesses, Ms. Rishi Jaiswal and Ms. Gouri Patkar, who are not in the employment of the Company and who have signed this report in confirmation of the votes being unblocked in their presence on September 25, 2017.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Insta Poll are as under:

ORDINARY BUSINESS

Item No. 1 of the Notice (As an Ordinary Resolution):

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
25451969	99.999	220	0.001	Nil

The resolution stands passed with the requisite majority



Item No. 2 of the Notice (As an Ordinary Resolution) :

Re-appointment of Ms Ksipra Jatana (DIN 02491225) as a Director, a Director retiring by rotation

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
25451969	99.999	220	0.001	Nil

The resolution stands passed with the requisite majority

Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of M/s Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
25451969	99.999	220	0.001	Nil

The resolution stands passed with the requisite majority

SPECIAL BUSINESS**Item No. 4 of the Notice (As an Ordinary Resolution):**

Appointment of Mr. Ratnesh Rukhariyar (DIN 00004615), as a Director, liable to retire by rotation.

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
25451969	99.999	220	0.001	Nil

The resolution stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated July 14, 2017 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM i.e. September 25, 2017.



The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the minutes of the AGM

Thanking you,

Yours Faithfully



CS B Narasimhan
Company Secretary in Practice
(FCS no 1303 COP no 10440)
Proprietor
B.N. & Associates
COMPANY SECRETARIES



Place: Mumbai

Date: September 25, 2017

The following were the witnesses to the unblocking the votes cast through remote e-voting.



1. Ms. Rishi Jaiswal



2. Ms. Gouri Patkar

I have received the report:

Signature

Gagan Kumar

Independent Director and Chairman

Place: Mumbai

Date: September 25, 2017