

Infomedia Press Limited

(CIN – L22219MH1955PLC281164)

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

T: +91 22 4001 9000/ 6666 7777

Website: www.infomediapress.in **E-mail:** investors@infomedia18.in

Folio No./DP ID/ Client ID :

Name :

Address :

Joint Holder(s) :

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at 63rd Annual General Meeting of the members of Infomedia Press Limited

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the 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 63rd Annual General Meeting of the Members of the Company, scheduled to be held on **Friday, August 17, 2018 at 12:30 p.m. (IST)** or soon after conclusion of the Annual General Meeting of Network18 Media & Investments Limited convened on the same day, whichever is later at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 (“**Meeting**”) 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**”).

Further, the facility for voting through electronic voting system (“**Insta Poll**”) will be made available at the Meeting and members attending the Meeting who **have not cast** their vote(s) by remote e-voting will be able to vote at the Meeting through 'Insta Poll'.

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

EVEN (E-Voting Event Number)	User ID	Password	No. of Shares held

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 Monday, August 13, 2018**

End of remote e-voting : **At 5.00 p.m. (IST) on Thursday, August 16, 2018**

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.

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., Friday, August 10, 2018.

The Company has appointed Mr. B. Narasimhan, a Practising Company Secretary or failing him Mr. Avinash Bagul, a Practising Company Secretary as Scrutinizer to scrutinise Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

This Communication forms an integral part of the Notice dated July 9, 2018 convening the Meeting which is attached herewith as a part of Annual Report 2017-18 of the Company. The said Notice and this Communication are available on the website of the Company: www.infomediapress.in.

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

Yours faithfully,
For Infomedia Press Limited

Date : July 9, 2018
Place : Mumbai

Tasneem Cementwala
Company Secretary

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

1. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
2. A member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member cast vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
3. **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. Friday, August 10, 2018 only shall be entitled to avail the facility of remote e-voting /Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.**
4. 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. Friday, August 10, 2018, may obtain the User ID and password from Karvy 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 **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 3454 001 (from 9:00 a.m to 6:00 p.m.) (IST).
 - d. Member may send an e-mail request to evoting.infomedia@karvy.com.
5. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
6. **Information and instructions for remote e-voting:**
 - (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 3454 001 (from 9:00 a.m. to 6:00 p.m.) (IST) 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 (EVEN) 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 either "FOR" / "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "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.
 - l. Once you confirm, you will not be allowed to modify your vote.
 - m. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: info.agmscrutinizer@nw18.com with a copy marked to evoting@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."
 - (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 is given in this communication.
 - b. Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
7. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
8. **During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on the Resolution(s).**
9. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
10. **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. Friday, August 17, 2018.**
11. In case any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections/E-voting user manual available at the "Download" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under point no. 12.
12. **The members are requested to note the following contact details for addressing e-voting grievances:**

Mr. S P Venugopal, General Manager
Karvy Computershare Private Limited
Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032
Phone No.+91 40 6717 1700; Toll free No: 1800 3454 001 email: evoting.infomedia@karvy.com
13. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutiniser's Report will be placed on the website of the Company: www.infomediapress.in and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of **Infomedia Press Limited** (“the Company”) will be held on August 17, 2018, 2018 at 12.30 p.m. or soon after conclusion of the Annual General Meeting of Network18 Media Investments Limited convened on the same day, whichever is later at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai- 400 021, 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, 2018 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, 2018 and the reports of the Board of Directors and Auditors’ thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Ratnesh Rukhariyar (DIN:00004615), who retires by rotation at this Annual General Meeting as Director 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. Ratnesh Rukhariyar (DIN:00004615), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date: July 9, 2018

Registered Office:

First Floor, Empire Complex,
414, Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra - 400 013
T +91 22 4001 9000 / 6666 7777
CIN: L22219MH1955PLC281164
Website: www.infomediapress.in
Email id: 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 MEMBER.

ABLANK 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. Corporate members intending to send their authorized 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.

3. In terms of the provisions of Section 152 of the Companies Act, 2013 (the “Act”), Mr. Ratnesh Rukhariyar, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. The details of Mr. Ratnesh Rukhariyar as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2, are provided under Corporate Governance Report forming part of the Annual Report,

Further, Mr. Ratnesh Rukhariyar is interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

4. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated

May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of auditors who were appointed in the Annual General Meeting held on September 25, 2017.

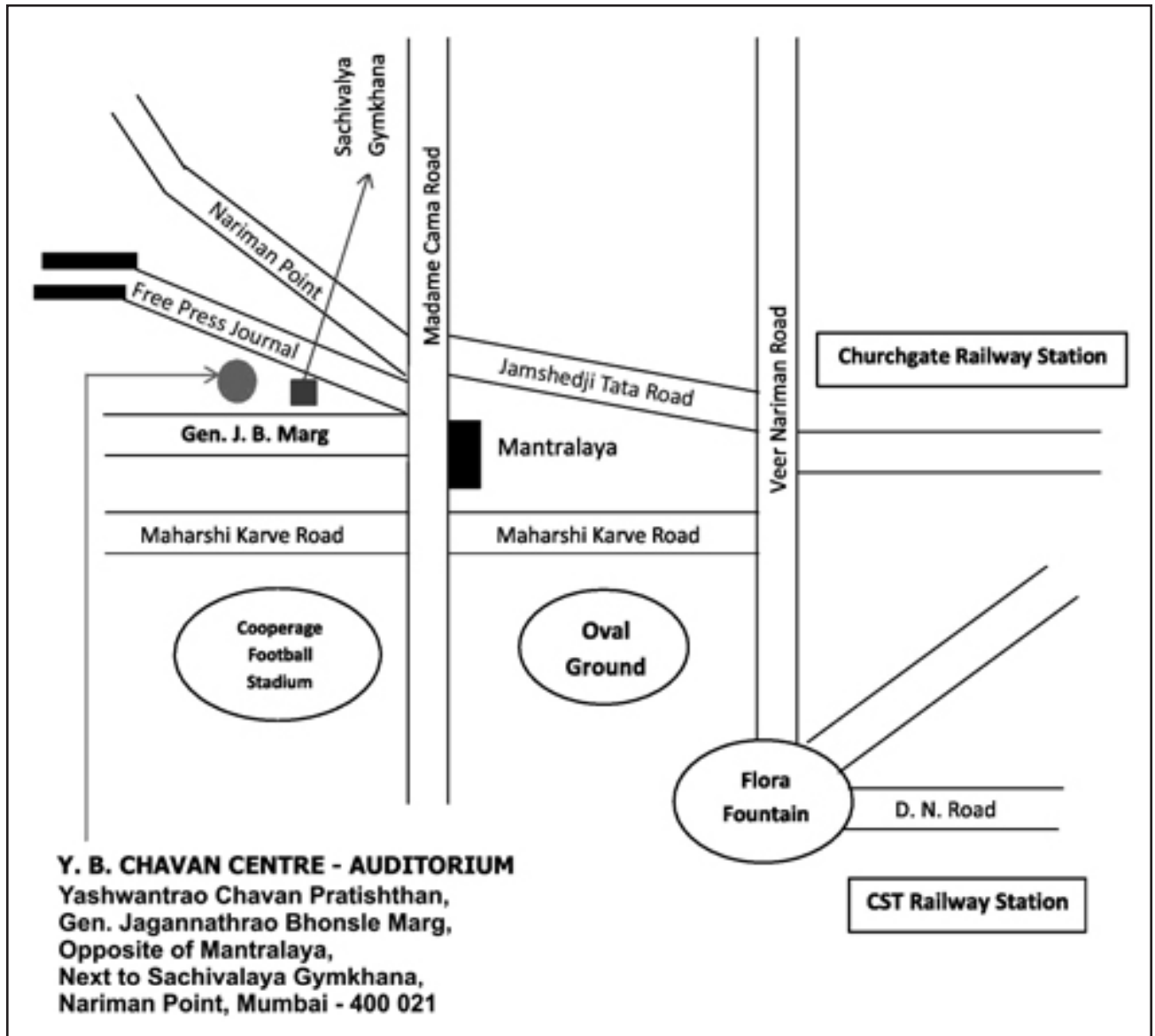
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are sent herewith. **Once the vote on a resolution is cast by member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
6. 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.
7. 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.
8. Relevant documents referred to in the accompanying Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. Copies of such documents shall also be made available for inspection at the Meeting.
9. The Company's Registrar & Share Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 (Unit: Infomedia Press Limited)
10. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants (DP) 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/ Karvy.
11. **In accordance with the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all equity shares in respect of which dividend remained unpaid or unclaimed for 7 (seven) consecutive years or more.**

Members are advised to visit the web-link: http://infomediapress.in/wp-content/uploads/2016/11/Details_transfer_shares_IEPF_Infomedia.pdf to ascertain details of shares transferred in the name of Investor Education and Protection Fund ("IEPF") Authority. The said details are also available at the website of IEPF Authority at www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Members are advised to visit weblink: <http://www.iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares / dividends from the IEPF Authority.

12. **Members holding shares in electronic mode:**
 - (a) are requested to submit their Permanent Account Number (PAN) to their respective DPs with whom they are maintaining their demat accounts, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
 - (b) are advised to contact their respective DPs for availing nomination facility.
13. **Members holding shares in physical form:**
 - (a) are required to submit their PAN to the Company/ Karvy as mandated by SEBI for every participant in securities market.
 - (b) are advised to make nomination as per Section 72 of the Act and are requested to write to Karvy.
14. **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 Karvy for consolidation into a single folio.**
15. **SEBI has amended Regulation 40 of the Listing Regulations to provide that securities of listed companies can be transferred only in dematerialized form effective from December 5, 2018. In view of above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
16. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately 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 the Company/ Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to register / update their e-mail address for receiving all future 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 are annexed hereto. **The prominent landmark for the venue of the Meeting is Sachivalaya Gymkhana and Mantralaya. The venue is near to these landmarks.**

ROUTE MAP TO THE VENUE



Landmark:

- 1) Sachivalaya Gymkhana
- 2) Mantralaya