

**Consolidated Scrutinizer's Report [Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of 63rd Annual General Meeting of the Equity Shareholders of **Infomedia Press Limited** held on Friday, August 24, 2018 at 10.30 a.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 (AGM).

**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, 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 the 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 dated July 9, 2018, calling the 63rd AGM of the equity shareholders of the Company.

The 63rd AGM which was originally scheduled to be held on Friday, August 17, 2018 at the aforesaid venue was postponed by the Board of Directors of the Company due to demise of former Prime Minister Shri Atal Bihari Vajpayee. The Company had published Notice of the postponement of the meeting in "The Times of India" (all India edition in English language) and in the "Navshakti" (Mumbai edition in Marathi language) both dated August 17, 2018. The Company had also taken suitable action to place their personnel at the venue of the meeting to guide the members who did not have knowledge of the postponement to await further instructions in this regard.

Further, the Company had published Notice of revised date and time of AGM in "The Times of India" (all India edition in English language) and in the "Navshakti" (Mumbai edition in Marathi language) both dated August, 18, 2018. Email intimating the revised date of AGM was also sent to the shareholders whose email ids were registered with the Company/their Depository Participants.

1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.



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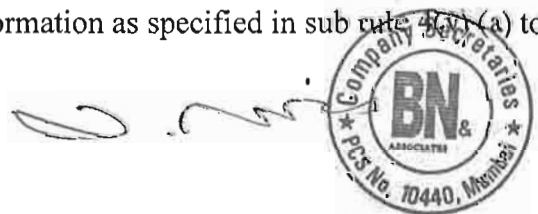
C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.  
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490  
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

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Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.  
(T) : 91 22 2403 6596

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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.
3. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour of" 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 Remote e-voting, made by the Company and mentioned in this report.
4. 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 Courier/ Post, as the case may be, at members' registered addresses and electronically to those members who have registered their e-mail addresses with Depositories/Company.
5. 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 sought to be transacted at the AGM.
6. 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.
7. 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 **Friday August 10, 2018**.
8. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open from **9.00 a.m. (IST) on Monday, August 13, 2018 to 5.00 p.m. (IST) on Thursday, August 16, 2018**.
9. 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 July 24, 2018 and in Marathi newspaper "Navshakti" dated July 24, 2018. The notice published in the newspaper carried the required information as specified in sub rule 4(a) to (h) of the said Rule 20.



10. 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 Thursday, August 16, 2018, for the limited purposes of identifying those shareholders who have participated through remote e-voting process and the details of the shareholders were downloaded on August 16, 2018 from the e-voting portal of Karvy.
- ii. After the conclusion of voting at the AGM 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. Kajal Jaisinghani, 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 August 24, 2018.

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:**

**Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)**

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,54,56,271	99.999	1	0.001	Nil

The resolution stands passed with the requisite majority

#### **Item No. 2 of the Notice:**

**Re-appointment of Mr. Ratnesh Rukhariyar (DIN 00004615), a Director retiring by rotation. (As an Ordinary Resolution)**



Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,54,55,731	99.998	541	0.002	Nil

The resolution stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated July 9, 2018 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. August 24, 2018.

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



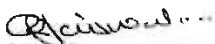
CS B Narasimhan  
Company Secretary in Practice  
(FCS no 1303 COP no 10440)  
Proprietor  
B.N. & Associates  
COMPANY SECRETARIES



Place: Mumbai

Date: August 24, 2018

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



1. Ms. Rishi Jaiswal



2. Ms. Kajal Jaisinghani

I have received the report:



Signature \_\_\_\_\_

Gagan Kumar

Chairman

Place: Mumbai

Date: August 24, 2018