
NOTICE

NOTICE is hereby given that the 65th Annual General Meeting of the Members of **Infomedia Press Limited (“the Company”)** will be held on Monday, September 21, 2020 at 2:30 p.m. (IST) through Video Conferencing (“VC”), 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, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Ratnesh Rukhariyar (DIN: 00004615), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ratnesh Rukhariyar (DIN:00004615), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To appoint Mr. Ramesh Kumar Damani (DIN: 00049764) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions 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), Mr. Ramesh Kumar Damani (DIN: 00049764), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received 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 a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Mr. Karanvir Singh Gill (DIN: 07283590) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 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), Mr. Karanvir Singh Gill (DIN: 07283590), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received 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 a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To re-appoint Mr. Lalit Kumar Jain (DIN: 01451886) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Lalit Kumar Jain (DIN: 01451886), who was appointed as an Independent Director and who holds office as an Independent Director up to October 8, 2020 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to October 8, 2025;

RESOVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Ms. Ruchi Arya as Manager and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Ms. Ruchi Arya as Manager, for a period of 5 (Five) years with effect from March 26, 2020, without any remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Tasneem Cementwala
Company Secretary

Date: August 24, 2020

Registered Office:

Empire Complex, First Floor,
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. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Ratnesh Rukhariyar, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
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. The relatives of Mr. Ratnesh Rukhariyar may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.
Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.
6. Details of Directors seeking appointment / re-appointment at this Meeting are provided in the “**Annexure**” to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.infomediapress.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>**
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register/ update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investors@infomedia18.in or to KFinTech at implinvestor@kfintech.com.
 - b) Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants.

PROCEDURE FOR JOINING THE AGM THROUGH VC:

9. The Company will provide VC facility to its Members for participating at the AGM.
 - a) **Members will be able to attend AGM through VC by using their e-voting login credentials. Members are requested to follow the procedure given below:**

Option 1:

 - i. Launch internet browser (Edge 44+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://jiomeet.jio.com/infomediapressagm/>
 - ii. Select "Shareholders" option on the screen
 - iii. Enter the login credentials
User ID: For demat shareholders: 16 digit DPID+Client ID is your User ID (DP ID and Client ID to be typed continuously)

For e.g. : IN12345612345678 (NSDL)
1402345612345678 (CDSL)

(Client ID is the last 8 digits of your demat account number as per your account statement / contract note / delivery instruction slip / email sent by the Company); or

For holders of shares in physical form: Event Number+your Folio No. is your User ID (to be typed continuously)

Password: Enter your password for e-voting sent by the Company through e-mail.

- iv. After logging in, you will be directed to the AGM.

Option 2

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Infomedia Press Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
 - c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login. The Speaker Registration will be open during Friday, September 11, 2020 to Wednesday, September 16, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - d) Members will be allowed to attend the AGM through VC on first come, first served basis.
 - e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

- f) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800 425 8998 / 1800 345 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
10. 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 AGM.
11. Members attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

13. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“**Insta Poll**”) 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 KFinTech as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

Commencement of remote e-voting	9:00 a.m. (IST) on Thursday, September 17, 2020
End of remote e-voting	5:00 p.m. (IST) on Sunday, September 20, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the 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., Monday, September 14, 2020.

The Board of Directors of the Company has appointed Mr. B. Narasimhan, a Practising Company Secretary, Partner, BN & Associates, Company Secretaries or failing him Mr. Venkataraman K, a Practising Company Secretary, as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- i) **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. 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.**
- ii) A member can opt for only single mode of voting per E-Voting Event Number (EVEN), i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts 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”.
- iii) **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., Monday, September 14, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.**
- iv) 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 may obtain the User ID and password from KFinTech 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

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- (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.kfintech.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 on KFinTech’s toll-free numbers 1800 425 8998 / 1800 345 4001 (from 9:00 a.m. to 6:00 p.m.)
 - (d) Member may send an e-mail request to evoting.infomedia@kfintech.com. If the member is already registered with KFinTech’s e-voting platform, then he can use his existing password for logging in.
- v. 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.

vi. Information and instructions for remote e-voting:

I. A. In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (**User ID and password given in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 425 8998 / 1800 345 4001 (from 9:00 a.m. to 6:00 p.m.) 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 upon logging in for the first time. 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, e-mail 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 as on the cut-off date under either “FOR” or “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 to “ABSTAIN” and vote 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, HUFs, NRIs, etc.) are also required to send legible 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.infomedia@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVENT NO.”

I. B. In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

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- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investors@infomedia18.in or to KFinTech at implinvestor@kfintech.com.
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.
- (d) Follow the instructions at I.(A). (a) to (m) to cast your vote.
- II. **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.**
- III. In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. IV below.
- IV. **Members are requested to note the following contact details for addressing e-voting grievances:**
Mr. S. P. Venugopal, General Manager
KFin Technologies Private Limited
Selenium Tower B, 6th floor, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Phone No.: +91 40 6716 1700
Toll-free No.: 1800 425 8998/ 1800 345 4001
E-mail: evoting.infomedia@kfintech.com
- V. **Information and instructions for Insta Poll: Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.**
- VI. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of

the Meeting and the same, along with the consolidated Scrutinizer’s Report, will be placed on the website of the Company: www.infomediapress.in and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

- VII. **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. Monday, September 21, 2020.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@infomedia18.in.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 11, 2020 through email on investors@infomedia18.in. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. In accordance with the provisions of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company had transferred all equity shares in respect of which dividend remained unpaid or unclaimed for 7 (seven) consecutive years or more to Investor Education and Protection Fund (IEPF) Authority. Members are advised to visit the web-link: https://infomediapress.in/wp-content/uploads/2019/08/Details_transfer_shares_IEPF_Infomedia.pdf to ascertain details of shares transferred in the name of 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 amounts transferred to IEPF Authority can be claimed back. Members are advised to visit weblink: <http://iepf.gov.in/IEPF/refund.html> or contact KFinTech, for lodging claim for refund of shares/ unclaimed amounts from IEPF Authority.

OTHER INFORMATION

17. Securities and Exchange Board of India (“SEBI”) has

mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/ KFinTech has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

18. Members holding shares in physical mode are:
 - (a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company/ KFinTech, as mandated by SEBI by writing to the Company at investors@infomedia18.in or to KFinTech at implinvestor@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
 - (b) Advised to register nomination in respect of their shareholding in the Company as per Section 72 of the Act and are requested to write to KfinTech.
19. Members holding shares in electronic mode are:
 - a. requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
 - b. Advised to contact their respective DPs for registering nomination.
20. Non-Resident Indian members are requested to inform KFinTech / 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.
21. 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 DP and holdings should be verified.
22. 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 KFinTech for consolidation into a single folio.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No.3 and 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 Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company, had appointed Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill as Additional Directors of the Company w.e.f. April 22, 2020. Pursuant to Section 161(1) of the Act, Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill hold office up to the date of this Annual General Meeting.

Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Details of Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill, 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 (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill are interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice with regard to their respective appointments. The relatives of Mr. Ramesh Kumar Damani and Mr. Karanvir Singh Gill may be deemed to be interested in respective resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 and 4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

Item No. 5

Mr. Lalit Kumar Jain was appointed as Independent Director of the Company for a term of 5 (five) years and he holds office as an Independent Director up to October 8, 2020. The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation, has recommended re-appointment of Mr. Lalit Kumar Jain as Independent Director for a second term of 5 (five) consecutive years, on the Board of the Company.

Mr. Lalit Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as Director. Further,

the Company has received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Board, based on performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Lalit Kumar Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. In the opinion of the Board, Mr. Lalit Kumar Jain fulfill the conditions for his appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Lalit Kumar Jain is independent of the management. Accordingly, it is proposed to re-appoint Mr. Lalit Kumar Jain as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Details of Mr. Lalit Kumar Jain, as stipulated under Listing Regulations and Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

Copy of the draft letter of appointment of Mr. Lalit Kumar Jain as Independent Director setting out the terms and conditions of appointment is available for inspection by members.

Mr. Lalit Kumar Jain is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. The relatives of Mr. Lalit Kumar Jain may be deemed to be interested in this resolution to the extent of their shareholding interest, if any in the Company.

Save and except the above, none of the other 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. 5 of the Notice.

This Statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had re-appointed Ms. Ruchi Arya as Manager of the Company for a period of 5 (five) years with effect from March 26, 2020.

Ms. Ruchi Arya, aged about 32 years, holds a Masters in Business Administration (HR) from Proton Business School, Indore. She has been with Network18 group for approx. 10 years. She was appointed as Manager of the Company on March 25, 2015 for a term of five years, without any remuneration. She does not hold directorship in any company. Further, she does not hold any shares of the Company. Ms. Arya is not related to any director or key managerial personnel of the Company.

Ms. Arya satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Companies Act, 2013 (“the Act”) and has given her consent to act as Manager of the Company. Keeping in view her long association with group, expertise and statutory requirements, it will be in the interest of the Company that Ms. Ruchi Arya is appointed as Manager of the Company. She shall not draw any salary/ remuneration in the capacity as Manager of the Company.

Accordingly, it is proposed to seek approval of members in terms of applicable provisions of the Act for re-appointment of Ms. Ruchi Arya as Manager of the Company as per resolution proposed at Item No. 6 of the Notice.

Ms. Ruchi Arya is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Ms. Ruchi Arya may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors For Infomedia Press Limited

Tasneem Cementwala
Company Secretary

Date: August 24, 2020

Registered Office:

Empire Complex, First Floor,
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

ANNEXURE TO THE NOTICE DATED AUGUST 24, 2020**Details of Directors seeking appointment/ re-appointment at the Meeting:**

Particulars	Mr. Ratnesh Rukhariyar
Age	40 years
Qualifications	CS
Experience (including expertise in specific functional area)/Brief Resume	Experience in the fields of Corporate Secretarial, Governance, Merger & Acquisitions, Corporate Laws, Investor Relations, Compliances and Corporate matters. Please visit Company's website www.infomediapress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ratnesh Rukhariyar who was appointed as Non-Executive Director of the Company on April 15, 2017, is being proposed to be re-appointed as Director of the Company, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) and remuneration proposed to be paid	The Company pays sitting fee for attending meetings of Board and Committees to Independent Directors. Other Non-Executive Directors have decided not to take any remuneration by way of sitting fee or otherwise, from the Company.
Date of first appointment on the Board	April 15, 2017
Shareholding in the Company as on March 31, 2020	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of Board attended during the financial year (2019-20)	4
Directorships of other Boards as on March 31, 2020	Moneycontrol Dot Com India Limited Colosseum Media Private Limited Jio Digital Fibre Private Limited Reliance Jio Infratel Private Limited Digital18 Media Limited Web18 Digital Services Limited Media18 Distribution Services Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2020	Reliance Jio Infratel Private Limited Audit Committee- Member Nomination and Remuneration Committee-Member Jio Digital Fibre Private Limited Corporate Social Responsibility Committee- Member

Particulars	Mr. Ramesh Kumar Damani
Age	48 years
Qualifications	CA, CS
Experience (including expertise in specific functional area)/Brief Resume	Experience in the fields of Finance, Taxation, Merger & Acquisitions, Governance, Risk Management, Corporate Laws and Corporate matters. Please visit Company's website www.infomediapress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Ramesh Kumar Damani is proposed to be appointed as Director.
Remuneration last drawn (including sitting fees, if any) and remuneration proposed to be paid	The Company pays sitting fee for attending meetings of Board and Committees to Independent Directors. Other Non-Executive Directors have decided not to take any remuneration by way of sitting fee or otherwise, from the Company.
Date of first appointment on the Board	April 22, 2020
Shareholding in the Company as on as on April 22, 2020, being the date of his appointment	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of Board attended during the financial year (2019-20)	Not Applicable
Directorships of other Boards as on as on April 22, 2020, being the date of his appointment	Reliance Vantage Retail Limited Kaniska Commercials Private Limited Reliance-Grandoptical Private Limited Reliance Innovative Building Solutions Private Limited IBN Lokmat News Private Limited Model Economic Township Limited IndiaCast Media Distribution Private Limited AETN18 Media Private Limited Reliance Jio Media Limited Big Tree Entertainment Private Limited
Membership/ Chairmanship of Committees of other Boards as on as on April 22, 2020, being the date of his appointment	Reliance Jio Media Limited Allotment Committee- Member IBN Lokmat News Private Limited Audit Committee- Member Corporate Social Responsibility Committee- Member IndiaCast Media Distribution Private Limited Audit Committee- Chairman Big Tree Entertainment Private Limited Audit Committee-Member Network18 Media & Investments Limited Risk Management Committee- Member TV18 Broadcast Limited Risk Management Committee- Member

Particulars	Mr. Karanvir Singh Gill
Age	38 years
Qualifications	B.A. LL.B. (Hons.)
Experience (including expertise in specific functional area)/Brief Resume	Experience in the field of Corporate Laws, including Mergers, Acquisitions, Capital Market, Venture Capital and Private Equity. Please visit Company's website www.infomediapress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Karanvir Singh Gill is proposed to be appointed as Director.
Remuneration last drawn (including sitting fees, if any) and remuneration proposed to be paid	The Company pays sitting fee for attending meetings of Board and Committees to Independent Directors. Other Non-Executive Directors have decided not to take any remuneration by way of sitting fee or otherwise, from the Company.
Date of first appointment on the Board	April 22, 2020
Shareholding in the Company as on as on April 22, 2020, being the date of his appointment	10
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of Board attended during the financial year (2019-20)	Not Applicable
Directorships of other Boards as on as on April 22, 2020, being the date of his appointment	Colosceum Media Private Limited Moneycontrol Dot Com India Limited
Membership/ Chairmanship of Committees of other Boards as on as on April 22, 2020, being the date of his appointment	NIL

Particulars	Mr. Lalit Kumar Jain
Age	65 years
Qualifications	M Com, LL.B., CS
Experience (including expertise in specific functional area)/Brief Resume	Experience in the field of Governance, Corporate Laws, Restructuring and other Corporate matters. Please visit Company's website www.infomediapress.in for detailed profile.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Lalit Kumar Jain is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any)	Rs. 10 lakh paid as sitting fees for attending the Board/ Committee meetings held during the financial year 2019-20.
Remuneration proposed to be paid	As an Independent Director, he is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof.
Date of first appointment on the Board	October 8, 2015
Shareholding in the Company as on March 31, 2020	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended during the financial year (2019-20)	4
Directorships of other Boards as on March 31, 2020	AETN18 Media Private Limited Greycells18 Media Limited e-Eighteen.com Limited

Membership/ Chairmanship of Committees of other Boards as on March 31, 2020	AETN18 Media Private Limited
	Audit Committee- Member
	Nomination & Remuneration Committee-Member
	Greycells18 Media Limited
	Audit Committee- Member
	Nomination & Remuneration Committee-Member
	e-Eighteen.com Limited
	Audit Committee- Member
Nomination & Remuneration Committee-Member	

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

Tasneem Cementwala
Company Secretary

Date: August 24, 2020

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