

The background of the cover is a vibrant blue with a complex, abstract pattern of overlapping geometric shapes and lines, creating a sense of depth and connectivity. The pattern consists of various shades of blue, from deep navy to bright cyan, with numerous small, glowing white and light blue dots scattered throughout, resembling a network or data points. The overall effect is modern and technological.

Infomedia

PRESS LIMITED

**ANNUAL REPORT
2015-16**

Infomedia Press Limited



BOARD OF DIRECTORS

Mr. Gagan Kumar	Independent Director & Chairman of the Board
Mr. Lalit Kumar Jain	Independent Director
Mr. Rohit Bansal	Non-Executive Director
Mr. Vinay Chand Chhajlani	Non-Executive Director
Ms. Kshipra Jatana	Non-Executive Director

MANAGER

Ms. Ruchi Arya

COMPANY SECRETARY

Ms. Tasneem Cementwala

AUDITORS

Walker Chandiok & Co LLP
Chartered Accountants, New Delhi

REGISTERED OFFICE

First Floor, Empire Complex,
414, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
Tel: +91 022 4001 9000, Fax: +91 22 6654 6925
Email: investors@infomedia18.in
Website: www.infomediapress.in

REGISTRARS & SHARE TRANSFER AGENT

Karvy Computershare Private Limited
Karvy Selenium, Tower – B,
Plot No. 31 & 32, Financial District,
Gachibowli, Nanakramguda,
Hyderabad – 500 032
Tel : +91 40 6716 1700
Fax : +91 40 6716 1680
Email: implinvestor@karvy.com
Website: www.karvy.com

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NOTICE

Notice is hereby given that the 61st 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

1. 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.”

2. 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.”

3. 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 59th 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 62nd Annual General Meeting of the Company, on such

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

SPECIAL BUSINESS

4. 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
Email id: investors@infomedia18.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 61ST 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
Email id: investors@infomedia18.in

Route map to the venue of 61st Annual General Meeting



Land Mark :

1. Ruparel College
2. Star City Theatre

Board's Report

DEAR MEMBERS,

Your Directors are pleased to present the 61st Annual Report and the Company's audited financial statement for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The financial performance of the Company for the year ended March 31, 2016 is summarized below:

Rs. in lakhs

Particulars	2015-16	2014-15
Loss before interest and depreciation	(72.61)	(43.01)
Less: Finance Cost	291.99	303.45
Less: Depreciation	6.16	0.95
Net operating Loss for the year	(370.76)	(347.41)

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIR

There is no operating revenue in the Company as the Company had ceased its print operations, therefore your Company has incurred a net loss of Rs.370.76 lakhs for the year 2015-16.

DIVIDEND

In view of the losses, the Board of Directors have not recommended any dividend for the year under review.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India (SEBI).

The detailed Corporate Governance Report of the Company in pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Regulations is attached to the Corporate Governance Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Lalit Kumar Jain was appointed as an Additional Director (Independent) w.e.f. October 9, 2015 for a term of five years and he shall hold office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his candidature for appointment at the ensuing Annual General Meeting as an Independent Director, not liable to retire by rotation.

During the year under review, Mr. Manoj Mohanka resigned from the Directorship of the Company with effect from October 14, 2015, due to his preoccupations. The Board places on record its appreciation for the valuable services rendered by him during his tenure.

Mr. Vinay Chand Chhajlani, Non-Executive Director of the Company, shall retire by rotation at the ensuing Annual General Meeting of the Company. However, being eligible, he has offered himself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 read with Regulation 16 of the Listing Regulations.

The following policies of the Company are annexed herewith marked as **Annexure IA** and **Annexure IB** respectively:

- Policy for selection of Directors and determining Director's Independence; and
- Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The Company has formulated a policy on performance evaluation of the Independent Directors, Board and its Committees Chairman of the Board and other individual Directors.

On the basis of policy for performance evaluation of the Independent Director's, Board and its Committees, Chairman of the Board and other individual Directors, a process of performance evaluation was carried out.

SUBSIDIARIES / JOINT VENTURES/ ASSOCIATE COMPANIES

Your Company does not have any Subsidiaries/ Joint Ventures/ Associate Companies, therefore disclosures on Subsidiaries/ Joint Ventures/ Associate Companies are not applicable.

NUMBER OF MEETINGS OF THE BOARD

During the financial year ended on March 31, 2016, four Board Meetings were held. Further, details of the meetings, including the dates of the meetings, of the Board and its Committees are given in Corporate Governance Report, forming part of the Annual Report.

Board's Report (Continued)

AUDIT COMMITTEE

The Audit Committee of the Company comprises Mr. Gagan Kumar (Chairman), Mr. Lalit Kumar Jain, Independent Directors and Mr. Rohit Bansal, Non-Executive Director. All the recommendations made by the Audit Committee were accepted by the Board. During the year under review, four Audit Committee Meetings were held. Further, details of Meetings of the Audit Committee are given in Corporate Governance Report, forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable Accounting Standards read with the requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the loss of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2016 on a 'going concern' basis;
- v) the Directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT

The Board of Directors of the Company is responsible for the direction and establishment of internal controls to mitigate material business risks. The Company has formulated and adopted a Risk Management Policy to identify the element of risk for achieving its business objective and to provide reasonable assurance that all the material risks will be mitigated.

INTERNAL FINANCIAL CONTROLS

The Company has adequate system of internal financial controls to safeguard and protect the Company from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company also checks and verifies the internal financial control systems and monitors them.

VIGIL MECHANISM

The Company promotes ethical behavior in all its activities. Towards this end, the Company has adopted a policy on vigil mechanism and whistle blower. The Company has constituted an Ethics & Compliance Task Force to process and investigate a protected disclosure made under the policy. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice or victimization. The Audit Committee oversees the Vigil Mechanism. The policy on vigil mechanism and whistle blower is available on the Company's website and may be accessed at the [link: http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Vigil_Mechanism_Policy.pdf](http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Vigil_Mechanism_Policy.pdf).

RELATED PARTY TRANSACTIONS

All the related party transactions were entered on arms' length basis and were in the ordinary course of business. Further, the transactions with related parties were in compliance with applicable provisions of the Companies Act, 2013 and the Listing Regulations (and erstwhile Listing Agreement entered into with the Stock Exchanges). Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transaction is presented before the Audit Committee on a quarterly basis.

During the year, the Company had not entered into any contract/ arrangement/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Also, during the year, there were no contracts/arrangements/ transactions with Related Parties, which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on dealing with Related Party Transaction and determining the materiality of related party transactions is posted on the Company's website and may be accessed at the [link: http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Policy_for_determining_material_RPT.pdf](http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Policy_for_determining_material_RPT.pdf)

The details of the transactions with Related Parties are provided in Note No. 20 to the financial statement.

Board's Report (Continued)

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place Prevention of Sexual Harassment (POSH) Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. During the year, no complaint on Sexual Harassment was received.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The Company has not given any Loans, Investments, Guarantees and Securities therefore this disclosure is not applicable.

AUDITOR & AUDITORS' REPORT

Statutory Auditor

Walker Chandiook & Co LLP Chartered Accountants, New Delhi (ICAI Firm Regn No. 001076N/N500013) were appointed as the Statutory Auditors of the Company for a period of three years at the 59th Annual General Meeting held on September 30, 2014 and the appointment was subject to the ratification at each Annual General Meeting. The Company has received confirmation from them to the effect that the ratification of their appointment would be within the limits prescribed under the Companies Act, 2013 and that they are not disqualified for holding the office of the Auditors. Accordingly, the Board recommends ratification of their appointment as Statutory Auditors of the Company by the members.

The Auditors' Report does not contain any qualification. Further the emphasis of matter given in para 9 of the Auditors' Report is self-explanatory and does not call for further comments.

Secretarial Auditor

The Board had appointed Chandrasekaran Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016, is annexed herewith and marked as **Annexure II**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION

None of the employee is in receipt of salary beyond the limits prescribed under section 197(12) of the Companies Act, 2013 read with Rules 5(1), (2) and (3) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in the prescribed format is annexed with this report and marked as **Annexure III**.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has discontinued its operations, therefore disclosures on Conservation Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are not applicable.

GENERAL

During the year under review:-

1. The Company had not issued any equity shares with differential voting rights as to dividend, voting or otherwise.
2. The Company had not issued any shares (including sweat equity shares) to employees of the Company under any scheme.
3. No significant and/or material order was passed by any Regulator / Court / Tribunal which impacts the going concern status of the Company or its future operations.
4. No fraud has been reported by Auditors to the Audit Committee or the Board.

Acknowledgement

Your Directors wish to place on record their appreciation for the continuous support extended by all the stakeholders and faith reposed in the Company.

For and on behalf of the Board of Directors

Gagan Kumar
Chairman of the Board

Date: April 20, 2016

Place: Noida

Annexure IA

Policy for Selection of Directors and Determining Directors' Independence

1. INTRODUCTION

1.1 Infomedia Press Limited (the "Company" or "Infomedia") believes that an enlightened board of Directors ("Board") consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, Infomedia ensures constitution of a Board with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 Infomedia recognizes the importance of Independent Directors in achieving the effectiveness of the Board. Infomedia aims to have an optimum combination of executive Directors, non-executive Directors and Independent Directors.

2. SCOPE AND PURPOSE:

2.1. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

3. TERMS AND REFERENCES:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

3.1. **"Director"** means a director appointed to the Board of the Company.

3.2. **"Nomination and Remuneration Committee"** means the committee constituted by Infomedia's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

3.3. **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the Listing Regulations.

4. POLICY:

4.1. QUALIFICATIONS AND CRITERIA

The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee shall take into account many factors, including the following:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background;
- Standing in the profession;
- Personal and professional ethics, integrity and values; and
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director's Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavor to attend all Board meetings and wherever he is appointed as a Board committee ("Committee") member, the Committee meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and senior management personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, the Listing Regulations and other relevant laws.

The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2. CRITERIA OF INDEPENDENCE

The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

The criteria of independence, as laid down in Companies Act, 2013 and the Listing Regulations, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director —

- a. who, in the opinion of the board, is a person of integrity and possesses relevant expertise and experience;

Annexure IA (Continued)

- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives-
- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
- (iv) is a chief executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or
- (v) is a material supplier, service provider or customer or a lessor or lessee of the Company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.
- The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.
- 4.3. OTHER DIRECTORSHIPS / COMMITTEE MEMBERSHIPS**
- 4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.
- 4.3.3 A Director shall not serve as an Independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
- 4.3.4 A Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.
- For the purpose of considering the limit of the committees, audit committee and stakeholders' relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.

Annexure IB

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

1. INTRODUCTION

1.1 Infomedia Press Limited (“Infomedia” or the “Company”) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees (“Policy”) keeping in view the following objectives:

- 1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
- 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks; and
- 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. SCOPE AND PURPOSE:

2.1. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the board of Directors of the Company (“Board”) the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

3. TERMS AND REFERENCES:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

- 3.1. **“Director”** means a director appointed to the Board of the Company.
- 3.2. **“Key Managerial Personnel”** means
 - (i) the chief executive officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the chief financial officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013
- 3.3. **“Nomination and Remuneration Committee”** means the committee constituted by Infomedia’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

4. POLICY:

4.1. REMUNERATION TO EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

4.1.1 The Board, on the recommendation of the

Nomination and Remuneration Committee, shall review and approve the remuneration payable to the executive Directors (“Executive Directors”) within the overall limits approved by the shareholders of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

- (i) Basic pay
- (ii) Perquisites and allowances
- (iii) Stock options
- (iv) Commission (applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual performance bonus
- (vii) Other perquisites/facilities (including loan/advances) as per the prevalent policies and practices of the Company.

4.1.2 The Annual Plan and Objectives for senior executives and Executive Directors shall be reviewed by the Nomination and Remuneration Committee and the annual performance bonus will be approved by the Nomination and Remuneration Committee based on the achievements against the Annual Plan and Objectives.

4.2. REMUNERATION TO NON-EXECUTIVE DIRECTORS

The Board on the recommendation of the Nomination and Remuneration Committee shall review and approve the remuneration payable to the non-executive Directors (“Non-Executive Directors”) within the overall limits approved by the shareholders of the Company.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof. The Non-Executive Directors may also be entitled to profit related commission in addition to the sitting fees, as may be decided by the shareholders of the Company, from time to time.

4.3. REMUNERATION TO OTHER EMPLOYEES

Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Remuneration and other perquisites/facilities (including loans/advance) shall be governed by the prevalent policies and practices of the Company.

Annexure II
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

The Members,

Infomedia Press Limited

First Floor, Empire Complex,
 414, Senapati Bapat Marg,
 Lower Parel,
 Mumbai – 400 013.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Infomedia Press Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from 15.05.2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 Not applicable;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable and
- (vi) As confirmed and certified by the management Company has discontinued its operations three year ago therefore no Sectoral law specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, effective from 01.07.2015.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015.

Annexure II (Continued)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no event having major bearing on the Company's affairs in presence of the above referred laws, rules, regulations, guidelines, standards, etc., Further, during the year the Company has shifted its Registered Office from the Jurisdiction of Registrar of Companies, NCT of Delhi and Haryana to the Registrar of Companies, Maharashtra, Mumbai.

Date: April 20, 2016

Place: New Delhi

Rupesh Agarwal

Partner

Chandrasekaran Associates

Company Secretaries

Membership No. A16302

Certificate of Practice No. 5673

Note: This report is to be read with our letter of even date which is annexed as Annexure- A and forms an integral part of this report.

Annexure II (Continued)**Annexure - A to the Report**

The Members

Infomedia Press Limited

First Floor, Empire Complex,
414, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: April 20, 2016

Place: New Delhi

Rupesh Agarwal

Partner

Chandrasekaran Associates

Company Secretaries
Membership No. A16302
Certificate of Practice No. 5673

Annexure III**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
i) CIN	L22219DL1955PLC211606*
ii) Registration Date	30/05/1955
iii) Name of the Company	Infomedia Press Limited
iv) Category/ Sub-Category of the Company	Public Company
v) Address of the Registered office and contact details*	503, 504 and 507, 5th Floor, Mercantile House, 15, K.G. Marg, New Delhi – 110001. Tel No :+ 91 11 49812600 Fax : +91 11 41506115
vi) Whether listed company	Yes, National Stock Exchange of India Limited & BSE Limited
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	KARVY COMPUTERSHARE PRIVATE LIMITED, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: 040-67161700 Fax: 040 - 67161680 Email id: implinvestor@karvy.com Website : www.karvy.com Tollfree No. 1800-425-8998

*Pursuant to the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs (MCA) for shifting of Registered Office of the Company from the National Capital Territory, Delhi to the State of Maharashtra, the Board of Directors has approved shifting of Registered Office to First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. As on March 31, 2016, necessary filings had been made by the Company with MCA to give effect to this change.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the Company
1	NA*	NA	NA

* The Company has discontinued its printing business.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of the Subsidiary Company	Address of the Company	CIN /GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Network18 Media & Investments Limited	503, 504 & 507, 5 th Floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110 001.	L65910DL1996PLC076419	Holding	50.69	2(46)

Annexure III (Continued)**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

	Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A)	Promoters									
1)	Indian									
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00%	0	0	0	0.00%	0.00%
(b)	Central Government	0	0	0	0.00%	0	0	0	0.00%	0.00%
(c)	State Governments(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
(d)	Bodies Corporate	2,54,37,390	5,304	2,54,42,694	50.69%	2,54,42,694	0	2,54,42,694	50.69%	0.00%
(e)	Financial Institutions / Banks	0	0	0	0.00%	0	0	0	0.00%	0.00%
(f)	Any other (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
	Sub-Total (A) (1)	2,54,37,390	5,304	2,54,42,694	50.69%	2,54,42,694	0	2,54,42,694	50.69%	0.00%
2)	Foreign		0		0.00%		0		0.00%	0.00%
(a)	Non-Resident Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
(b)	Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
(c)	Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
(d)	Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
(e)	Any Other (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
	Sub-Total (A) (2)	0	0		0.00%		0	0	0.00%	0.00%
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	2,54,37,390	5,304	2,54,42,694	50.69%	2,54,42,694	0	2,54,42,694	50.69%	0.00%
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	95	967	1,062	0.00%	95	967	1,062	0.00%	0.00%
(b)	Financial Institutions / Banks	150	4,061	4,211	0.01%	408	4,061	4,469	0.01%	0.00%
(c)	Central Government	0	0	0	0.00%	0	0	0	0.00%	0.00%
(d)	State Governments(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
(e)	Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
(f)	Insurance Companies	6,26,183	0	6,26,183	1.25%	6,25,925	0	6,25,925	1.25%	0.00%
(g)	Foreign Institutional Investors	0	0	0	0.00%	0	0	0	0.00%	0.00%
(h)	Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
(i)	Any Other (Specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
	Sub-Total (B) (1)	6,26,428	5,028	6,31,456	1.26%	6,26,428	5,028	6,31,456	1.26%	0.00%

Annexure III (Continued)

	Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2)	Non-Institutions									
(a)	Bodies Corporate	39,11,701	2,093	39,13,794	7.81%	32,09,129	2,041	32,11,170	6.40%	-1.41%
	i) Indian									
	ii) Overseas									
(b)	Individuals									
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	92,29,905	5,81,769	98,11,674	19.55%	96,63,070	5,71,416	1,02,34,486	20.39%	0.84%
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	1,03,88,044	0	1,03,88,044	20.68%	1,04,95,214	0	1,04,95,214	20.91%	0.23%
(c)	Any Other (Specify)									
(i)	Non Resident Indians	0	0	0	0.00%	1,45,483	1,400	1,46,883	0.29%	0.29%
(ii)	Clearing Member	0	0	0	0.00%	25,707	0	25,707	0.05%	0.05%
iii)	Trust	6,510	0	6,510	0.01%	6,510	52	6,562	0.01%	0.00%
	Sub-total (B) (2)	2,35,36,160	5,83,862	2,41,20,022	48.05%	2,35,45,113	5,74,909	2,41,20,022	48.05%	0.00%
	Total Public Shareholding (B) = (B)(1)+(B)(2)	2,41,62,588	5,88,890	2,47,51,478	49.31%	2,41,71,541	5,79,937	2,47,51,478	49.31%	0.00%
	TOTAL (A)+(B)	4,95,99,978	5,94,194	5,01,94,172	100.00%	4,96,14,235	5,79,937	5,01,94,172	100.00%	0.00%
(C)	Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
	GRAND TOTAL (A)+(B)+(C)	4,95,99,978	5,94,194	5,01,94,172	100.00%	4,96,14,235	5,79,937	5,01,94,172	100.00%	0.00%

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Network 18 Media & Investments Limited	2,54,42,694	50.69	0	2,54,42,694	50.69	0	0
2	Adventure Marketing Private Limited*	0	0	0	0	0	0	0
3	Colorful Media Private Limited*	0	0	0	0	0	0	0
4	Independent Media Trust*	0	0	0	0	0	0	0
5	RB Holdings Private Limited*	0	0	0	0	0	0	0
6	RRB Mediasoft Private Limited*	0	0	0	0	0	0	0
7	RB Mediasoft Private Limited*	0	0	0	0	0	0	0
8	RB Media Holdings Private Limited*	0	0	0	0	0	0	0
9	Reliance Industries Limited*	0	0	0	0	0	0	0
10	Reliance Industrial Investments and Holdings Limited*	0	0	0	0	0	0	0
11	Shinano Retail Private Limited*	0	0	0	0	0	0	0
12	Watermark Infratech Private Limited*	0	0	0	0	0	0	0
		2,54,42,694	50.69	0	2,54,42,694	50.69	0	0

*These entities forms part of the Promoter/Promoters group, however, currently they do not hold any share in the Company.

Annexure III (Continued)

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)** – There is no change in the promoters' shareholding during the year.

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of the Share Holder	Shareholding		Date	Reason	Increase /Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning (01/4/2015)/ shareholding at the end of the year (31/3/2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Co.
1	Nitinkumar Karsandas Patel	10,29,661	2.05	01-Apr-2015	No movement during the year	-	10,29,661	2.05
		10,29,661	2.05	31-Mar-2016		-	10,29,661	2.05
2	The Oriental Insurance Company Limited	6,25,925	1.25	01-Apr-2015	No movement during the year	-	6,25,925	1.25
		6,25,925	1.25	31-Mar-2016		-	6,25,925	1.25
3	Sanjiv Dhiresbhai Shah	6,07,820	1.21	01-Apr-2015	No movement during the year	-	6,07,820	1.21
		6,07,820	1.21	31-Mar-2016		-	6,07,820	1.21
4	Adroit Tradelink Private Limited	10,99,535	2.19	01-Apr-2015			10,99,535	2.19
				31-Dec-2015	Transfer	-99,535	10,00,000	1.99
				08-Jan-2016	Transfer	-3,00,000	7,00,000	1.39
				05-Feb-2016	Transfer	-49,659	6,50,341	1.30
				26-Feb-2016	Transfer	-27,670	6,22,671	1.24
				04-Mar-2016	Transfer	-72,330	5,50,341	1.10
				11-Mar-2016	Transfer	-39,554	5,10,787	1.02
				18-Mar-2016	Transfer	-10,446	5,00,341	1.00
5	Bhavesh Dhiresbhai Shah	5,00,341	1.00	31-Mar-2016			5,00,341	1.00
		4,63,722	0.92	01-Apr-2015	No movement during the year	-	4,63,722	0.92
4,63,722	0.92	31-Mar-2016	-	4,63,722		0.92		
6	Annapurna Devi Pandya*	0	0.00	01-Apr-2015			0	0.00
				08-Jan-2016	Transfer	4,52,702	4,52,702	0.90
		4,52,702	0.90	31-Mar-2016			4,52,702	0.90
7	Chetan Dhiresbhai Shah	4,33,305	0.86	01-Apr-2015	No movement during the year	-	433,305	0.86
		4,33,305	0.86	31-Mar-2016		-	433,305	0.86
8	Isha Securities Limited	4,07,240	0.81	01-Apr-2015	No movement during the year	-	4,07,240	0.81
		4,07,240	0.81	31-Mar-2016		-	4,07,240	0.81

Annexure III (Continued)

S. No.	Name of the Share Holder	Shareholding		Date	Reason	Increase /Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning (01/4/2015)/ shareholding at the end of the year (31/3/2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Co.
9	Vijay Omprakash Sethi*	0	0.00	01-Apr-2015			0	0.00
				29-May-2015	Transfer	3,001	3,001	0.01
				12-Jun-2015	Transfer	1,351	4,352	0.01
				26-Jun-2015	Transfer	8,100	12,452	0.02
				30-Jun-2015	Transfer	9,999	22,451	0.04
				03-Jul-2015	Transfer	7,550	30,001	0.06
				10-Jul-2015	Transfer	23,000	53,001	0.11
				17-Jul-2015	Transfer	11,000	64,001	0.13
				24-Jul-2015	Transfer	22,000	86,001	0.17
				31-Jul-2015	Transfer	25,198	1,11,199	0.22
				07-Aug-2015	Transfer	41,356	1,52,555	0.30
				14-Aug-2015	Transfer	56,000	2,08,555	0.42
				21-Aug-2015	Transfer	4,601	2,13,156	0.42
				28-Aug-2015	Transfer	33,440	2,46,596	0.49
				04-Sep-2015	Transfer	988	2,47,584	0.49
				11-Sep-2015	Transfer	9,000	2,56,584	0.51
				18-Sep-2015	Transfer	200	2,56,784	0.51
				30-Sep-2015	Transfer	15	2,56,799	0.51
				16-Oct-2015	Transfer	10,000	2,66,799	0.53
				20-Nov-2015	Transfer	101	2,66,900	0.53
				22-Jan-2016	Transfer	33,101	3,00,001	0.60
				29-Jan-2016	Transfer	18,102	3,18,103	0.63
				19-Feb-2016	Transfer	16,440	3,34,543	0.67
				26-Feb-2016	Transfer	5,503	3,40,046	0.68
				04-Mar-2016	Transfer	100	3,40,146	0.68
				11-Mar-2016	Transfer	9,855	3,50,001	0.70
				18-Mar-2016	Transfer	15,000	3,65,001	0.73
		3,70,001	0.74	31-Mar-2016	Transfer	5,000	3,70,001	0.74

Annexure III (Continued)

S. No.	Name of the Share Holder	Shareholding		Date	Reason	Increase /Decrease in Share holding	Cumulative Shareholding during the year	
		No. of shares at the beginning (01/4/2015)/ shareholding at the end of the year (31/3/2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Co.
10	Nipun Kishorchandra Mahida	34,800	0.07	01-Apr-2015			34,800	0.07
				17-Apr-2015	Transfer	20,200	55,000	0.11
				24-Apr-2015	Transfer	12,652	67,652	0.13
				08-May-2015	Transfer	4,950	72,602	0.14
				15-May-2015	Transfer	704	73,306	0.15
				22-May-2015	Transfer	201	73,507	0.15
				29-May-2015	Transfer	5,000	78,507	0.16
				12-Jun-2015	Transfer	1,000	79,507	0.16
				03-Jul-2015	Transfer	500	80,007	0.16
				10-Jul-2015	Transfer	15,822	95,829	0.19
				17-Jul-2015	Transfer	4,181	1,00,010	0.20
				07-Aug-2015	Transfer	-1,00,010	0	0.00
				07-Aug-2015	Transfer	1,18,525	1,18,525	0.24
				14-Aug-2015	Transfer	10,800	1,29,325	0.26
				21-Aug-2015	Transfer	8,450	1,37,775	0.27
				28-Aug-2015	Transfer	12,063	1,49,838	0.30
				04-Sep-2015	Transfer	162	1,50,000	0.30
				11-Sep-2015	Transfer	2,900	1,52,900	0.30
				18-Sep-2015	Transfer	10,000	1,62,900	0.32
				09-Oct-2015	Transfer	20,700	1,83,600	0.37
				16-Oct-2015	Transfer	6,669	1,90,269	0.38
				30-Oct-2015	Transfer	9,500	1,99,769	0.40
				06-Nov-2015	Transfer	2,600	2,02,369	0.40
		13-Nov-2015	Transfer	9,535	2,11,904	0.42		
		20-Nov-2015	Transfer	100	2,12,004	0.42		
		31-Dec-2015	Transfer	27,996	2,40,000	0.48		
		08-Jan-2016	Transfer	30,000	2,70,000	0.54		
		15-Jan-2016	Transfer	5,100	2,75,100	0.55		
		05-Feb-2016	Transfer	9,500	2,84,600	0.57		
		2,84,600	0.57	31-Mar-2016			2,84,600	0.57
11	Ramit Kochar	2,61,501	0.52	01-Apr-2015			2,61,501	0.52
				24-Apr-2015	Transfer	19,164	2,80,665	0.56
				11-Mar-2016	Transfer	-17,787	2,62,878	0.52
				18-Mar-2016	Transfer	-4,000	2,58,878	0.52
				25-Mar-2016	Transfer	-2,428	2,56,450	0.51
				2,44,906	0.49	31-Mar-2016	Transfer	-11,544

Annexure III (Continued)

S. No.	Name of the Share Holder	Shareholding		Date	Reason	Increase /Decrease in Share holding	Cumulative Shareholding during the year			
		No. of shares at the beginning (01/4/2015)/ shareholding at the end of the year (31/3/2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Co.		
12	Bp Equities Private Limited*	0	0.00	01-Apr-2015			0	0.00		
				07-Aug-2015	Transfer	5,000	5,000	0.01		
				14-Aug-2015	Transfer	-5,000	0	0.00		
				11-Dec-2015	Transfer	1	1	0.00		
				18-Dec-2015	Transfer	-1	0	0.00		
				05-Feb-2016	Transfer	5	5	0.00		
				12-Feb-2016	Transfer	-5	0	0.00		
				11-Mar-2016	Transfer	1	1	0.00		
				18-Mar-2016	Transfer	-1	0	0.00		
				0		31-Mar-2016			0	0.00
				2,97,399	0.59	01-Apr-2015			2,97,399	0.59
						26-Jun-2015	Transfer	10,000	3,07,399	0.61
						30-Jun-2015	Transfer	-700	3,06,699	0.61
						24-Jul-2015	Transfer	-8,499	2,98,200	0.59
						07-Aug-2015	Transfer	-10,000	2,88,200	0.57
						30-Sep-2015	Transfer	500	2,88,700	0.58
						09-Oct-2015	Transfer	-500	2,88,200	0.57
						30-Oct-2015	Transfer	1	2,88,201	0.57
						11-Dec-2015	Transfer	-1	2,88,200	0.57
						18-Dec-2015	Transfer	-285,756	2,444	0.00
						08-Jan-2016	Transfer	-2,374	70	0.00
						22-Jan-2016	Transfer	-70	0	0.00
				0		31-Mar-2016			0	0.00
				10,000	0.02	01-Apr-2015			10,000	0.02
						17-Apr-2015	Transfer	1	10,001	0.02
						01-May-2015	Transfer	-1	10,000	0.02
						26-Jun-2015	Transfer	-10,000	0	0.00
						30-Oct-2015	Transfer	20	20	0.00
						11-Dec-2015	Transfer	-20	0	0.00
						31-Dec-2015	Transfer	12	12	0.00
						08-Jan-2016	Transfer	3,993	4,005	0.01
						22-Jan-2016	Transfer	4	4,009	0.01
				05-Feb-2016	Transfer	-5	4,004	0.01		
				12-Feb-2016	Transfer	-3	4,001	0.01		
				11-Mar-2016	Transfer	-1	4,000	0.01		
		4,000	0.01	31-Mar-2016			4,000	0.01		
13	Rooshikumar V. Pandya**	4,52,702	0.90	01-Apr-2015			4,52,702	0.90		
				30-Oct-2015	Transfer	-4,52,702	0	0.00		
		0		31-Mar-2016			0	0.00		

*Not in the list of top 10 shareholders as an 31.03.2015. The same has been reflected above since the shareholder was one of the top 10 shareholder as on 31.03.2016.

**Ceased to be in the list of top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the top 10 shareholders as on 31.03.2015.

Annexure III (Continued)**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Particulars	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year	
		No. of shares at the beginning (as on 01.04.2015) / end of the year (31.03.2016)	% of total shares of the company	Date	Reason	Increase / Decrease in shareholding	No. of shares	% of total shares of the company
	A. Directors	-	-	-	-	-	-	-
	B. Key Managerial Personnel (KMP)							
1	Sandeep Mantri (Chief Financial Officer)	25	-	01.04.2015	No Movement during the year	-	25	-
		25	-	31.03.2016		-	25	-

Note: Apart from above, none of the Directors/KMP's hold any share in the Company.

Mr. Sandeep Mantri, CFO, held 25 shares in the Company through his wife's demat account.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount Rs. in lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	2,023.00	-	2,023.00
(ii) Interest due but not paid	-	-	-	-
(ii) Interest accrued but not due	-	548.69	-	548.69
Total (I + ii + iii)	-	2,571.69	-	2,571.69
Change in Indebtedness during the financial year				
- Addition	-	426.65	-	426.65
- Reduction	-	-	-	-
Net Change	-	426.65	-	426.65
Indebtedness at the end of the financial year				
(i) Principal Amount	-	2,186.86	-	2,186.86
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	811.48	-	811.48
Total (I + ii + iii)	-	2,998.34	-	2,998.34

Annexure III (Continued)**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:** (Amount Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Ms. Ruchi Arya* (Manager)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit		
	- others, specify		
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	Not applicable as the Company is in loss (However, if the Company desires so the remuneration may be paid based on effective capital of the Company in accordance with Schedule V to the Companies Act, 2013)	

* Appointed w.e.f. March 25, 2015 without remuneration.

B. Remuneration to other directors: (Amount Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Manoj Mohanka ¹	Gagan Kumar	Lalit Kumar Jain ²	
1	Independent Directors				
	Fee for attending board committee meetings	6	11	5	22
	Commission	-	-	-	-
	Others	-	-	-	-
	Total (1)	6	11	5	22
2	Other Non-Executive Directors*	Rohit Bansal	Vinay Chhajlani	Kshipra Jatana	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1 + 2)				22
	Total Managerial Remuneration				22
	Overall Ceiling as per the Act	The Company can pay sitting fee of Rs. 1,00,000 for attending each meeting of the Board of Directors and its Committees.			

¹ Resigned w.e.f. October 14, 2015² Appointed w.e.f. October 9, 2015

*The Board of Directors unanimously agreed that no sitting fees be paid to Directors, other than Independent Directors in view of the huge accumulated losses in the Company.

Annexure III (Continued)**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Tasneem Udaipurwala (Company Secretary)	Mr. Sandeep Mantri (CFO)	Total
1	Gross salary:			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,96,773	-	2,96,773
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify (Employers Contribution to PF)	7,775	-	7,775
	Total	3,04,548		3,04,548

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

Management Discussion & Analysis

1. Business overview

The Company has ceased its printing operations due to commercial unviability and as such the Company had no business operations during the year. The Company is evaluating various options including starting a new line of business.

2. Discussion on financial performance

Revenue: Since the Company has ceased its printing operations, hence there is no revenue from printing business during the year. However, revenue is reflected since there is adjustment of Sundry balances written back of Rs. 67.61 lakhs. During the previous year, the Company had revenue from sale of scrap of Rs. 40.28 lakhs.

Expenditure: In view of discontinued operations, there are no manufacturing expenses during the year under review. Other expenses of Rs. 131.82 lakhs during the year consist of *inter alia* legal and professional charges of Rs. 22.48 lakhs that includes audit fee, and facility costs of Rs. 60.09 lakhs like rent, electricity, rates and taxes, housekeeping and security charges, as compared to Rs. 46.07 lakhs during the previous year.

The employee costs were reduced to Rs. 3.21 lakhs as compared to Rs. 3.82 lakhs for the previous year. Finance costs were reduced to Rs. 291.99 lakhs as compared to Rs. 303.45 lakhs for the previous year.

3. Risk and concerns

The printing operations of the Company have been discontinued post the employees having availed the benefits of the Voluntary Retirement Scheme. The management is evaluating various options, including starting a new line of business, and shall present them, with a recommended approach, to the Board. The Business decision taken by the Board will determine the risk and concerns. However general risk and concerns as applicable to all the industries would be applicable to the Company.

a. Global economic environment: The global economic environment even though coming out of the difficult times, is still faced with the crisis in certain European countries and the uncertainty continue to remain. Exit of Great Britain from European Union may also impact Indian economy indirectly. The credit risk across corporate and customers have to be carefully examined while doing business. We will need to engage & focus on developing and diversifying our business model to extend our reach to other products & markets in various geographical locations. We will need to offer value proposition to the new customers to develop and grow business further.

b. Regulatory Risk: Management believes that in the event the Company decided to enter into a new line of business, there may be regulatory risk in regard to the operation and management of the Company as may be specific to the new line of business.

c. Asset Risk: The Building constructed on the leasehold land situated at Nerul is quite old. In the event the Company decides to enter into a new line of business, it may have to alter or reconstruct the said building to suit the new line of business. Also approval of the Lessor for the change in end use of the said leasehold land may also be required.

4. Internal Control Systems

The Company has a well laid out adequate internal control system for the various activities commensurate with the size and activities of the Company. The Internal control systems are so designed to ensure that there is adequate safeguard on maintenance and usage of assets of the Company. An internal audit plan is worked out at the beginning of the financial year and the observations of the auditors are shared with the Audit Committee and the statutory auditors.

5. Human Resources

The Company had reached a compensation settlement with all but one permanent employee of the Company through a Voluntary Retirement Scheme in earlier years. The Company recognizes the key role played by the people and we would like to thank each and every member of the Infomedia family for their role and contribution towards the Company over the years.

6. Outlook

The printing operations of the Company have been discontinued post the employees having availed the benefits of the Voluntary Retirement Scheme. However the management is evaluating various options including starting a new line of business, which shall be, upon finalization, presented with a recommended approach to the Board for its approval.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations on a go "forward – looking statements" are within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation and industrial relations.

Corporate Governance Report

The report containing details of Corporate Governance systems and processes of Infomedia Press Limited (hereinafter referred to as “Infomedia” or “the Company”), in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) are as follows:

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is about commitment to values and ethical business conduct. We look upon good corporate governance practices as a key driver of sustainable corporate growth and long-term shareholders value creation. Good corporate governance is about enhancing value for all our stakeholders. The Company is committed to adopt best practices in corporate governance and disclosure thereunder. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of corporate governance.

The Company believes that sound corporate governance is critical to enhance and retain investors’ trust. The Company’s corporate governance philosophy is based on the following principles:

1. Primary responsibility of a good corporate entity is maximizing shareholders value.
2. Be transparent and maintain a high degree of disclosures level.
3. Sound system of risk management and internal control.
4. Principles of integrity, transparency, disclosure, accountability and fairness.
5. Upholding the highest standards of professionalism.
6. Management is the trustee of the members capital and not the owner.

The Company complies with all statutory and regulatory requirements on corporate governance and has constituted the requisite committees to look into issues of financial reporting, investor grievance and executive remuneration. This attitude of the Company has strengthened the bond of trust with its stakeholders including the society at large.

Ethics/ Governance Policies

At Infomedia, we adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct to Regulate, Monitor and Report Trading by Insiders
- Code of Business Conduct and Ethics for Directors and Management Personnel
- Code of Practices and procedures for fair disclosures of unpublished price sensitive information
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Website Archival Policy
- Policy for preservation of documents
- Policy on Determination and Disclosures of Materiality of Events & Information

Corporate Governance Report (Continued)

2. BOARD OF DIRECTORS

Board composition and category of Directors: The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Independent Directors	Mr. Gagan Kumar – Chairman Mr. Lalit Kumar Jain ¹
Non-Executive Non-Independent Directors	Mr. Vinay Chand Chhajlani Mr. Rohit Bansal Ms. Kshipra Jatana

¹Appointed as an Additional Director w.e.f. October 9, 2015

None of the Directors is inter se, related to any other Director on the Board nor is related to any other Key Managerial Personnel of the Company

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such person in accordance with the Company's Policy for selection of Directors and determining Directors independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he / she meets the criteria of independence as provided under the law. All the Independent Directors have given the requisite declarations of independence during the year.

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Non-Independent Directors and management personnel. Such meeting of Independent Directors of the Company was conducted on March 25, 2016 to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the other Independent Directors. Independent Directors take appropriate steps to present their views to the Board.

Performance Evaluation Criteria of Independent Directors

Performance of Independent Directors is evaluated based on the criteria of evaluation of directors (including independent directors) devised by the Nomination and Remuneration Committee. As per the criteria, the directors are evaluated based on inter alia their attendance, contributions made by them in the meeting, subject knowledge, awareness of the business and regulatory environment in which the company operates. Annual performance evaluation of the Independent Directors is done by the Board of Directors and Nomination and Remuneration Committee.

Familiarization Programmes for Board Members

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company organizes various programmes and presentations for the Board of Directors in order to familiarize them with their roles, rights, responsibilities in the Company and other related matters.

Periodical updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly are also circulated to the Directors.

The details of such familiarisation programmes for Independent Directors are posted on the website of the Company and may be accessed at http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Familiarisation_Programmes_for_Independent_Directors.pdf

Corporate Governance Report (Continued)

Code of Conduct

The Company has a Code of Business Conduct and Ethics for Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centers around the following theme:

“The Company’s Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in ‘spirit’”.

A copy of the Code has been put on the Company’s website i.e. www.infomediapress.in. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration to this effect, signed by the Manager of the Company is given below:

It is hereby certified that all the members of the Board and Senior Management Personnel have confirmed to and complied with the Code during the financial year 2015-16 and there has been no instance of violation of the Code.

Ruchi Arya
Manager

April 20, 2016, Mumbai

3. Board and Committee Meetings and its Procedures

(a) Institutionalised decision-making process

The Board of Directors is the apex body constituted for overseeing the Company’s overall functioning. The Board provides and evaluates the Company’s strategic direction, management policies and their effectiveness, and ensures that stakeholders’ long-term interests are being served.

The Board has constituted three Committees, namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. During the year, the Board had unanimously approved the dissolution of the Share Transfer Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

The Company’s internal guidelines for Board / Board Committee meetings facilitate the decision making process at its meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines at the Company.

(b) Scheduling and selection of agenda items for Board meetings

- (i) Minimum four pre-scheduled Board meetings are held in a financial year. Board meetings are convened by giving appropriate notice to address the Company’s specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at Board / Board Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board/ Board Committee meetings.
- (iii) The Board is given presentations / briefed on areas covering operations of the Company, before taking on record the quarterly / annual financial results of the Company. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalize the agenda for Board meetings.

The items / matters required to be placed before the Board, inter alia, include:

- Company’s Annual Financial Results, Financial Statements, Auditors’ Report and Board’s Report
- Quarterly results of the Company
- Minutes of meetings of the Audit Committee and other Committees of the Board

Corporate Governance Report (Continued)

- Non-compliance of any regulatory, statutory or listing requirements, and shareholders' service, such as dividend non-payment, share transfer delay (if any), among others
- Show cause, demand, prosecution notices and penalty notices, which are of material nature
- Appointment, remuneration and resignation of Directors
- Formation/re-constitution of Board Committees
- Terms of reference of Board Committees
- Declaration of Independent Directors at the time of appointment/annually
- Disclosure of Directors' interest and their shareholding
- Appointment or removal of the Key Managerial Personnel
- Appointment of Statutory Auditors, Internal Auditors, Secretarial Auditors
- Secretarial Audit reports
- Significant changes in accounting policies and internal controls
- Recommending appointment of and fixing of remuneration on the Auditors as recommended by the Audit Committee
- Internal Audit findings and External Audit Reports (through the Audit Committee)
- Borrowing of monies, giving guarantees or provide security in respect of loans
- Compliance Certificate certifying compliance with all laws as applicable to the Company.

The agenda and notes on agenda are circulated to Directors in advance, in the defined agenda format. All material information is incorporated in the notes to the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

(c) Recording minutes of proceedings of Board and Board Committee meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

(d) Post meeting follow-up mechanism

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at Board / Board Committee meetings are communicated promptly to the concerned departments / divisions. Minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Board Committee for noting.

(e) Compliance

The Company Secretary, while preparing the agenda, notes on agenda, minutes of the meeting(s), is responsible for and is required to present a report to the Board on compliance of all applicable laws and regulations under the Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards (SS-1 and SS-2) specified by the Institute of Company Secretaries of India.

4. Details of Board Meetings held

Four Board meetings were held during the year ended March 31, 2016.

The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
April 15, 2015	5	4
July 22, 2015	5	5
October 14, 2015	5	5
January 15, 2016	5	4

Corporate Governance Report (Continued)

5. Attendance of Directors at the Board meetings, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various companies

Name of the Director	Attendance at meetings during 2015-16		No. of Other Directorship(s) ³	No. of Membership(s)/ Chairmanship(s) of Board Committees ^{4*}
	Board Meetings	AGM		
Mr. Gagan Kumar	4	Yes	7	8 (including 2 as Chairman)
Mr. Vinay Chand Chhajlani	2	Yes	17	1
Mr. Rohit Bansal	4	Yes	9	7 (including 2 as Chairman)
Ms. Kshipra Jatana	4	Yes	8	3 (including 1 as Chairperson)
Mr. Lalit Kumar Jain ¹	2	N.A	NIL	2
Mr. Manoj Mohanka ²	2	No	-	-

¹ Appointed as an Additional Director (Independent), w.e.f. October 9, 2015. Two (2) Board Meetings were held during his tenure.

² Ceased to be director of the Company w.e.f. October 14, 2015. Two (2) Board Meetings were held during his tenure

³ The Directorships, held by Directors as mentioned above, do not include Directorships in foreign companies.

⁴ In accordance with the Listing Regulations, Membership(s) / Chairmanship(s) of only the Audit Committees and Shareholders' / Stakeholders Relationship Committees in all public limited companies (including that of the Company) have been considered.

Video/tele-conferencing facilities are used to facilitate Directors travelling abroad, or present at other locations, to participate in the meetings.

6. Board Committees

Details of the Board Committees and other related information:

AUDIT COMMITTEE	
Sl. No.	Name of Director
1	Gagan Kumar (Independent Director, Chairman of the Committee)
2	Lalit Kumar Jain (Independent Director)
3	Rohit Bansal (Non-Executive Director)

NOMINATION AND REMUNERATION COMMITTEE	
Sl. No.	Name of Director
1	Lalit Kumar Jain (Independent Director, Chairman of the Committee)
2	Gagan Kumar (Independent Director)
3	Rohit Bansal (Non- Executive Director)

STAKEHOLDERS RELATIONSHIP COMMITTEE	
Sl. No.	Name of Director
1	Rohit Bansal (Non-Executive Director, Chairman of the Committee)
2	Gagan Kumar (Independent Director)
3	Lalit Kumar Jain (Independent Director)

Ms. Tasneem Cementwala, Company Secretary and Compliance Officer is the Secretary of all Board Committees .

Corporate Governance Report (Continued)

Meetings of Board Committees held during the year and Directors' attendance:

Particulars	Audit Committee	Nomination and Remuneration Committee ²
Meetings held	4	1
No.of Meetings Attended	-	-
Mr. Gagan Kumar	4	1
Mr. Lalit Kumar Jain ¹	2	Refer Note below ²
Mr. Rohit Bansal	4	1
Mr. Vinay Chand Chhajlani	N.M	N.M
Ms. Kshipra Jatana	N.M	N.M
Mr. Manoj Mohanka ²	2	1

¹The Committee was re-constituted on October 9, 2015 and Mr. Lalit Kumar Jain appointed as member of the Committee.

²Ceased to be member of the Committees w.e.f. October 9, 2015

N.M. Not member of the Committee.

No meeting of stakeholders Relationship Committee was held during the year.

Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in discharging its function. Minutes of proceedings of Committee meetings are circulated to the respective committee member and also placed before the Board for noting.

(a) AUDIT COMMITTEE

Composition of the Audit Committee:

Mr. Gagan Kumar (Chairman)	Independent Director
Mr. Lalit Kumar Jain	Independent Director
Mr. Rohit Bansal	Non-Executive Director

The Board of Directors of the Company re-constituted the Committee on October 9, 2015 by circular resolution and appointed Mr. Lalit Kumar Jain as member of the Committee. The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

Terms of Reference of the Audit Committee, *inter alia*, includes the following:

Powers of the Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Committee, *inter alia*, includes the following:

- To examine and oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend to the Board, the appointment, remuneration and terms of appointment of the Auditors of the Company.
- To review and monitor the Auditor's Independence and performance and effectiveness of the audit process.
- To approve of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.

Corporate Governance Report (Continued)

- To review with the management the annual financial statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub Section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgement by the management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of related party transactions and
 - Qualification in the draft audit report.
- To examine the financial statements and auditors' report thereon and review the same with the management before submission to the Board for approval.
- To monitor end use of funds raised through public offer and related matters and review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- To approve any subsequent modification of transactions of the Company with related parties.
- To scrutinize inter-corporate loans and investments.
- To approve the valuation of undertakings or assets of the Company, whenever it is necessary.
- To evaluate internal financial controls and risk management systems.
- To review with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To discuss with Internal Auditors any significant findings and follow up thereon.
- To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- To discuss with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.
- To approve the appointment of Chief Financial Officer (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- To carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

Reviewing the following information by the Committee:

- The Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as per the Company's Policy), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor/ Internal Auditor (s) shall be subject to review by the Audit Committee.

Corporate Governance Report (Continued)

General

Executive of Finance and Account Department, Secretarial Department and representatives of Statutory and Internal Auditors are also invited to attend Audit Committee Meetings.

Internal Auditors reports directly to the Audit Committee.

During the year four meetings of the Audit Committee were held on April 15, 2015, July 22, 2015, October 14, 2015 and January 15, 2016 and the maximum time gap between any two meetings was less then 120 days.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 24, 2015.

(b) Nomination and Remuneration Committee

Composition of the Committee:

Mr. Lalit Kumar Jain (Chairman) ¹	Independent Director
Mr. Gagan Kumar	Independent Director
Mr. Rohit Bansal	Non-Executive Director

¹ Appointed as Chairman of the Committee w.e.f. October 9, 2015

The Board of Directors of the Company re-constituted the Committee on October 9, 2015 by circular resolution and appointed Mr. Lalit Kumar Jain as Chairman and member of the Committee. The Committee's composition meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

Terms of Reference of the Committee, *inter alia*, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including :
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee
 - the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others

Corporate Governance Report (Continued)

- the granting, vesting and exercising of options in case of employees who are on long leave; and
- the procedure for cashless exercise of options
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable
- To perform such other functions as may be necessary or appropriate for the performance of its duties

During the year, Nomination and Remuneration Committee met once on July 22, 2015 and the Minutes of the Committee meetings were placed before the Board.

Remuneration Policy and Details of Remuneration of Non-Executive Directors:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as **Annexure IB** to the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the industry practice.

Details of the remuneration /sitting fees paid to the Directors

Remuneration of Non-executive Directors:

During the year, apart from the sitting fees, no remuneration was paid to the Non-executive Directors. The criteria for making payments to Non-Executive Directors is posted on the website of the Company and can be accessed at http://infomediapress.in/wp_content/uploads/2016/02/criteria_for_payment_NEDs_Infomedia_Press_Limited.pdf

Sitting fee/remuneration paid to the Directors during the year is given below:

(Amount in Rs.)

Name of Directors	Category	Sitting Fee
Mr. Manoj Mohanka ¹	Independent Director	6,00,000
Mr. Gagan Kumar	Independent Director	11,00,000
Mr. Lalit Kumar Jain ²	Independent Director	5,00,000

¹Ceased to be a Director w.e.f. October 14, 2015

²Appointed as an Additional Independent Director w.e.f. October 9, 2015

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

(c) Stakeholders Relationship Committee

Composition of the Committee:

Mr. Rohit Bansal (Chairman) ¹	Non-Executive Director
Mr. Gagan Kumar	Independent Director
Mr. Lalit Kumar Jain ²	Independent Director

¹ Appointed as the Chairman of the Committee w.e.f. October 9, 2015.

² Appointed as the member of the Committee w.e.f. October 9, 2015.

The Board of Directors of the Company re-constituted the Committee on October 9, 2015 by circular resolution and appointed Mr. Lalit Kumar Jain as member of the Committee. The aforesaid Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of Shareholders' / Investors' Complaints. During the year all the Investors Complaints were promptly redressed. No meeting of the Stakeholders Relationship Committee was held during the year.

Corporate Governance Report (Continued)

The aforesaid Committee's composition and the terms of reference meet with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Terms of Reference of the Committee, *inter alia*, includes the following:

- To approve the transfer/ transmission/ transposition of any security of the Company and to issue Certificates thereof
- To approve requests for dematerialization/rematerialization of securities and issue Certificates thereof
- To issue duplicate Share Certificates including in place of those which are lost, damaged or in which the pages are completely exhausted (provided such original certificates are surrendered to the Company)
- To affix or authorize affixation of the Common Seal of the Company to the Security Certificates (equity, preference or any other security) issued by the Company, wherever necessary or required
- To allot any security from time to time either under the rights issue, public issue, preferential issue or in any other mode or form including issue of shares against exercise of Stock Options granted under Company's ESOP Schemes
- To redress Security holders' concerns/complaints/grievances
- To attend to other areas of Stakeholders' services
- To oversee performance of the Registrar and Transfer Agent of the Company and recommend measure for overall improvement in the quality of investor service

Investor's Grievance Redressal

The Company received 36 complaints during the year ended March 31, 2016. These Complaints were pertaining to non receipt of dividend warrants and non receipt of Annual Reports. All the complaints were promptly resolved and there was no outstanding complaint as on March 31, 2016.

Compliance Officer: Ms. Tasneem Cementwala, Company Secretary is the Compliance Officer for complying with requirements of Securities Laws, Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations 2015.

7. General Body Meetings

(i) Annual General Meetings

The date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date	Venue	Time	Special Resolution Passed
2013	July 29, 2013	M.P.C.U Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Nivas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi – 110 054.	3.00 p.m.	No
2014	September 30, 2014	Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi -110074.	1.00 p.m.	Yes (two) ¹
2015	September 24, 2015		10.00 a.m.	Yes (two) ²

¹ Two Special Resolutions were passed in regard to (i) approval of borrowing by the Company (ii) to adopt the new set of Articles of Association of the Company.

² Two Special Resolutions were passed in regard to (i) Re-appointment of Mr. Manoj Mohanka as an Independent Director of the Company (ii) Re-appointment of Mr. Gagan. Kumar as an Independent Director of the Company.

Corporate Governance Report (Continued)

(ii) Special Resolution passed through Postal Ballot:

During the year members of the Company have approved the following Special Resolution on September 28, 2015 through Postal Ballot:

Special Resolution under Section 13 and other applicable provisions, if any, of the Companies Act, 2013 to shift the Registered Office of the Company from National Capital Territory of Delhi to the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

The details of the Voting Pattern in respect of Special Resolution passed through Postal ballot was as under:

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,54,42,694	2,54,42,694	100.00	2,54,42,694	-	100.0000	-
Public Institutional holders	6,36,569	0	0	0	-	-	-
Public-others	2,41,14,909	87,329	0.36	85,910	1419	98.37511	1.62489
Total	5,01,94,172	255,30,023	50.86	2,55,28,604	1419	99.99444	0.00556

Note: The aforesaid resolution was passed with requisite majority.

The Board had appointed Mr. Rupesh Agarwal, Partner, Chandrasekaran Associates, Company Secretaries, as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

(iii) Proposal for Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting is required to be passed through Postal Ballot.

8. DISCLOSURE

I. Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large.

During the period under review, the Company had not entered into material transaction with any of its related parties.

None of the transactions with the related parties was in conflict with the interest of the Company. The Company has made full disclosures of transactions with the related parties set out in Note No.20 of Notes on Accounts, forming part of the Annual Report.

The related party transactions are entered into based on various business exigencies, such as synergy in operations, sectoral specialization and the Company's long term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources.

All related party transactions are in ordinary course of business and are negotiated on arms' length basis, and are intended to further the Company's interests. The Policy on materiality of related party transaction and on dealing with Related Party Transactions can be accessed at the given link: http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Policy_for_determining_material_RPT.pdf

II. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.

There have been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

Corporate Governance Report (Continued)

III. The Company has complied with all the mandatory requirements of the Listing Regulations

The detailed disclosure of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of regulation 46 have been made under respective heads of this Corporate Governance Report.

Further the Company has also adopted following Non-Mandatory requirements of Regulation 27 read with Part E of Schedule II to the Listing Regulations

- **Non Executive Chairman's Office**
Chairman of the Board is Non-Executive and he is given all required support to facilitate performance of his duties.
- **Modified Opinion in Audit report**
The financial statements of the Company contain no audit qualifications.
- **Separate posts of Chairman and CEO**
The Company has a Non-Executive Chairman
- **Reporting of Internal Auditors**
Internal Auditors report to the Audit Committee

IV. Whistle Blower Policy

The Company promotes ethical behaviour in all its activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which directors and employees are free to report unethical behavior, violations of applicable laws, regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The Policy has also been posted on the website of the Company and can be accessed at http://infomediapress.in/wp-content/uploads/2015/06/Infomedia_Vigil_Mechanism_Policy.pdf

V. Disclosure of Accounting Treatment

The financial statements for the year under review have been prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and to comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 and other applicable provisions and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied by the Company.

VI. Commodity Price Risks and Commodity Hedging Activities

In view of the discontinual business the Company is not involved in any such risk / hedging activities.

VII. CEO/CFO certification

The Manager and the Chief Financial Officer of the Company give annual/quarterly certification on financial reporting and internal controls to the Board, confirming, *inter alia*, that the financial statements (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; (ii) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations and that (iii) there are no transactions entered into by the Company during the year/period which are fraudulent, illegal or violative of the Company's Code of Conduct.(iv) proper internal controls for financial reporting have been established, maintained and are operating effectively.

VIII. Transfer of amounts to Investors Education and Protection Fund

The requisite amount of dividend etc., which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company, within the stipulated time, to the Investors Education and Protection Fund.

Further, the Company has uploaded the details of such unpaid and unclaimed amounts on its website, and also on the website of the Ministry of Corporate Affairs.

Corporate Governance Report (Continued)

IX. Code of Conduct for Prohibition of Insider Trading

The Company has also adopted the Code of Conduct to Regulate, Monitor And Report Trading by Insiders as required under 'The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. The Company Secretary is Compliance Officer in this regard.

9. MEANS OF COMMUNICATION

The Company has been sending physical copies of the Annual Reports, notices and other communications through the prescribed modes of postage. However, in case where email id of a member is registered, such communications are sent to the registered email id of the Members.

The Quarterly and Annual Results of the Company are generally published in the Financial Express (English Newspapers) and Jansatta (Hindi Newspapers) and are sent to the Stock Exchanges.

The quarterly and Annual Results along with additional information are also posted on the website of the Company www.infomediapress.in

The Company's website (www.infomediapress.in) contains a separate dedicated section 'Investors Relation' where shareholders' information is available.

The Annual Report containing, inter alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

NSE Electronic Application Processing System (NEAPS) :

NEAPS is a web-based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre') :

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES) : The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are :

Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id: The Company has designated the following email-ids exclusively for investor servicing/ complaints:

- For queries on Annual Report:
investors@infomedia18.in
- For queries in respect of shares in physical mode:
implinvestor@karvy.com

10. GENERAL SHAREHOLDER INFORMATION

Forthcoming Annual General Meeting

Time	12.30 p.m. (IST)
Venue	Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Mumbai - 400 016.
Day and date	Thursday, September 29, 2016

Financial Year :

April 1 to March 31

Corporate Governance Report (Continued)

Financial Calendar : [tentative]

Tentative Calendars for declaration of results for the Financial Year 2016-17 is given below:

Results for the quarter ending	Date of Meeting/ Declaration
June 30, 2016	2 nd week of July, 2016
September 30, 2016	3 rd week of October, 2016
December 31, 2016	3 rd week of January, 2017
March 31, 2017	3 rd week of April 2017
Annual General Meeting	September 30, 2017

Dates of Book Closure: The share transfer books and register of members of the Company shall remain closed from September 26, 2016 to September 29, 2016 (both days inclusive), for the purpose of Annual General Meeting.

Dividend Payment date: No Dividend is proposed/declared during the year.

Outstanding GDRs/ADRs/ and Convertible Bonds

1. The Company has not issued any ADRs/GDRs and Convertible Bonds during the year under review.
2. There is no outstanding GDRs/ADRs and Convertible Bonds.

Dematerialization of shares

The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 98.84% of the total issued capital of the Company is held in dematerialized form.

Listing on Stock Exchanges and Stock Code

Equity Shares of the Company are listed and traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Stock Exchange and Address	Code – Equity
BSE P J Towers, Dalal Street Mumbai – 400 001	509069
NSE Exchange Plaza, Plot No. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai- 400 051	INFOMEDIA

ISIN	Equity Share: INE669A01022
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The Company has paid the annual listing fees to the Stock Exchanges.

Corporate Governance Report (Continued)

Market Price Data: High Low Rates of Equity Shares during each month in the last financial year are as follows:

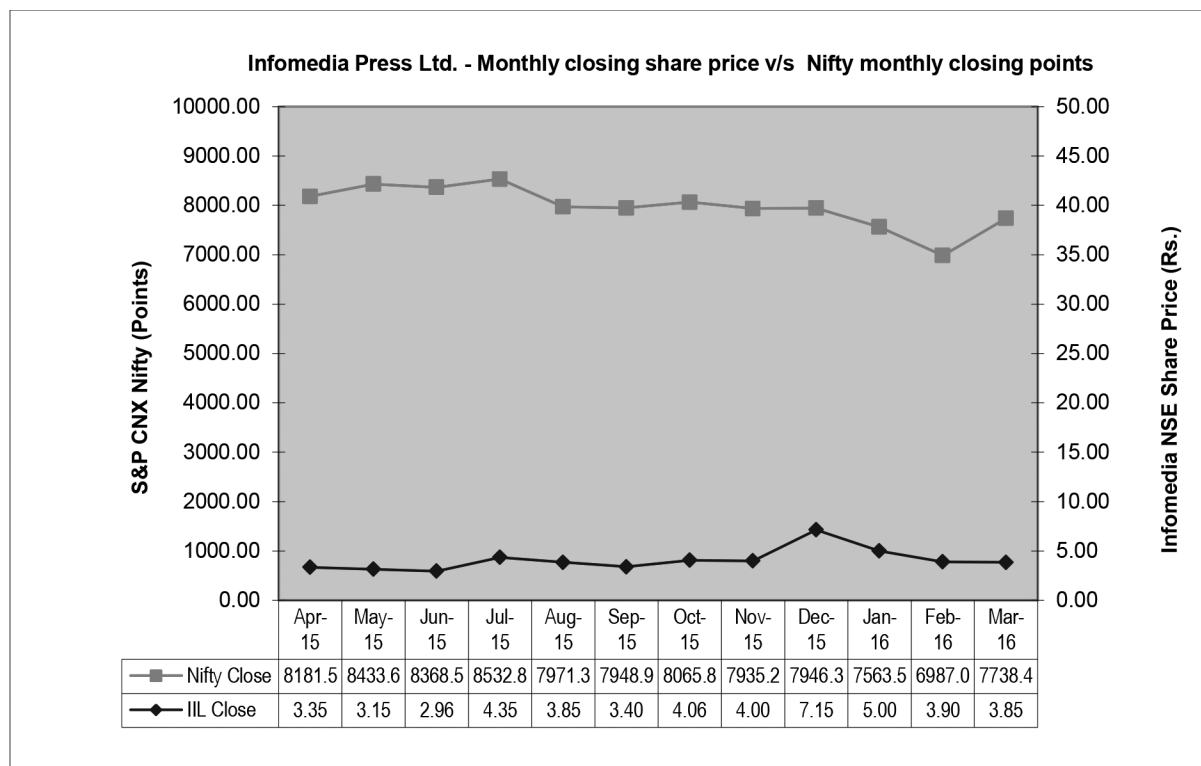
Rs. per share

Month	BSE		NSE	
	High	Low	High	Low
April 2015	4.79	2.71	4.80	2.60
May 2015	3.66	2.76	3.45	2.85
June 2015	3.35	2.43	3.30	2.55
July 2015	4.49	2.80	4.40	2.70
August 2015	5.28	3.70	5.30	3.60
September 2015	3.90	3.19	3.85	3.15
October 2015	4.69	3.40	4.90	3.25
November 2015	4.63	3.44	4.65	3.50
December 2015	7.94	3.75	7.95	3.70
January 2016	8.90	4.62	8.90	4.65
February 2016	5.34	3.47	5.25	3.50
March 2016	4.40	3.55	4.30	3.45

*Source: This information is compiled from the data available on the website of BSE and NSE.

Comparison of the stock performances with NSE NIFTY

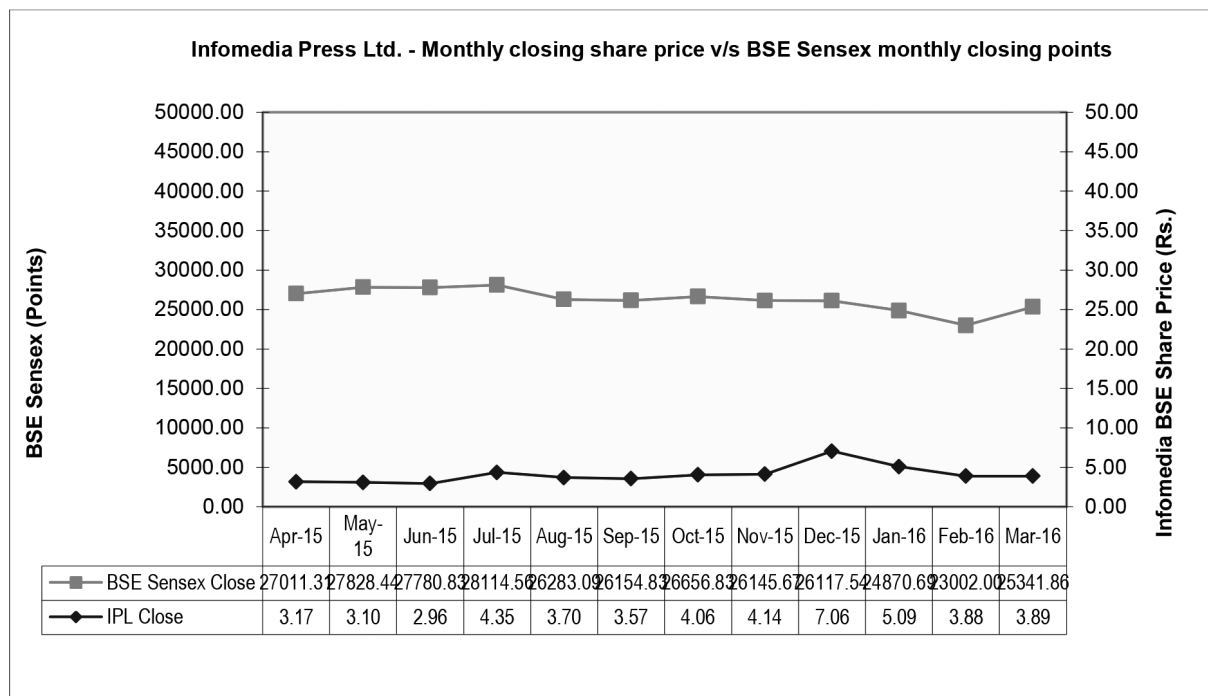
Stock Performances



Corporate Governance Report (Continued)

Comparison of the stock performances with BSE SENSEX

Stock Performances



Registrars and Share Transfer Agents (RTA)

During the year the Company changed its RTA from TSR Darashaw Limited to Karvy Computershare Private Limited.

The details of Company's Registrars & Share Transfer Agent is as given below:

Karvy Computershare Private Ltd.

Unit: INFOMEDIA PRESS LIMITED

Karvy Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad – 500032

Tel: +91 40-67161700

Fax: +91 40 - 67161680

Email id: implinvestor@karvy.com

Website: www.karvy.com

Toll Free No. 1800-425-8998

Share Transfer System:

Share transfers in physical form are registered and returned within the stipulated time, if documents are complete in all respects.

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer and transmission of equity shares. A summary of transfer/transmission of securities of the Company so approved

Corporate Governance Report (Continued)

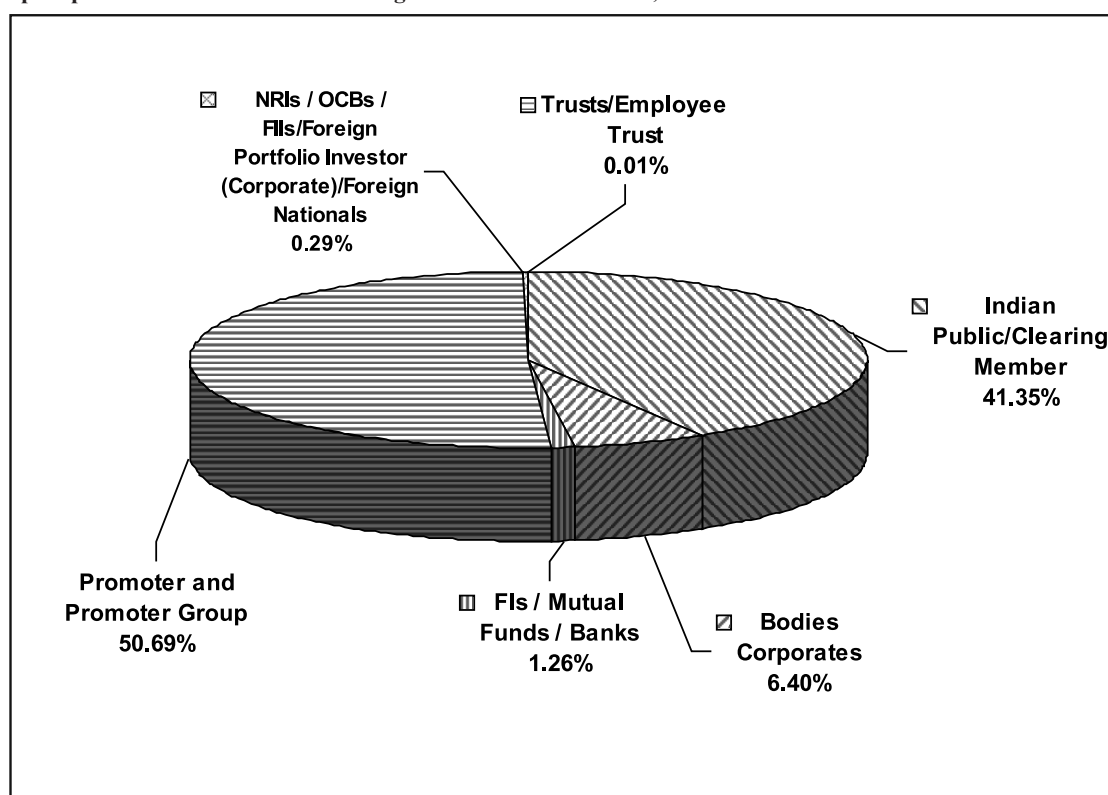
is placed at every Board Meeting. The Company obtains from Company Secretary in Practice, half-yearly certificate to the effect that all certificates have been issued within 30 days of the date of lodgement of the transfer sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulation and files a copy of the said certificate with Stock Exchanges.

The shares of the Company are freely tradable on BSE and NSE.

Distribution of shareholding as on March 31, 2016

Sl. No.	Category	No. of Equity shareholders	No. of Equity shares	%age
1.	Indian Public / Clearing Members	18,632	2,07,55,407	41.35
2.	Bodies Corporate	355	32,11,170	6.40
3.	FIs/ Mutual Funds/ Banks	15	63,1,456	1.26
4.	Promoter and Promoter Group	1	2,54,42,694	50.69
5.	NRIs/ OCBs/ FIIs/Foreign Portfolio Investor (Corporate/ Foreign Nationals)	93	1,46,883	0.29
6.	Trusts / Employee Trust	4	6,562	0.01
	Total	19,100	5,01,94,172	100

(ii) Graphic presentation of the Shareholding Pattern as on March 31, 2016



Corporate Governance Report (Continued)

Distribution Schedule as on March 31, 2016

Sl. No.	Category	No. of Holders	% of Holders	Amount (In Rs.)	% of Holding
1	Upto 5000	13,892	72.73	1,99,05,880.00	3.96
2	5001 - 10000	2,409	12.61	1,89,98,350.00	3.78
3	10001 - 20000	1,405	7.36	2,15,73,960.00	4.30
4	20001 - 30000	434	2.27	1,09,96,470.00	2.19
5	30001 – 40000	195	1.02	70,23,330.00	1.40
6	40001 – 50000	202	1.06	96,74,500.00	1.93
7	50001 – 100000	279	1.46	2,10,22,320.00	4.19
8	100001 & Above	284	1.49	39,27,46,910.00	78.25
	Total	19,100	100	50,19,41,720.00	100

Compliance Certificate:

Certificate from M/s. N.K.J. & Associates, Practicing Company Secretary, confirming compliances with the conditions of Corporate Governance, as stipulated under Listing Regulations, is attached with this report.

Directors' Profile:

A brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of Board Committees and their shareholding in the Company are provided below:

- (a) **Mr. Gagan Kumar** (DIN: 02989428) aged about 42 years, is a commerce graduate from Delhi University and a member of the Bar Council of Delhi, as well as a fellow member of Institute of Chartered Accountants of India. Before setting up Krishnomics Legal, Gagan was principal associate with one of the largest law firms of India. Mr. Gagan has also worked with Big 4 accounting firms and brings with him more than 17 years of experience. He has extensive experience in litigation and advisory aspects of the tax practice. He has successfully represented various corporates before the Supreme Court, High Court and Income Tax Appellate Tribunal (ITAT) and Commissioner of Income Tax (Appeals), Dispute Resolution Panel of Income Tax, Central Excise & Service Tax Appellate Tribunal, National Consumer Dispute Redressal Commission, among others. Mr. Gagan has been recognised as India's leading corporate tax lawyer by Who's Who Legal in 2012 and as a tax controversy leader by International Tax Review in 2013 and 2014. He has been a regular speaker at various national and international forums. Mr. Gagan is a member of the Delhi High Court Bar Association and of the American Bar Association. He has contributed various articles to national and international journals. Over the years, Mr. Gagan has advised a number of domestic and international companies on tax issues relating to corporate tax, transfer pricing, mergers and restructurings, value added tax (VAT), central excise, customs, service tax and others. He has also advised on structuring options to various private equity funds. Mr. Gagan has advised many not-for-profit organisations from a tax and regulatory laws perspective including compliance with the Foreign Contribution Regulations Act. He has advised leading multinational charities functioning in India. He is actively associated with platforms helping not-for-profit organisations on a pro bono basis.

Mr. Gagan Kumar joined the Board of the Company on April 30, 2012. He does not hold any shares of the Company in his name.

Mr. Gagan is on the Board of Panorama Television Private Limited, Greycells18 Media Limited, Equator Trading Enterprises Private Limited, Prism TV Private Limited, AETN18 Media Private Limited, Capital18 Fincap Private Limited and IBN Lokmat News Private Limited

Mr. Gagan is Chairman of the Audit Committee and member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company. He is also Chairman of the Audit Committee and member of

Corporate Governance Report (Continued)

Nomination and Remuneration Committee of the Equator Trading Enterprises Private Limited. He is member of the Audit Committee and Nomination and Remuneration Committee of AETN18 Media Private Limited, Panorama Television Private Limited, Prism TV Private Limited, Capital18 Fincap Private Limited and Greycells18 Media Limited. He is also member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of IBN Lokmat News Private Limited.

He is not related to any other Director, or Key Managerial Personnel of the Company.

- (b) **Mr. Rohit Bansal** (DIN:02067348), 49 years, is an expert on the media. He has a B.A. (Hons) in history from St. Stephen's College and an AMP (with alumni status) from Harvard Business School. As a British Chevening scholar funded by the FCO, he has undertaken the young print journalists programme at University of Westminster. He has also completed the business journalists programme at The Times Centre for Media Studies, New Delhi, and attended The European Journalism Centre, Maastricht in a programme for Asian Editors. He is an alum of the European Union Visitors Programme and a distinguished fellow at the Observer Research Foundation (ORF) New Delhi. He is an honorary mentor for GenNext Ventures. Mr. Bansal has served on the Board of the News Broadcasters Association (NBA) and has been Resident Editor of The Financial Express, New Delhi; Managing Editor (and later COO) of Independent News Service; Editor-Business, Zee News; Special Correspondent, Television 18; and Senior Business Correspondent, The Times of India. He has been a Trustee on the St Stephen's Alumni Foundation. Mr. Bansal, in collaboration with Hammurabi & Solomon, has advised CEOs across the spectrum of strategy, regulation, advocacy and the media. He served as Treasurer of The Editors Guild of India and Foundation of Media Professionals. His analysis on politico-economic issues appears on various media platforms.

Besides Infomedia Press Limited, Mr. Bansal also serves on the board of TV18 Home Shopping Network Limited, NW18 HSN Holdings Plc., AETN18 Media Private Limited, Viacom18 Media Private Limited, Network18 Media & Investments Limited (Listed), TV18 Broadcast Limited (Listed), Panorama Television Private Limited, Indiacast Media Distribution Private Limited, Prism TV Private Limited and IBN Lokmat News Private Limited.

Mr. Bansal joined the Board of the Company on July 7, 2014. He is Chairman of Stakeholders' Relationship Committee and Member of Audit Committee, Nomination & Remuneration Committee of the Company. He does not hold any shares of the Company in his name.

He is Member of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of Network18 Media & Investments Limited. He is Chairman of the Stakeholders Relationship Committee and Member of Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of TV18 Broadcast Limited. He is member of the Nomination and Remuneration Committee of Indiacast Media Distribution Private Limited and Panorama Television Private Limited, member of Corporate Social Responsibility Committee of Panorama Television Private Limited and member of Accounts Committee and Allotment Committee of TV18 Home Shopping Network Limited. He is also member of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee of Viacom18 Media Private Limited.

He is not related to any other Director or Key Managerial Personnel of the Company.

- (c) **Mr. Vinay Chand Chhajlani** (DIN:00078665), 53 years, holds BE(hons) in EEE from BITS Pilani India and MS in Printing Technology from Rochester Institute of Technology (RIT) USA.

Mr. Chhajlani, after a brief career in Technology and Planning in a leading Printing Company in Boston moved back to India. He founded SUVI Information Systems Private Limited, IT Solution Company in Indore in 1988. SUVI later renamed Diaspark Infotech Private Limited is a dual shore IT Services Company with operations in USA and India. He founded Webdunia.Com (India) Private Limited in 2000, a leading Indian Language Portal and Internet Technology Company.

He has keen interest in Technology and Media space with which he has been involved in various Executive and Strategic capacity for last 20 years. His expertise lies in IT consulting, Business Management and New Product initiatives in Media and Digital Technologies.

Corporate Governance Report (Continued)

Mr. Chhajlani joined the Board of the Company on July 7, 2014. He does not hold any shares of the Company in his name.

He is on the Board of Network18 Media & Investments Limited (Listed), Panorama Television Private Limited, TV18 Home Shopping Network Limited, Prism TV Private Limited, AETN18 Media Private Limited, IBN Lokmat News Private Limited, Diaspark Infotech Private Limited, P.T. Education and Training Services Private Limited, Mid-India Infrastructure Private Limited, Naidunia Entertainment Private Limited, Shradha Buildcon Private Limited, Webdunia.com (India) Private Limited, Truworth Holdings Pvt Ltd, Navratan Buildtech Private Limited, Greycells18 Media Limited, Print Pack Private Limited and Jewels Buildcon Private Limited. He is Member of the Corporate Social Responsibility Committee and Stakeholders' Relationship Committee of Network18 Media & Investments Limited.

He is not related to any other Director, or Key Managerial Personnel of the Company.

- (d) **Ms. Kshipra Jatana** (DIN: 02491225), 45 years, is Group General Counsel and oversees legal operations and regulatory matters for all group businesses and joint ventures. Previously, she had been Head Legal for the Group's news networks and General Counsel at Capital18, the group's investment arm where she was responsible for deal structuring, legal and compliance for its portfolio investments. Ms. Jatana has over 20 years of work experience in the legal advisory and corporate law space. Prior to joining Network18, she was the General Counsel/Head of M&A at MIH India and has also worked with Star TV and AZB & Partners in the past. She holds a degree in law & sociology from the University of Delhi.

Ms. Jatana joined the Board of the Company on March 25, 2015. She does not hold any shares of the Company in her name.

She is the Manager of Network18 Media & Investments Limited (Listed) and TV18 Broadcast Limited (Listed). She is also on the board of Greycells18 Media Limited, Equator Trading Enterprises Private Limited, Colosseum Media Private Limited, Indiacast Distribution Private Limited, TV18 Home Shopping Network Limited, Prism TV Private Limited, Indiacast Media Distribution Private Limited, AETN18 Media Private Limited, Network18 Holdings Limited, Television Eighteen Media and Investments Limited, Television Eighteen Mauritius Limited, Viacom18 US Inc., Viacom18 Media (UK) Limited and Roptonal Limited.

Ms. Jatana is the Chairperson of the Audit Committee of Prism TV Private Limited and Greycells18 Media Limited and member of Audit Committee of Indiacast Media Distribution Private Limited. She is the Chairperson of Nomination and Remuneration Committee of Equator Trading Enterprises Private Limited, Prism TV Private Limited and Greycells18 Media Limited. She is also member of Accounts and Allotment Committee of TV18 Home Shopping Network Limited.

She is not related to any other Director, or Key Managerial Personnel of the Company.

- (e) **Mr. Lalit Kumar Jain** (DIN: 01451886) 61 years, is M Com, LL. B, F.C.S and a Practicing Company Secretary. He has around three decades of experience in Corporate Laws, having worked in senior positions with large corporate like Escorts and Jubilant Life Sciences. He retired in January 2015 as Senior Vice President and Company Secretary of Jubilant Life Sciences Limited. During his 10 year stint with Jubilant, the Company won Golden Peacock Global Award for Corporate Governance in 1997 and again in 2014. Mr. Jain is for the fourth time, a member of Secretarial Standards Board of the Institute of Company Secretaries of India (ICSI). Earlier, he had been a member of Expert Advisory Board of ICSI to advise members on corporate laws. He has also been a member of several Core Groups and committees constituted by ICSI from time to time. He has spoken at several conferences and seminars in India and abroad. He has also given lectures at Master class for Directors conducted by the Institute of Directors. His articles have been published in several leading professional journals. His expertise lies in the Corporate Laws.

Mr. Jain joined the Board of the Company on October 9, 2015 and he is also Member of the Audit Committee and Stakeholders Relationship Committee and Chairman of the Nomination and Remuneration Committee of the Company. 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.

Corporate Governance Report (Continued)

Registered Office Address

Infomedia Press Limited
 Empire Complex, 1st Floor,
 414, Senapati Bapat Marg,
 Lower Parel, Mumbai – 400 013
 Tel: +91 22 40019000
 Fax: +91 22 6654 6925
 CIN : L22219MH1955PLC281164
 email : investors@infomedia18.in
 Website : www.infomediapress.in

Registrars & Share Transfer Agents

Karvy Computershare Private Limited
 Karvy Selenium, Tower B,
 Plot 31-32, Financial District,
 Gachibowli, Nanakramguda,
 Hyderabad - 500 032,
 Tel: +91 40 6716 1700
 Fax: +91 40 67161680
 email: implinvestor@karvy.com

Compliance Officer :

Ms. Tasneem Cementwala
 Infomedia Press Limited
 Empire Complex, 1st Floor,
 414, Senapati Bapat Marg, Lower Parel
 Mumbai – 400 013
 Tel: +91 22 40019000
 Fax: +91 22 6654 6925

Address for Correspondence

Infomedia Press Limited
 Express Trade Tower,
 Plot No.15-16
 Sector-16-A, Noida,
 U. P. - 201 301
 Tel: +91 120 4341818
 Fax: +91 120 4324110

Certificate on Compliance With Conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

To the Members,

Infomedia Press Limited

1. We have reviewed the implementation of the corporate governance procedures by Infomedia Press Limited (the Company) during the year ended March 31st 2016, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanations given to us, the Company has been complying with the conditions of Corporate Governance, as specified in the regulation 17 to regulation 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

Place: New Delhi
 Date : 20.04.2016

For N.K.J. & Associates

Company Secretaries

Neelesh Kr. Jain

Proprietor
 Membership No. FCS 5593
 Certificate of Practice No.5233

Independent Auditor's Report

To the Members of Infomedia Press Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Infomedia Press Limited, (the 'Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, its loss and its cash flows for the year ended on that date.

Emphasis of Matter

9. We draw attention to Note 24 to the financial statements which indicate that the Company had discontinued its operations in the previous years and has incurred a net loss of Rs. 370.76 lakhs during the year ended 31 March 2016 and as of that date the Company's accumulated losses amount to Rs. 7,899.66 lakhs resulting in erosion of hundred percent of net worth of the Company. The management of the Company is evaluating various options, including starting a new line of business. These conditions, along with other matters as set forth in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. As required by Section 143(3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the financial statements dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e. the matter described in paragraph 9 under the Emphasis of Matters paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;
 - g. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 20 April 2016 as per Annexure II expressed unqualified opinion; and
 - h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. as detailed in Note 18 to the financial statements, the Company has disclosed the impact of pending litigations on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Walker Chandiok & Co LLP**

(Formerly Walker, Chandiok & Co)

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per B P Singh

Partner

Membership No.: 70116

Place : Noida

Date : 20 April 2016

Independent Auditor's Report - Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties are held in the name of the Company.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Amount paid under protest (Rs. in lakhs)	Period to which the amount relates*	Forum where dispute is pending
Income-tax Act, 1961	Income-tax	59.25	59.25	AY 2005-06	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax	26.91	-	AY 2006-07	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax	58.80	-	AY 2008-09	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax	829.20	612.00	AY 2010-11	Commissioner of Income Tax (Appeal)
Income-tax Act, 1961	Income-tax	2,113.64	-	AY 2009-10	Commissioner of Income Tax (Appeal)
Works Contract Tax Act, 1989	Works contract tax	156.59	84.00	FY 2001-02	Commissioner of sales Tax (Appeal)
Works Contract Tax Act, 1989	Works contract tax	103.00	56.00	FY 2002-03	Commissioner of sales Tax (Appeal)
Works Contract Tax Act, 1989	Works contract tax	107.58	56.00	FY 2003-04	Commissioner of sales Tax (Appeal)

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Amount paid under protest (Rs. in lakhs)	Period to which the amount relates*	Forum where dispute is pending
Bombay Sales Tax Act, 1959	Sales tax	162.51	20.00	FY 2003-04	Joint Commissioner of Sales Tax (Appeal) – II
Works Contract Tax Act, 1989	Works contract tax	20.00	1.10	FY 2004-05	Joint Commissioner of Sales Tax (Appeal) – II
Maharashtra Value Added Tax Act, 2002	Works contract tax	662.62	-	FY 2006-07	Commissioner of sales Tax (Appeal)
Maharashtra Value Added Tax Act, 2002	Sales tax	1,313.91	-	FY 2007-08	Commissioner of sales Tax (Appeal)
Maharashtra Value Added Tax Act, 2002	Sales tax	0.89	-	FY 2008-09	Commissioner of sales Tax (Appeal)
Maharashtra Value Added Tax Act, 2002	Sales tax	1,867.13	-	FY 2008-09	Commissioner of sales Tax (Appeal)
Maharashtra Value Added Tax Act, 2002	Works contract tax	115.55	-	FY 2009-10	Commissioner of sales Tax (Appeal)
Maharashtra Value Added Tax Act, 2002	Works contract tax	75.38	-	FY 2010-11	Commissioner of sales Tax (Appeal)

*AY –Assessment Year, FY- Financial Year

- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) In our opinion, the provisions of section 197 of the Act read with Schedule V to the Act is not applicable to the Company as the Company does not pay any remuneration to its directors. Accordingly, the provisions of clause 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
 (Formerly Walker, Chandiok & Co)
 Chartered Accountants
 Firm's Registration No.: 001076N/N500013

per B P Singh
 Partner
 Membership No.: 70116

Place : Noida
 Date : 20 April 2016

Independent Auditor's Report - Annexure II

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the financial statements of Infomedia Press Limited (the 'Company') as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the IFCoFR criteria established by the Company considering the essential components of internal financial controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing ('Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of

controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the IFCoFR criteria established by the Company considering the essential components of internal financial controls stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

(Formerly Walker, Chandiok & Co)

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per B P Singh

Partner

Membership No.: 70116

Place : Noida

Date : 20 April 2016

Balance Sheet as at 31st March 2016

	Notes	As at 31 March 2016 Rs. in lakhs	As at 31 March 2015 Rs. in lakhs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	5,019.42	5,019.42
Reserves and surplus	4	(7,753.77)	(7,383.01)
		(2,734.35)	(2,363.59)
Non-current liabilities			
Long-term borrowings	5	2,186.86	2,023.00
Other long-term liabilities	6	811.48	548.69
		2,998.34	2,571.69
Current liabilities			
Trade payables	7	-	-
Due to Micro and Small Enterprises		-	-
Others		70.05	72.96
Other current liabilities	8	569.23	607.28
Short-term provisions	9	0.31	17.13
		639.59	697.37
		903.58	905.47
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	10	42.65	54.02
Long-term loans and advances	11	797.00	775.90
		839.65	829.92
Current assets			
Cash and bank balances	12	63.27	75.36
Short-term loans and advances	13	0.66	0.19
		63.93	75.55
		903.58	905.47

Notes 1 to 27 form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm's Registration No.:001076N/N500013

per **B P Singh**
Partner
Membership No.:70116

Place: Noida
Date: 20 April 2016

**For and on behalf of the Board of Directors of
Infomedia Press Limited**

Gagan Kumar
Chairman of the Board
DIN : 02989428

Sandeep Mantri
Chief Financial Officer

Place: Noida
Date: 20 April 2016

Rohit Bansal
Director
DIN : 02067348

Tasneem Udaipurwala
Company Secretary
Membership No.: 25546

Statement of Profit and Loss for the year ended 31st March 2016

	Notes	Year ended 31 March 2016 Rs. in lakhs	Year ended 31 March 2015 Rs. in lakhs
REVENUE			
Other income	14	67.63	73.91
Total revenue		67.63	73.91
EXPENSES			
Employee benefits expense	15	3.21	3.82
Finance cost	16	291.99	303.45
Depreciation	10	6.16	0.95
Other expenses	17	131.82	113.10
Total expenses		433.18	421.32
Loss before prior period expense and tax		(365.55)	(347.41)
Prior period expense	10	5.21	-
		(370.76)	(347.41)
Loss for the year from continuing operations before/after tax	22	(303.36)	(304.40)
Loss for the year from discontinuing operations before /after tax	22	(67.40)	(43.01)
Loss for the year		(370.76)	(347.41)
Loss per share (basic and diluted)	19	(0.74)	(0.69)
(Face value of Rs 10 each)			

Notes 1 to 27 form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm's Registration No.:001076N/N500013

per **B P Singh**
Partner
Membership No.:70116

Place: Noida
Date: 20 April 2016

**For and on behalf of the Board of Directors of
Infomedia Press Limited**

Gagan Kumar
Chairman of the Board
DIN : 02989428

Sandeep Mantri
Chief Financial Officer

Place: Noida
Date: 20 April 2016

Rohit Bansal
Director
DIN : 02067348

Tasneem Udaipurwala
Company Secretary
Membership No.: 25546

Cash Flow Statement for the year ended 31 March 2016

	Year ended 31 March 2016 Rs. in lakhs	Year ended 31 March 2015 Rs. in lakhs
A. Cash flow from operating activities:		
Loss before/after tax	(370.76)	(347.41)
Adjustments for:		
Depreciation (including prior period depreciation charge)	11.37	0.95
Sundry balances written back	(67.61)	-
Reversal of employee stock compensation	-	(7.49)
Interest and other financial charges	291.99	303.45
Interest income	(0.02)	(0.40)
Operating loss before working capital changes	(135.03)	(50.90)
(Decrease)/Increase in assets other than fixed assets and cash and bank balances	(21.57)	86.09
Decrease/ (Increase) in liabilities other than borrowings	9.83	(68.79)
Cash flow from operating activities before taxes	(146.77)	(33.60)
Taxes paid	-	(0.03)
Net cash used in operating activities	(146.77)	(33.63)
B. Cash flow from investing activities:		
(Decrease)/Increase in other bank balances	(3.05)	2.69
Interest received	0.02	0.40
Net cash (used in) / from investing activities	(3.03)	3.09
C. Cash flow from financing activities:		
Proceeds from long term borrowings	163.86	-
Interest paid	(29.20)	(30.35)
Net cash from / (used in) financing activities	134.66	(30.35)
Net decrease in cash and cash equivalents	(15.14)	(60.89)
Cash and cash equivalents as at the beginning of the year	16.51	77.40
Cash and cash equivalents as at the end of the year	1.37	16.51
Cash and cash equivalents include:		
Balances with banks:		
in current accounts	1.37	16.51
Other		
Unclaimed dividend accounts	0.06	1.80
Unclaimed right issue	0.29	0.29
Unclaimed buy back money	56.76	56.76
In current account - Earmarked balances	4.79	-
	61.90	58.85
Cash and bank balances	63.27	75.36

Notes 1 to 27 form an integral part of these financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Walker Chandiook & Co LLP

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm's Registration No.:001076N/N500013

per **B P Singh**

Partner

Membership No.:70116

**For and on behalf of the Board of Directors of
Infomedia Press Limited**

Gagan Kumar

Chairman of the Board

DIN : 02989428

Sandeep Mantri

Chief Financial Officer

Rohit Bansal

Director

DIN : 02067348

Tasneem Udaipurwala

Company Secretary

Membership No.: 25546

Place: Noida

Date: 20 April 2016

Place: Noida

Date: 20 April 2016

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

1. Background:

Infomedia Press Limited (the 'Company') was incorporated on 30 May 1955. In the previous years, the Company has discontinued its business of printing operations and the management is in the process of evaluating various options, including starting a new line of business.

2. Summary of significant accounting policies:

a) Basis of preparation

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting and in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of The Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The accounting policies have been consistently applied by the Company.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amount of revenue and expenses during the reporting period. Actual result could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period.

c) Fixed assets

Fixed assets are stated at their original cost including incidental expenses related to acquisition and installation and subsequent additional cost in respect of major reconditioning expenses enhancing the standard of performance of the assets less accumulated depreciation, amortisation and impairment loss if any.

d) Depreciation

The Company depreciates its fixed assets as follows:

- | | | |
|-------------------|---|--|
| i. Leasehold land | - | over the period of the lease on straight line method |
| ii. Building | - | on straight line method at the rates which are based on the useful life as estimated by the management and are equal to the rates specified in Schedule II to the Act. |

e) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the Statement of Profit and Loss.

f) Employee benefits

Provident fund

The Company's Employees Provident Fund scheme has a defined contribution plan. The Company's contribution to the Employees' Provident Fund is charged to the Statement of Profit and Loss during the period in which the employee renders the related service.

Gratuity

Provision for gratuity, a defined benefit plan, is made on the basis of last drawn salary and accrued for the number of years of service as per the provisions of the Payment of Gratuity Act, 1972.

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

Short term employee benefits

Short term employee benefits expected to be paid or payable in exchange for the services rendered is recognised on undiscounted basis.

g) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares except where the results would be anti dilutive.

h) Provisions and contingencies

The Company makes provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made.

A disclosure is made for a contingent liability when there is a:

- Possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company; or
- Present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- Present obligation, where a reliable estimate cannot be made.

Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

i) Income taxes

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. In respect of carry forward losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such losses can be realised.

j) Cash and cash equivalents

Cash and cash equivalents comprise cash and deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

	As at 31 March 2016 Rs. in lakhs	As at 31 March 2015 Rs. in lakhs
3 Share capital		
Authorised share capital		
10,00,00,000 (previous year 10,00,00,000) equity shares of Rs. 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid-up share capital		
5,01,94,172 (previous year 5,01,94,172) equity shares of Rs. 10 each fully paid up	5,019.42	5,019.42
	5,019.42	5,019.42

a. There is no movement in the share capital during the current year and previous year

b. Description of the rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. All the existing equity shares rank pari-passu in all respects including but not limited to entitlement for dividend, bonus issue and right issue. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Equity Shares held by the Holding Company

Particulars	Nature of relationship	As at 31 March 2016		As at 31 March 2015	
		Numbers	% of holding	Numbers	% of holding
Network18 Media & Investments Limited	Holding Company	25,442,694	50.69%	25,442,694	50.69%

As per the records of the Company, including its register of shareholders/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

d. Details of shareholders holding more than 5% equity shares in the Company

Name of shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Network18 Media & Investments Limited	25,442,694	50.69%	25,442,694	50.69%

As per the records of the Company, including its register of shareholders/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

e. Shares issued for consideration other than cash

No shares have been issued pursuant to a contract without payment being received in cash, allotted as fully paid up bonus issued or brought back in the current reporting period and in the last five years immediately preceding the current reporting period.

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

	As at 31 March 2016 Rs. in lakhs	As at 31 March 2015 Rs. in lakhs
4 Reserves and surplus		
Securities premium account		
Balance at the beginning /end of the year	145.89	145.89
Employee stock options outstanding		
Gross employee stock compensation for options granted	-	7.49
Less: Deferred employee stock compensation	-	(7.49)
	-	-
Balance in statement of profit and loss		
Balance at the beginning of the year	(7,528.90)	(7,181.49)
Loss for the year	(370.76)	(347.41)
Balance at the end of the year	(7,899.66)	(7,528.90)
	(7,753.77)	(7,383.01)
5 Long-term borrowings		
Unsecured		
Loans and advances from related parties (refer note 20)	2,186.86	2,023.00
	2,186.86	2,023.00
Note:		
The above loan carries an interest rate of 10.5% per annum (15% per annum upto 31 December 2015) and is repayable in September 2017.		
6 Other long-term liabilities		
Interest accrued but not due on long-term borrowings (refer note 20)	811.48	548.69
	811.48	548.69
7 Trade payables		
Due to micro and small enterprises*	-	-
Due to others	70.05	72.96
	70.05	72.96
*Dues to small and micro enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006 #:		
	As at 31 March 2016	As at 31 March 2015
Principal amount outstanding	-	-
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

The details of amounts outstanding to micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 are as per available information with the Company.

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

	As at 31 March 2016	As at 31 March 2015
	Rs. in lakhs	Rs. in lakhs
8 Other current liabilities		
Payable to related parties	502.53	504.98
Advance from customers	-	37.66
Unpaid dividend	0.06	1.80
Employees dues	-	0.07
Statutory dues payable	9.88	3.77
Security deposits	-	2.24
Other payables	56.76	56.76
	569.23	607.28
9 Short-term provisions		
Provision for gratuity	0.31	0.28
Provision for bonus and superannuation	-	16.85
	0.31	17.13

10 Tangible assets

	Rs. in lakhs		
	Leasehold land	Buildings	Total
Gross block			
Balance as at 1 April 2014 / 1 April 2015	18.72	338.86	357.58
Additions during the year	-	-	-
Deletions during the year	-	-	-
Balance as at 31 March 2015 / 31 March 2016	18.72	338.86	357.58
Accumulated depreciation			
Balance as at 1 April 2014	9.05	293.56	302.61
Charge for the year	0.20	0.75	0.95
Balance as at 31 March 2015	9.25	294.31	303.56
Charge for the year	0.17	5.99	6.16
Prior period depreciation charge	-	5.21	5.21
Balance as at 31 March 2016	9.42	305.51	314.93
Net block			
Balance as at 31 March 2015	9.47	44.55	54.02
Balance as at 31 March 2016	9.30	33.35	42.65

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

	As at 31 March 2016	As at 31 March 2015
	Rs. in lakhs	Rs. in lakhs
11 Long-term loans and advances		
Unsecured, considered good		
Security deposits	18.78	18.78
Income tax paid (net of provisions of Rs. 2,584 lakhs (previous year Rs. 2,584 lakhs))	757.12	757.12
Balance with statutory authorities (paid under protest)	21.10	-
	<u>797.00</u>	<u>775.90</u>
12 Cash and bank balances		
Cash and cash equivalents		
Balances with banks:		
in current accounts	1.37	16.51
	<u>1.37</u>	<u>16.51</u>
Other bank balances		
Unclaimed dividend accounts	0.06	1.80
Unclaimed right issue	0.29	0.29
Unclaimed buy back money	56.76	56.76
In current account - Earmarked balances	4.79	-
	<u>61.90</u>	<u>58.85</u>
	<u>63.27</u>	<u>75.36</u>
13 Short-term loans and advances		
Unsecured, considered good		
Prepaid expenses	0.66	0.19
	<u>0.66</u>	<u>0.19</u>

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

	2015-16	2014-15
	Rs. in lakhs	Rs. in lakhs
14 Other income		
Interest income on bank balances	0.02	0.40
Sundry balances written back	67.61	25.74
Reversal of employee stock compensation expenses	-	7.49
Sale of scrap	-	40.28
	67.63	73.91
15 Employee benefits expense		
Salaries, wages and bonus	2.97	3.04
Contribution to provident fund and other funds	0.11	0.11
Staff welfare expenses	0.13	0.67
	3.21	3.82
16 Finance cost		
Interest on borrowings	291.99	303.45
	291.99	303.45
17 Other expenses		
Directors sitting fees	22.00	11.00
Power and fuel	16.04	13.19
Rates and taxes	36.16	24.55
Insurance	0.30	0.13
Legal and professional expenses *	22.48	21.23
Payment to auditor (as auditor) - refer note below		
Postage and communication	4.73	6.79
Printing and stationery	2.76	6.06
Housekeeping charges	4.27	3.10
Security charges	19.66	18.42
Miscellaneous expenses	3.42	8.63
	131.82	113.10
*Includes payment to statutory auditor		
As auditor	6.00	6.00
For reimbursement of expenses	0.22	1.22
	6.22	7.22

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

18. Provisions and contingencies

a. Claims against the Company not acknowledged as debts:

- i. The Company has received demands ascertaining to Rs. 3087.80 lakhs (previous year - Rs. 974.17 lakhs) towards Income Tax for the assessment years 2005-06, 2006-07, 2008-09, 2009-10 and 2010-11. The Company has disputed the demands and has preferred appeals before appellate authorities and also deposited Rs 671.25 lakhs upto 31 March 2016
- ii. Sales tax/Works Contract tax matters disputed by the Company relating to issue of applicability, allowability, etc. aggregating to Rs.4,585 lakhs (previous year Rs. 3,196.92 lakhs) for the F.Y 2000-01 2001-02, 2002-03, 2003-04, 2004-05, 2006-07,2007-08, 2008-09, 2009-10 and F.Y 2010-11.

In respect of the demands/claims described in paragraphs (i) and (ii) above, the Company has also assessed that the possibility of these cases being decided against the Company and the demand crystallising on the Company is not likely and hence no provision is required.

19. Earnings per share

(Rs. in lakhs)

Particulars	31 March 2016	31 March 2015
Loss after tax for the year including discontinuing operations attributable to equity shareholders	(370.76)	(347.41)
Loss for the year excluding discontinuing operations	(303.36)	(304.40)
Weighted average number of equity shares in calculating basic/ diluted loss per share (In lakhs)	501.94	501.94
Nominal value of equity share (in Rs.)	10	10
Loss per share (basic and diluted) (Rs.)	(0.74)	(0.69)

20. Related parties disclosures:

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below

a. List of related parties where control exists and related parties with whom the transactions have taken place and relationships:

Sr. No.	Name of Related Party	Relationship
1	Independent Media Trust (w.e.f. 07 July, 2014)	Enterprises exercising control
2	Adventure Marketing Private Limited (w.e.f. 07 July, 2014) #	
3	Watermark Infratech Private Limited (w.e.f. 07 July, 2014)#	
4	Colorful Media Private Limited (w.e.f. 07 July, 2014) #	
5	RB Media Holdings Private Limited (w.e.f. 07 July, 2014)#	
6	RB Mediasoft Private Limited (w.e.f. 07 July, 2014)#	
7	RRB Mediasoft Private Limited (w.e.f. 07 July, 2014)#	
8	RB Holdings Private Limited (w.e.f. 07 July, 2014)#	
9	Network18 Media & Investments Limited	
10	Shinano Retail Private Limited (w.e.f. 07 July, 2014)	
11	Reliance Industries Limited (RIL) (w.e.f. 07 July, 2014)	Beneficiary / Protector of Independent Media Trust
12	Reliance Industrial Investments and Holdings Limited) (w.e.f. 07 July, 2014)	

Control by Independent Media Trust of which RIL is the sole beneficiary

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

b. Transactions during the year

Rs in lakhs

	Holding Company	Grand Total
Loan taken during the year		
Network18 Media & Investments Limited	163.86	163.86
	(-)	(-)
Finance costs		
Network18 Media & Investments Limited	291.99	291.99
	(303.45)	(303.45)
Expenditure incurred for service received		
Network18 Media & Investments Limited	139.28	139.28
	-	-
Reimbursement of expenses (paid/payable)		
Network18 Media & Investments Limited	147.99	147.99
	(0.14)	(0.14)
Balance at the year end		
Amounts due to		
Network18 Media & Investments Limited	550.89	550.89
	(542.17)	(542.17)
Loan outstanding		
Network18 Media & Investments Limited	2186.86	2186.86
(maximum balance outstanding during the year Rs. 2186.86 lakhs)		
	(2023.00)	(2023.00)
Interest accrued but not due		
Network18 Media & Investments Limited	811.48	811.48
(maximum balance outstanding during the year Rs. 811.48 lakhs)		
	(548.69)	(548.69)

Figures in bracket () represent previous year figure

21. The Company has contributed Rs. 0.11 (previous year Rs. 0.11 Lakhs) towards Contribution to provident fund.
22. During the previous years, the Company has closed the printing press business and discontinued the printing operations. As at 31 March 2016, the carrying amount of such assets and liabilities of discontinuing operations which were not disposed off for previous year was Rs. 860.93 Lakhs (previous year Rs 851.44 lakhs) and Rs. 639.59 lakhs (previous year Rs. 697.37 Lakhs) respectively. The following statement shows the revenue and expenses of continuing and discontinuing operations:

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

Rs in lakhs

Particulars	Continuing operations		Discontinuing operations		Total	
	Year ended 31 March 2016	Year ended 31 March 2015	Year ended 31 March 2016	Year ended 31 March 2015	Year ended 31 March 2016	Year ended 31 March 2015
Revenue						
Other income	-	-	67.63	73.91	67.63	73.91
Revenue	-	-	67.63	73.91	67.63	73.91
Expenses						
Employee benefits expense	-	-	3.21	3.82	3.21	3.82
Finance costs	291.99	303.45	-	-	291.99	303.45
Depreciation (includes prior period expense)	11.37	0.95	-	-	11.37	0.95
Other expenses	-	-	131.82	113.10	131.82	113.10
Total Expenses	303.36	304.40	135.02	116.92	438.39	421.32
Loss before tax	(303.36)	(304.40)	(67.40)	(43.01)	(370.76)	(347.41)
Current tax expenses	-	-	-	-	-	-
Loss for the period	(303.36)	(304.40)	(67.40)	(43.01)	(370.76)	(347.41)

23. The accumulated losses of the Company have resulted in the erosion of its net worth. The Company has been legally advised that in view of closure of its printing operations, the provisions of Sick Industrial Companies (Special provisions) Act, 1985 are not applicable to it.
24. The Company had discontinued its operations in the previous years and has incurred net loss of Rs. 370.76 lakhs during the year ended 31 March 2016 and as of that date the Company's accumulated losses amount to Rs.7,899.66 lakhs which has resulted in erosion of hundred percent of net worth of the Company. The management is evaluating various options, including starting a new line of business. There is a material uncertainty related to the aforementioned conditions that may cast significant doubt on the Company continuing as a going concern and accordingly, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Network18 Media & Investments Limited, the Holding Company, has given a support letter to extend, for the foreseeable future (i.e. twelve months from 31 March 2016), any financial support, which may be required by the Company. Considering these factors, the management has assessed that the Company continues to be a going concern and hence, these financial statements have been prepared on a going concern basis.
25. As the Company operates in a single business and geographical segment, the reporting requirements for primary and secondary segment disclosures prescribed by Accounting Standard 17 "Segment Reporting", have not been provided in these financial statements.

Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2016

26. Deferred taxes

	<u>As at 31 March 2016</u>	<u>As at 31 March 2015</u>
Deferred tax liability		
Depreciation and amortisation	(1)	(4)
Deferred tax asset		
Unabsorbed depreciation and carry forward losses	1,860	1,739
Net deferred tax (liability) / asset	-	-

The Company had recognised deferred tax asset to the extent of the deferred tax liability only, in view of estimated tax losses and absence of virtual certainty supported by convincing evidence that sufficient future taxable income will not be available against which such deferred tax assets can be realised.

27. Previous year's figures have been regrouped wherever necessary to conform with figures of the current year.

This is the summary of significant accounting policies and other explanatory information for the year ended 31 March 2016 referred to in our report of even date.

For Walker Chandiok & Co LLP

(formerly Walker, Chandiok & Co)

Chartered Accountants

Firm's Registration No.:001076N/N500013

per **B P Singh**

Partner

Membership No.:70116

Place: Noida

Date: 20 April 2016

For and on behalf of the Board of Directors of Infomedia Press Limited

Gagan Kumar

Chairman of the Board

DIN : 02989428

Sandeep Mantri

Chief Financial Officer

Place: Noida

Date: 20 April 2016

Rohit Bansal

Director

DIN : 02067348

Tasneem Udaipurwala

Company Secretary

Membership No.: 25546

(CIN : L22219MH1955PLC281164)

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

Tel: +91 22 4001 9000, Fax: +91 22 6654 6925

Email: investors@infomedia18.in Website: www.infomediapress.in

Name of the sole / first named member:

Address of the sole / first named member:

Registered Folio No.

DP ID No./Client ID No.*:

Number of shares held:

I hereby record my presence at the **61st Annual General Meeting** of the Company held on **Thursday, September 29, 2016** at **Yashwant Natya Mandir**, Manmala Tank Road, Matunga West, Mumbai - 400 016 at 12:30 p.m. (IST).

Signature of Member/Proxy present:

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

*Applicable for investors holding shares in electronic form.

PROXY FORM

[FORM NO. MGT-11, Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

(CIN : L22219MH1955PLC281164)

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Tel: +91 22 4001 9000, Fax: +91 22 6654 6925

Email: investors@infomedia18.in Website: www.infomediapress.in

Name of the member :

Registered Address :

Email Id:

Folio No/ Client ID* DP ID*

*Applicable for investors holding shares in electronic form.

I/We being the member of Equity Shares of the above named Company, hereby appoint :

1. Name :

Address :

E-mail Id : Signature:.....; or failing him

2. Name :

Address :

E-mail Id : Signature:.....; or failing him

3. Name :

Address :

E-mail Id : Signature:



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 61st Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at 12:30 p.m. (IST) at Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Mumbai - 400 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to Vote in the manner as indicated in the box below:

Item No.	Resolutions	Voting	
		For	Against
1.	Consideration and adoption of Audited Financial Statement for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Vinay Chand Chhajlani a director retiring by rotation.		
3.	Ratification of appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountant as Statutory Auditors and fixing their remuneration		
4.	Appointment of Mr. Lalit Kumar Jain as an Independent Director		

** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this : day of2016.

Signature of Shareholder :

Signature of Proxy Holder(s) : 1) 2)..... 3)

Affix
Re. 1
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company and shall provide his / her identity at the time of attending the meeting.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
- (5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (6) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- (7) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- (8) Undated proxy form will not be considered valid.
- (9) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Infomedia
Press Limited 

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