Infomedia Press Limited

ANNUAL REPORT 2011 - 2012

Infomedia Press Limited (formerly Infomedia 18 Limited)

Board of Directors

Manoj Mohanka ***(Chairman)***
Raghav Bahl
Senthil Chengalvarayan
B. Saikumar
Gagan Kumar (w.e.f April 30, 2012)

Management Team

Sanjeev Singh	Manager
A.R.Iyer	EVP Manufacturing

Company Secretary

Tasneem Udaipurwala

Principal Bankers

Axis Bank
ICICI Bank

Auditors

S. R. Batliboi & Associates
Chartered Accountants

Registered Office

503, 504 & 507, 5th Floor,
Mercantile House,
15, Kasturba Gandhi Marg,
New Delhi - 110 001.

Corporate Office

'A' Wing, Ruby House,
J. K. Sawant Marg,
Dadar (West),
Mumbai 400 028.
Tel: 022-30245000
Fax: (022) 30034499

Registrars and Share Transfer Agents

TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road,
Mahalaxmi,
Mumbai - 400 011.
Tel: 022-66568484

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY SEVENTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF INFOMEDIA PRESS LIMITED (FORMERLY INFOMEDIA 18 LIMITED) WILL BE HELD ON FRIDAY, SEPTEMBER 14, 2012 AT 9.00 A.M. AT MPCU, SHAH AUDITORIUM, MAHATMA GANDHI SANSKRITIK KENDRA, 2 RAJ NIWAS MARG, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, DELHI – 110 054 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Balance Sheet of the Company as at March 31, 2012 and the audited Profit and Loss Account for the year ended on that date together with the Auditor's Report thereon and the Directors' Report for that year.

2. To appoint a director in place of Mr. Manoj Mohanka who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director in place of Mr. Saikumar Ganapathy Balasubramnian, who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :-

   "RESOLVED THAT subject to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Walker, Chandiok & Co, Chartered Accountants, New Delhi, in respect of whom the Company has received a special notice, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors, in place of M/s. S. R. Batliboi & Associates, Chartered Accountants, Auditors of the Company who retire at the conclusion of this Annual General Meeting of the Company and have expressed their unwillingness for re-appointment as such."

SPECIAL BUSINESS:

5. **Appointment of Mr. Gagan Kumar as a Director**

   To consider and, if thought fit, to pass with or without modifications, the following as an Ordinary Resolution: -

   "RESOLVED THAT Mr. Gagan Kumar, who was appointed as an Additional Director w.e.f. April 30, 2012 pursuant to Article 93 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956, who holds office upto the date of this Annual General Meeting and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for Directorship, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. **Appointment of Mr. Sanjeev Kumar Singh as Manager**

   To consider and, if thought fit, to pass with or without modifications, the following as an Ordinary Resolution: -

   "RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, Mr. Sanjeev Kumar Singh be and is hereby appointed as Manager of the Company, subject to superintendence, control and direction of the Board of Directors of the Company from time to time, to manage the whole affairs of the Company, for a period of three years effective from June 1, 2012, without any remuneration from the Company.

RESOLVED FURTHER THAT all the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign, seal, execute and file necessary form(s), application(s), paper(s), writing(s), deed(s) and other documents to be filed with the Office of the Registrar of Companies, NCT of Delhi & Haryana and/or to any other concerned authority/Government, as may be deemed necessary or expedient and to do all such acts, deeds, things and matters connected with the aforesaid matter or any other matter incidental or ancillary thereto or otherwise necessary to give effect to this resolution."

Date : July 19, 2012
Place : Mumbai

By Order of the Board of Directors

Registered Office:
503, 504 & 507, 5th Floor, Mercantile House,
15, Kasturba Gandhi Marg,
New Delhi – 110 001

Tasneem Udaipurwala
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 TIME OF COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. Members/ Proxy are requested to bring a copy of this notice as no copies will be made available at the meeting. Photocopies of the admission slip will not be allowed for admission to the meeting venue. Those members who have not received a copy of Annual Report can collect their copy from the Registered Office of the Company.
3. Members/ proxies should bring the attendance slips duly completed and hand it over at the meeting to record their attendance.
4. Corporate Members are required to send a duly certified copy of the Board resolution/ Power of Attorney/ other valid authority, authorising their representative to attend and vote at the Annual General Meeting, pursuant to Section 187 of the Companies Act, 1956.
5. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar.
6. The Registers of Members will be closed from Wednesday, September 12, 2012 to Friday, September 14, 2012 (both days inclusive) for the purposes of the AGM. The Transfer Books of the Company will also remain closed for the aforesaid period.
7. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working day between 10.00 A.M. to 1.00 P.M., except holidays, up to the date of Annual General Meeting.
8. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, M/s TSR Darashaw Limited, for consolidation into a single folio.

10. Relevant details in respect of Directors proposed to be appointed/re-appointed, including brief resume, their expertise in specific functional area, names of other companies in which they are directors or committee members, in terms of Clause 49 of the Listing Agreement, is enclosed with this notice.

11. An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in regard to the Special Business to be transacted at the meeting has been annexed hereto.

12. Certificate from the Statutory Auditors of the Company certifying that the Employees Stock Option Plans of the Company have been implemented in accordance with the provisions of the Securities and Exchange Board of India (ESOP & ESPS) Guidelines 1999 shall be placed before the meeting.

13. Register of Directors' Shareholding pursuant to section 307 of the Companies Act 1956 shall be kept open and accessible at the meeting for the inspection of the person having right to attend the meeting.

14. Members are requested to note that the Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing the paperless compliances by the companies vide its circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who hold shares in electronic mode and have not yet registered their e-mail address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the Company or to its Registrar and Share Transfer Agent. Shareholders are also requested to send their consent to receive annual report, notice and other communication in electronic mode, in the form given at page no. 77 of the Annual Report.

15. Pursuant to the provisions of Section 205A of the Companies Act, 1956 read with Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund of the Central Government. It may be noted that no claim shall lie from a member against the Company or the said Fund once the transfer is made to the said fund and no payment shall be made in respect of any such claims. Therefore members who have not encashed their dividend warrant(s) so far for the financial year ended 31st March 2006 or any subsequent financial year(s), are requested to make their claim to the Company's Registrars and Share Transfer Agents, TSR Darashaw Limited (formerly Tata Share Registry Limited), 6-10, Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011, before such transfer to the said fund.

16. It may be noted that the unclaimed dividend for the financial year ended March 31, 2005 would be transferred to the Investor Education and Protection Fund of the Central Government in the due course.

17. Please note that no handbags/parcels of any kind will be allowed inside the Auditorium, due to security reasons and space constraints. The same may have to be deposited outside the Auditorium on the counter provided, at the visitor's own risk. Members are advised not to keep any valuables in the bag to be deposited in the bags to be submitted at the Venue.

AS REQUIRED UNDER SECTION 173 OF THE COMPANIES ACT, 1956, (HEREINAFTER REFERRED TO AS "THE ACT") THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NO. 5 TO 6 OF THE ACCOMPANYING NOTICE DATED JULY 19, 2012

In regard to item No. 5 :

Mr. Gagan Kumar was appointed as an additional Director of the Company w.e.f. April 30, 2012. He holds office upto the date of this Annual General Meeting and as such he is eligible for appointment. Further the Company has received a notice from one of the Shareholders under section 257 of the Companies Act, 1956 proposing his appointment as Director of the Company.

As required under the provisions of clause 49 of the Listing Agreement, details of the proposed appointee like his educational qualifications and experiences are enclosed with the notice.

None of the directors are concerned or interested in this resolution except Mr. Gagan Kumar, being appointee himself. The Board of Directors recommends the resolution to the Shareholders for their approval.

In regard to item No. 6 :

Pursuant to the provisions of Sections 269 read with Schedule XIII of the Companies Act, 1956 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company, had appointed Mr. Sanjeev Kumar Singh as the Manager of the Company for a period of three years effective from June 1, 2012.

Mr. Sanjeev Kumar Singh, 40 years, has been associated with the Company as EVP and Head-Human Resources and Admin for more than four years (upto June 1, 2012). He plays an instrumental role in human capital management and creating and maintaining harmonious relationships among employees.

The Board is of the opinion that the Company will definitely get benefited from the enriched expertise, people skills and managerial talent of Mr. Sanjeev Kumar Singh during his association with the Company as Manager. He shall not be drawing any salary / remuneration in the capacity as Manager of the Company.

The aforesaid appointment was subject to the approval of shareholders of the Company and therefore your approval is being sought.

None of Directors of the Company has any concern or interest in this item of business. Your Directors recommend that resolution be passed by the shareholders.

This explanation together with the accompanying Notice may be regarded as an abstract and memorandum under Section 302 of the Companies Act, 1956.

Details of the Directors seeking appointment/re-appointment at this Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Manoj Mohanka	Mr. Saikumar Ganapathy Balasubramanian	Mr. Gagan Kumar
Date of Birth	5th March 1963	1st September 1974	April 17, 1974
Date of Appointment	21st August 2008	21st August 2008	April 30, 2012
Expertise in specific Functional areas	Mr. Manoj Mohanka has held various positions in industry forums including President, Calcutta Chamber of Commerce, Co-Chairman, Economic Affairs Committee of FICCI (ER), Committee Member, Indo-Italian Chamber of Commerce, Board of Governors, Eastern Institute of Management, Chairman, Young Presidents Organisation, Kolkata. He specialises in areas such as finance, accounts, audit, control, management and marketing and has over two decades of Indian and global experience. He has been a guest lecturer at V. G. School of Management, Indian Institute of Technology, Kharagpur and has published articles on Double Taxation Agreement Treaties.	B. Saikumar is the Group CEO of Network 18. He joined the Group in the year 2000 and has since been responsible for brand communication and revenue generation for all brands of the Group. He has been instrumental in bringing CNBC TV 18 and CNN IBN to the leadership position they enjoy in the marketplace and has been responsible for the several marketing innovations that have driven Network 18 to become the India's largest News Network and India's fastest growing Internet Company today. Prior to joining the Network 18 Group, Sai was with the Times of India Group, where he worked with Times Music, Times Retail and Times FM.	He has extensive experience in litigation and advisory aspects of the tax practice. He has successfully represented various corporates before Courts, including Supreme Courts and Income Tax Appellate Tribunal ('ITAT') and Commissioner of Income Tax (Appeals). He has advised on structuring options to various Private Equity funds. He has advised several companies on mergers and acquisitions including Motorola India Pvt. Ltd., Volvo Auto India Pvt. Ltd., American Express, etc. In addition, he has advised on general corporate tax matters, including service tax and other aspects of indirect taxation to several Companies which include LG Electronics and its group companies, MakemyTrip, Motorola and others. He has been a regular speaker on various national and international forums. Gagan is a Convenor at ITAT Study Circle and a member of Delhi High Court Bar Association and of American Bar Association. He has contributed various articles to national and international journals.Prior to joining Archer & Angel, Gagan was Principal Associate with Amarchand & Mangaldas. Gagan has also worked with KPMG and brings with him over 13 years of experience.

Details of the Directors seeking appointment/re-appointment at this Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	**Mr. Manoj Mohanka**	**Mr. Saikumar Ganapathy Balasubramanian**	**Mr. Gagan Kumar**
Qualification	B. Com (Hons.) from St. Xavier's College and has a Master's degree from the Michael Smurfit Graduate School of Business. He is also a Chevening Scholar from the London School of Economics	MBA with specialization in Marketing and graduated wth specialization in Statistics.	Gagan Kumar is a commerce graduate from Delhi University and a member of Bar Council of Delhi and a fellow member of Institute of Chartered Accountants of India.
List of other public companies incorporated in India in which directorships held as on March 31, 2012	Titagarh Wagons Limited; 3D Technopack Limited; India Carbon Limited; Network18 Media & Investments Limited; TV 18 Broadcast Limited; Artevea Digital India Private Limited; India Terrain Fashions Limited.	Network 18 Publications Limited	Nil
List of Chairmanships/memberships of committees of the board of other public Companies incorporated in India which directorships held as on March 31, 2012	**TV 18 Broadcast Limited:** *Audit Committee - Chairman* *Investors Grievance Committee - Member* **Network18 Media & Investments Limited:** *Audit Committee-Chairman* *Shareholders/Investors Grievance Committee-Chairman* **Titagarh Wagons Limited:** *Audit Committee-Member* *Shareholders/Investors Grievance Committee-Member* **India Carbon Limited:** *Audit Committee-Chairman*	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil

To,

The Members of Infomedia Press Limited

The Directors hereby present their Fifty-Seventh Annual Report and Audited Statement of Accounts for the year ended March 31, 2012.

Financial Results	(Rs. in lakhs)	
	2011-12*	*2010-11**
Profit/(loss) before Interest Depreciation & Amortization	52.75	*(1952.61)*
Interest	25.85	*525.41*
Profit/(loss) After interest but before Depreciation & Amortisation	26.90	*(2,478.02)*
Depreciation & Amortisation	51.01	*553.10*
Profit/ (Loss) Before Tax	(24.11)	*(3,031.12)*
Tax		
Current tax	-	*35.19*
Deferred tax (credit)/ charge	-	*(0.66)*
Deferred tax (credit)/ charge relating to prior years	(128.56)	-
Profit/(loss) after tax	104.45	*(3,065.65)*

* Please refer to the note under the heading Scheme of Arrangement, given below, as these figures are not comparable.

Operating Results and Performance

The operating revenue of the Company in the printing business was Rs. 36.42 crores in 2011-12 as against revenue of Rs. 40.96 crores in 2010-11, lower by 11 % as compared to the previous year.

Your Company has recorded a net profit of Rs.1.04 crores for the year 2011-12 after considering the Deferred tax credit relating to prior years of Rs 1.28 crores.

Dividend

Your Company has reported marginal profit during the year under review and therefore your Directors are constrained to recommend any dividend *(previous year Nil %)* on equity shares for the financial year 2011-12.

Transfer to Reserves

The Company has not made any transfer to the reserves during the financial year ended March 31, 2012.

Scheme of Arrangement:

The Board of Directors of the Company, on July 7, 2010, announced and approved a Scheme of Arrangement ("the Scheme") between your Company, Network18 Media & Investments limited (Network18) and their respective shareholders and creditors with the appointed date being April 1, 2010. The Scheme has been approved by the Hon'ble High Court of Delhi and has been made effective from June 1, 2012 ("Effective Date").

As per the Scheme, Demerged Undertaking comprising of:

- publishing business including publication of business directories, yellow pages & city guides;
- publication of special interest publication/ magazines;
- search business including properties such as www.askme.com, www.askme.in and www.burrp.com and any other business except Remaining Business.

being carried on by the Company on a going concern basis, along with all related assets, liabilities, rights and obligations stand transferred to Network18 as on the Appointed Date, while the Printing Press business will continue to remain with the Company.

In consideration of the demerger of the Demerged Undertaking of the Company with Network18, on June 19, 2012, Network18 had issued and allotted 36,79,356 equity shares to the shareholders of the Company at par on a proportionate basis in the ratio of 7:50 i.e., seven fully paid-up equity shares of Rs 5/- each of Network18 has been issued for every fifty fully paid-up equity shares of Rs 10/- each of the Company. However no equity shares were issued in respect of the equity shares held by Network18 in the Company.

Network18 has not issued shares against fractional entitlement. These fractional shares have been consolidated and issued to separate trustee nominated by Network18. The Trust shall sell such shares at the prevailing market prices in due course of time and distribute the net sale proceeds (after deduction of tax, if applicable) to the respective allottees in proportion to their fractional entitlements.

*Since the effective date is June 1 2012, effect of the Scheme has been given in the financial statements of the Company for the year ended March 31, 2012 and hence the figures as at and for the year ended March 31, 2012 are not comparable to the figures as at and for the year ended March 31, 2011.

Change in the name of your Company:

As a sequel to the Scheme, and as an integral part of the Scheme, name of your Company has been changed to "Infomedia Press Limited" with effect from July 5, 2012.

Transfer to Investor Education & Protection Fund:

During the year under review, in terms of Section 205 C of The Companies Act, 1956, an amount of Rs.5,24,064/- being unclaimed dividend for the year 2003-04 has been transferred to the Investor Education & Protection Fund established by the Central Government.

Also unclaimed amount of dividend pertaining to the year 2004-05 will be transferred to the Investor Education & Protection Fund established by the Central Government in the due course.

Management Discussion and Analysis

In terms of requirement of Clause 49 of the Listing Agreement with the Stock Exchange(s) Management's Discussion and Analysis Report, disclosing the operations of the Company, in detail, is separately provided as a part of Directors' Report.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with BSE and NSE, the Corporate Governance Report together with a certificate from the Company's Auditors is made part of the Annual Report. All the Directors in the Board and the senior management of the Company have signed off the Code of Conduct of the Company. The code of conduct is also posted in the Company website, www.infomedia18.in.

Directors and Managing Director

During the year under review, Mr. Sanjeev Manchanda has resigned from the office of directorship of the Company effective from November 3, 2011. Further Mr. Haresh Chawla has resigned from the office of directorship and as sequel Managing Directorship of the Company effective from February 15, 2012. The Board of Directors place on record appreciation for the valuable services rendered by them during their tenure.

Mr. Gagan Kumar was appointed as an Additional Director of the Company w.e.f. April 30, 2012 and as such he holds office upto the date of the forthcoming Annual General Meeting. The Company has received a notice from one of the shareholders of the Company under section 257 of the Companies Act 1956 proposing his candidature for directorship. The Board recommends his appointment as a Director of the Company.

Further, Mr. Manoj Mohanka and Mr. Saikumar Ganapathy Balasubramanian, Directors of the Company shall retire by rotation at the forthcoming Annual General Meeting of the Company. However being eligible they have offered themselves for re-appointment. Accordingly the Board recommends their re-appointment.

Manager

The Board of Directors, in compliance with section 269 of the Companies Act 1956, has appointed Mr. Sanjeev Kumar Singh as Manager of the Company w.e.f. June 1, 2012.

Employee Stock Option Plan/ Employee Stock Purchase Scheme:

Your Company had introduced an Employee Stock Option Plan for all eligible employees including the Managing Director of the Company in July 2004. Your Company has not allotted any option during the year 2011-12. Further details regarding the scheme are being provided in the Annexure to this report.

Your Company had also floated the Employees Stock Option Plan 2007. During the year under review, Company has allotted 1,30,000 stock options under the Employees Stock Option Plan 2007. Further details regarding the scheme are being provided in the Annexure to this report.

Your Company has also introduced an Employee Stock Purchase Scheme, 2010 for all eligible employees and Directors of its Holding and Subsidiary Companies, including the Managing Director of the Company which was approved by shareholders vide postal ballot resolution, results whereof were declared on May 7, 2010. There has been no activity under this Scheme so far.

The Company has implemented the Employees Stock Options Schemes in accordance with the SEBI Guidelines and the resolutions passed by the shareholders. Certificate(s) of the statutory Auditors of the Company confirming the same shall be placed before the Annual General Meeting for inspection by the shareholders.

Particulars of Employees

None of the employee is in receipt of salary beyond the limits prescribed under section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975, hence no details are required to be given.

Conservation of Energy

The Company on a continuous basis undertakes programmes for conserving energy.

Technology Absorption

The Company continued its efforts towards improving the efficiency of its operations. Employee training programmes were regularly conducted at all levels to improve employee skills.

Foreign Exchange Earnings/Outgo

The foreign exchange earned during the year was nil *(previous year Rs.27.49 crores)* .The total foreign exchange utilized, including for import of raw materials and spare parts for machinery not available indigenously, amounted to Rs. 4.08 crores (*previous year: Rs. 13.72 crores*).

Auditors & the Auditor's Report

The term of M/s. S. R. Batliboi & Associates, Chartered Accountants, as Statutory Auditors of the Company, expires at the conclusion of the forthcoming Annual General Meeting of the Company. M/s. S. R. Batliboi & Associates have expressed their unwillingness for reappointment as Statutory Auditors. The Board hereby record appreciation for the services rendered by them during their tenure. Further the Company has received a special notice from a shareholder proposing appointment of M/s Walker, Chandiok & Co, Chartered Accountants, New Delhi. The Audit Committee has recommended their appointment as such. It is proposed to appoint M/s Walker, Chandiok & Co, Chartered Accountants, New Delhi as Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Board recommends the appointment of M/s Walker, Chandiok & Co, Chartered Accountants, New Delhi who have given their consent and a certificate to the effect that their appointment, if made, will be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Auditors report is self explanatory however the auditors have modified their opinion on certain issues. We refer to point 4 of the Auditors' Report and accordingly state that the Company has evaluated the said demand and also sought expert legal and professional opinion on the matter. On the basis of said legal opinion, the management believes that the matter being decided against the Company and the demand crystallizing is not likely.

We refer to point v(b) of Annexure to the Auditors' Report and accordingly state that the transactions referred to were made at prevailing market prices at the relevant time.

We refer to point vii of Annexure to the Auditors' Report and accordingly believe that the internal audit systems and procedures in the Company are adequate and in commensurate with the size and nature of its business. However, the management has been taking initiatives to further improve the quality of internal audit system.

We refer to point ix(a) of Annexure to the Auditors' Report and accordingly state that delays in income tax, profession tax and employees' state insurance were due to unavoidable reasons and management is taking appropriate steps to avoid such delays in future.

We refer to point x of Annexure to the Auditors' Report and accordingly state that Management of the Company is evaluating various options in relation to its Printing business, including sale. Further the parent Company continues to extend any financial support, which may be required by the Company. These factors will help towards the company achieving significant cash flows in the coming years.

Directors' Responsibility Statement

Pursuant to the provision of Section 217 (2AA) of the Companies Act, 1956 as amended, your Directors confirm:

i) that in the preparation of the annual accounts for the financial year ended March 31, 2012, the applicable Accounting Standards have been followed;

ii) that 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 at the end of the financial year and of profit or loss of the Company for the year under review;

iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting irregularities;

iv) that the Directors have prepared the accounts for the financial year ended March 31, 2012 on a 'going concern' basis.

Acknowledgements

The Directors are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance during the year.

ON BEHALF OF THE BOARD OF DIRECTORS

Mumbai,
July 19, 2012 Chairman

Disclosure as required under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as on March 31, 2012.

(a) options granted	**Date of Grant** — **No. of Options** 1. 25th October 2004 — 164000 2. 10th May 2005 — 100000 3. 28th October 2005 — 155500 4. 27th June 2006 — 17500 5. 27th October 2006 — 18500 6. 22nd November 2007 — 38500 7. 2nd April 2009 — 967500 8. 26th October 2010 — 200000 9. 16th June 2011 — 130000 **Total** — **1791500**
(b) The pricing formula	The Exercise Price will be decided by the Board/ Compensation Committee, provided that the Exercise Price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or the market price (as defined in the Guidelines), whichever is more. The Board/ Compensation Committee may at its discretion make 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 or where the reduced market price makes the options unattractive or otherwise to make the options more attractive
(c) Options vested	As on 31/3/2012: 2,90,300 (ESOP 2004: 1750; ESOP 2007: 288550)
(d) Options exercised	8,05,500 (Cumulative) (ESOP 2004: 3,33,750; ESOP 2007: 4,71,750)
(e) The total number of shares arising as a result of exercise of option	8,05,500 (Cumulative) (ESOP 2004: 3,33,750; ESOP 2007: 4,71,750)
(f) Options lapsed	As on 31/3/2012: 4,45,700 (ESOP 2004: 1,58,500; ESOP 2007: 2,87,200)
(g) Variation of terms of options	Modification approved in Extraordinary General Meeting, 20th January 2005 so as to: 1. Increase the total number of options available for grant under the scheme from 200000 shares to 500000 shares. 2. Increase maximum number of options to be issued per employee to 200000 options from 100000 options. 3. Exercise period to commence from date of vesting and will expire not later than 3 years from the date of vesting of the options. Modification approved vide Postal Ballot Resolution passed on 7th May 2010 so as to: 1. Create additional 25,00,000 options and modify the exercise period to expire not later than 3 years from the date of vesting of the options. 2. Offer and allot Equity Shares under the Employees Stock Option Plan 2007 to the employees and directors etc of the Holding company(ies) and that of the Subsidiary Company(ies) 3. Offer and allot Equity Shares under the Employees Stock Option Plan 2007 to any one employee and director, etc in excess of 1% of the issued capital during any year.

		Modification approved vide Postal Ballot Resolution passed on 15th July 2010 so as to: 1. Alter Exercise Price of the Options under the "Employees Stock Option Plan 2004"
(h)	Money realized by exercise of options	16,45,500 during the year(ESOP 2007: 16,45,500)
(i)	Total number of options in force (Cumulative)	Total number of options granted : 17,91,500 Total number of options lapsed : 4,45,700 Total number of options exercised : 8,05,500 Total in force : 5,40,300 For details, please refer to additional disclosure
(j)	Employee wise details of options granted to: (i) Senior Management Personnel :-	Details given in Table A
	(ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	None
	(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital(excluding outstanding warrants and conversions) of the company at the time of grant;	None
(k)	diluted Earnings per share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with (Accounting Standard (AS) 20 'Earnings Per Share).	0.21
(l)	where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed.	The company is using fair value for calculating employee compensation cost. The stock based compensation cost calculated as per the intrinsic value method for the financial year 2011-2012 is Rs. 2,759,654/-. If the stock based compensation cost was calculated as per the fair value method prescribed by SEBI, the total cost to be recognized in the financial statements for the year 2011-2012 would be Rs.1,956,097/-
(m)	(i) Weighted Average exercise price of Options granted during the year whose exercise price either equals or exceeds or is less than the market price of the stock :	
	Particulars	**Grant Date : June 16, 2011**
	Exercise price equals the market price Exercise price is greater than market price Exercise price is less than market price	NA NA INR 10
	(ii) Weighted Average fair value of Options granted during the year whose exercise price either equals or exceeds or is less than the market price of the stock :	
	Particulars	**Grant Date : June 16, 2011**
	Exercise price equals the market price Exercise price is greater than market price Exercise price is less than market price	NA NA INR 11.17
(n)	a description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information: (i) risk free interest rate (ii) expected life (iii) expected volatility (iv) expected dividends, and (v) the price of the underlying share in market at the time of option grant.	Considering the width of variables which impact the valuation of Options, Black-Scholes model has been used to estimate Fair value of Options

Infomedia Press Limited (formerly Infomedia 18 Limited)
Annexure To Directors' Report

The significant assumptions used during the year to estimate the fair value of options are summarized as under:

	ESOP 2004	ESOP 2007										
Particulars	**Vest 14**	**Vest 16**	**Vest 17**	**Vest 18**	**Vest 19**	**Vest 20**	**Vest 21**	**Vest 22**	**Vest 23**	**Vest 24**	**Vest 25**	**Vest 26**
Expected Life of the Option	0.32	1.00	1.25	0.50	1.00	1.25	1.29	1.79	2.29	1.61	2.11	2.61
Expected Volatility	68.85%	61.80%	61.80%	66.20%	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%	61.80%
Expected Dividend Yield	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%	1.2%
Risk Free Interest Rate for the expected term of Option	8.46%	8.47%	8.48%	8.47%	8.47%	8.48%	8.48%	8.49%	8.50%	8.49%	8.50%	8.51%

Additional Disclosure relating to Stock Options during the financial year 2011-12

	ESOP 2004				ESOP 2007				
Particulars	**Vest 10**	**Vest 12**	**Vest 13**	**Vest 14**	**Vest 16**	**Vest 17**	**Vest 18**	**Vest 19**	**Vest 20**
Date of Grant	27-Jun-06	27-Oct-06	22-Nov-07	22-Nov-07	02-Apr-09	02-Apr-09	02-Apr-09	02-Apr-09	02-Apr-09
Date of Vesting	26-Jun-08	26-Oct-08	21-Nov-08	21-Nov-09	01-Apr-11	01-Oct-11	01-Apr-10	01-Apr-11	01-Oct-11
Exercise Period	3 years	3 years	3 years	3 years	3 years	3 years	3 years	3 years	3 years
No of Options Granted	8,750	9,250	19,250	19,250	90,000	90,000	2,67,000	2,00,250	2,00,250
No of Options Lapsed	5,250	6,500	15,250	13,500	Nil	90,000	53,200	62,550	81,450
No of Options Exercised	3,500	2,750	4,000	4,000	90,000	Nil	187,200	74,550	Nil
Net Grant available for vesting	Nil	Nil	Nil	1,750	Nil	Nil	26,600	63,150	1,18,800
Outstanding at the beginning of the period	1,500	1,250	3,500	3,500	90,000	90,000	34,800	148,800	1,48,800
Lapsed during the period	1,500	1,250	3,500	1,750	Nil	90,000	8,200	11,100	30,000
Exercised during the period	Nil	Nil	Nil	Nil	90,000	Nil	187,200	74,550	Nil
Expired during the period	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	Nil	Nil	Nil	1,750	Nil	Nil	26,600	63,150	1,18,800
Exercisable at the end of the period	Nil	Nil	Nil	1,750	Nil	Nil	26,600	63,150	1.18,800

Note: "Vest 1 to Vest 9, Vest 11 & Vest 15" are not disclosed as the entire vest stands exhausted

	ESOP 2007					
Particulars	**Vest 21**	**Vest 22**	**Vest 23**	**Vest 24**	**Vest 25**	**Vest 26**
Date of Grant	26-Oct-10	26-Oct-10	26-Oct-10	16-Jun-11	16-Jun-11	16-Jun-11
Date of Vesting	26-Oct-11	26-Oct-12	26-Oct-13	16-Jun-12	16-Jun-13	16-Jun-14
Exercise Period	3 years	3 years	3 years	3 years	3 years	3 years
No of Options Granted	80,000	60,000	60,000	52,000	39,000	39,000
No of Options Lapsed	Nil	Nil	Nil	Nil	Nil	Nil
No of Options Exercised	Nil	Nil	Nil	Nil	Nil	Nil
Net Grant available for vesting	80,000	60,000	60,000	52,000	39,000	39,000
Outstanding at the beginning of the period	80,000	60,000	60,000	Nil	Nil	Nil
Lapsed during the period	Nil	Nil	Nil	Nil	Nil	Nil
Exercised during the period	Nil	Nil	Nil	Nil	Nil	Nil
Expired during the period	Nil	Nil	Nil	Nil	Nil	Nil
Outstanding at the end of the period	80,000	60,000	60,000	52,000	52,000	52,000
Exercisable at the end of the period	80,000	Nil	Nil	Nil	Nil	Nil

Note: "Vest 1 to Vest 9, Vest 11 & Vest 15" are not disclosed as the entire vest stands exhausted

Table A: Employee wise details of options granted to Senior Management Personnel:

Sr No.	Name of Employees	Options Granted
1	Ananthanarayan Iyer	10000
2	Sanjeev Singh	40000

1. **Business overview**

Printing Business

The printing business reported operating revenues of Rs. 36.42 crores in 2011-12 as against Rs. 40.96 crores reported in 2010-11 resulting in a drop in the operating revenues as compared to the previous financial year by Rs 4.54 crores. Your Company uses the press for printing publishing products for group companies as well as other publishers.

Leading Indian corporate companies rely on your company to produce and dispatch their annual reports in compliance with statutory requirements.

Your company also comprises of Corporate Gifting Solutions unit by the brand name of Touchstone. Touchstone offers a broad range of Pre-Printed and Customized Gifting Solutions mainly in Diaries, Planners, and corporate Folders and Calendars.

Your company is one of the few 'Total Print Solution' providers in India. It has achieved this by being one of the best print businesses in turn-around time, while maintaining quality standards.

Your company's Printing Plant is situated in Nerul – Navi Mumbai, the hub of printing business in Maharashtra. The print plant is an ISO 9001: 2008 certified for "Provision of Printing Services" valid till 15^{th} May 2014, India.

Your company enjoys strong goodwill for providing excellent service, ethics and quality products to it's customers. It has also been awarded as **Star Printer of SAARC Nations** for the year 2009 -10.

2. **Expenditure analysis**

Fixed cost is almost flat as compared to previous year at the back of the cost restructuring measures.

Inventory levels are at Just in time levels thereby optimizing on working capital requirement, which results in significant savings in overall costs.

Manufacturing and distribution costs were lower by Rs. 2.99 crores. The decrease in the expenditure is mainly on account of decreased newsprint consumption in number of copies of magazines, annual reports, books printed.

The Employee costs were higher by Rs. 0.70 crores, on account of salary increments. Other operating expense is almost flat as compared to previous year on account of operating efficiency.

3. **Risk and concerns**

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. The Indian print industry is showing slump due to go green initiative taken by Ministry of Corporate Affairs. 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. **Currency Fluctuation related risk:** The weakening of the Indian rupee has impacted the import of our principal raw material – paper . The group company business is heavily dependent on imported paper , given that local mills do not have capability to produce paper of similar kind. The fluctuation in the rupee have adversely impacted our buying costs. As a company policy we have not resorted to foreign exchange forward contracts and option contracts to hedge the risks against the currency fluctuations for the imports.

c. **Pricing Risks :** The pricing across our printing business is under risk due to competition and uncertain economic environment. We have been providing and offering value added services like packing, dispatch and benefits to the customers to retain them.

d. **Hiring and Retention Risk:** There is imminent short term risk to hire talent and retain employees from our Company. We have implemented a number of employee initiatives like variable compensation structure, innovative training programs, job rotation, etc., to retain and grow talent.

e. **Customers Risk :** The credit rating and credit worthiness of a number of entities have been impacted due to the economic slowdown. We have been very careful in extending credit to some of the high risk customers. We have also set up a collection cell in our company to follow up with all the credit customers to ensure that dues are collected in a reasonable period of time and proper credit checks and balances are initiated as a process check on new customers.

f. **Regulatory Risk:** -Management believes that there is no significant regulatory risk in regard to the operation and management of the Company.

g. **Asset Risk:** We have been conducting periodic maintenance activity at our printing press to ensure seamless and continuous production. However technological changes and continuous usage has lead to obsolescence of the plant and machinery in the press.

4. **Internal Control Systems :** The Company has a well laid out internal control system for the various business activities. The Internal control systems are so designed to ensure that there is adequate safeguard on maintenance and usage of assets of the company. A detailed 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 :** Employee relations continue to be cordial. The Company employs around 229 people and we would like to thank each and every member of the Infomedia family for their role and contribution towards the company performance. The Company recognizes the key role played by the people and has implemented various programmes to make Infomedia a truly great place to work.

6. **Outlook**

The Company is looking at taking adequate measures to improve the performance of the Company.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations on a go "forward – looking statements" 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.

ON BEHALF OF THE BOARD OF DIRECTORS,

Mumbai,
July 19, 2012

Chairman

Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreements(s)

To

The Members of Infomedia Press Limited (formerly Infomedia 18 Limited)

We have examined the compliance of conditions of corporate governance by Infomedia Press Limited (formerly Infomedia 18 Limited) (the 'Company'), for the year ended on March 31, 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

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 the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement *except that the number of Independent directors was less than one third of the total number of directors during the period November 3, 2011 to March 31, 2012 consequent upon resignation of an Independent director. Further the Audit Committee consisted of only one Independent director and hence two thirds of the members of the Audit Committee were not Independent directors during the period November 3, 2011 to March 31, 2012..*

Subsequent to March 31, 2012, the Company has appointed an Independent director and accordingly the Company has 2 Independent directors and two of the four members of the Audit committee are Independent directors as on the date of this certificate.

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.

For S.R. Batliboi & Associates
Firm Registration No. 101049W
Chartered Accountants

per Amit Majmudar
Partner
Membership No.: 36656

Mumbai, India

Date: July 19, 2012

Corporate Governance Report for the year 2011-12

(As required under Clause 49 of the Listing Agreement as entered into with the Stock Exchange)

1. Company's philosophy on code of governance

The Company firmly believes in and has consistently practiced good Corporate Governance for the past several years for the efficient conduct of its business and in meeting its obligations towards all its stakeholders.

2. Board of Directors

The Board of Directors of the Company comprises of four directors (as on March 31, 2012), of whom the Chairman is non-executive. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. The number of Independent Directors were less than one-third of the total number of Directors as on March 31, 2012. However, Mr. Gagan Kumar was appointed as an additional independent director on the Board w.e.f. April 30, 2012. Accordingly as on signing of this report, the Company had two Independent Directors in compliance with the requirement of clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the Companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other Public Companies are given in the below table.

4 Board Meetings were held during the year 2011-2012 and the gap between two meetings did not exceed four months.

The dates on which the Board Meetings were held were as follows:

May 2, 2011; August 5, 2011; October 14, 2011; January 19, 2012.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during 2011-2012 and no sitting fees have been paid to the Directors for attendance at the Board / Committee Meeting as unanimously resolved by the Board of Directors at its meeting held on October 26, 2010, for the time being.

Name	Category	No. of Board Meetings attended during 2011-12	Whether attended AGM held on Sept 9, 2011	No. of Directorships in other Public companies		No. of Committee positions held in other Public companies	
				Chairman	Member	Chairman	Member
*Mr. Sanjeev Manchanda-Chairman	Independent Non-Executive	2	No	N.A	N.A	N.A	N.A
**Mr. Haresh Chawla-Managing Director	Non-Independent Executive	1	No	N.A	N.A	N.A	N.A
Mr. Manoj Mohanka-Chairman	Independent Non-Executive	4	Yes	-	6	3	4
Mr. Raghav Bahl	Non-Independent Non-Executive	-	No	-	8	1	-
Mr. Senthil Chengalvarayan	Non-Independent Non-Executive	4	No	-	1	-	-
Mr. Saikumar Ganapathy Balasubramanian	Non-Independent Non-Executive	-	No	-	1	-	-

Note: For the purpose of considering the number of directorships, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 25 of the Companies Act have been excluded. Similarly, Chairmanship/membership of the Audit Committee and the Shareholders' Grievance Committee alone has been considered for reckoning their Committee positions.

*Mr. Sanjeev Manchanda has resigned from the Board w.e.f November 3, 2011

**Mr. Haresh Chawla has resigned from the Board w.e.f February 15, 2012

Code of Conduct

The Code of Conduct of Infomedia is applicable to all the Directors and Senior Management of the Company and the same is available on the company's website. All the Board members and senior management of the Company have affirmed compliance with the respective Code of Conduct for the financial year ended March 31, 2012. A declaration to this effect, duly signed by the Director is annexed thereto.

Risk Management

The Board periodically takes review of the total process of risk management in the organization. The management is accountable for the integration of risk management practices into the day to day activities. A framework of the risk is also given in the Management Discussion and Analysis. No personnel have been denied access to the audit committee.

Subsidiary Company

The Company does not have any material non-listed Indian company and hence it is not required to appoint an Independent Director of the Company on the Board of such subsidiary company.

3. Audit Committee

The Company had constituted an Audit Committee on January 22, 2001 in accordance with the requirements of Section 292A of the Companies (Amendment) Act, 2000 read with Clause 49(II) of the Listing Agreement. The broad terms of reference of the Audit Committee were to review reports of the Internal Auditors and discuss the same with the Internal Auditors periodically, to meet Statutory Auditors to discuss their findings, suggestions and other related matters, to review weaknesses in internal controls reported by Internal and Statutory Auditors. The scope of the activities of the Audit Committee includes the areas prescribed by Clause 49(II)(D) vide resolution passed by the Board of Directors at its meeting held on January 22, 2001.The Audit Committee has also been granted powers as prescribed under Clause 49(II)(C).

The Committee presently comprises of the following directors:

Names of Members	Category	No. of Meetings attended during the year 2011-2012
Mr. Manoj Mohanka	Independent & Non-Executive	4
Mr. Senthil Chengalvarayan	Non-Independent & Non-Executive	4
Mr. Saikumar Ganapathy Balasubramanian	Non-Independent & Non-Executive	-

Please note that Mr. Sanjeev Manchanda, Chairman of the Audit Committee resigned w.e.f Nov 3, 2011. In his place, Mr. Manoj Mohanka has been appointed as the Chairman of the Audit Committee w.e.f. January 19, 2012 and also Mr. Saikumar Ganapathy Balasubramanian was appointed as a Member of the Audit Committee w.e.f. January 19, 2012. Further, Mr. Gagan Kumar was appointed as independent member of the Audit Committee w.e.f. April 30, 2012.

Four Audit Committee Meetings were held during 2011-2012. The dates on which the said meetings were held were as follows:

May 2, 2011; August 5, 2011; October 14, 2011; January 19, 2012.

The Company Secretary is the Secretary of the Audit Committee.

The Chairman of the Audit Committee was not present at the Annual General Meeting held on September 9, 2011 due to his preoccupation. However, Mr. Manoj Mohanka was present at that meeting to answer shareholders queries.

4. Remuneration Committee:

<u>Terms of Reference:</u>

The company had constituted a Remuneration Committee known as Compensation Committee on June 7, 2004.

The broad terms of reference of the Committee are to determine on behalf of the Board and on behalf of the shareholders the remuneration packages for executive directors including pension rights and any compensation payment. Further it has been vested with the power to administer, implement and manage Company's Employee Stock Option Plan 2004 and Employee Stock Option Plan 2007.

During 2011-2012, the Compensation Committee met one time only, on June 16, 2011.

Composition:

The Compensation Committee presently comprises of the following members:

Names of Members	Category	No. of Meetings attended during the year 2010-2011
Mr. Manoj Mohanka –Chairman	Independent & Non-Executive	-
Mr. Senthil Chengalvarayan	Non Independent & Non-Executive	1

Please note that Mr. Sanjeev Manchanda, Chairman of the Compensation Committee resigned w.e.f Nov 3, 2011. In his place, Mr. Manoj Mohanka has been appointed as the Chairman of the Compensation Committee. Further, Mr. Haresh Chawla, Member of the Compensation Committee has also resigned w.e.f February 15, 2012.

Remuneration policy:

Mr. Haresh Chawla was appointed as the Managing Director of the Company with effect from 21st August 2008 without remuneration. He resigned from office w.e.f. February 15, 2012.

Further, the Company has two schemes for grant of stock options for the Managing Director and for the employees. The Compensation Committee has formulated the "Employees Stock Option Plan 2004 (ESOP 2004)" and the "Employee Stock Option Plan 2007 (ESOP 2007)" and the Committee shall administer and monitor the ESOP. However, during the year under review, no options were granted to the Managing Director.

Salient features of the ESOP 2004:

All present and future permanent employees of the Company, who are selected by the Compensation Committee, shall be eligible to participate in the ESOP 2004, unless they are prohibited to participate under any law or regulations for the time being in force. The major criteria involved in selection of the eligible employees will include the following factors:

(a) Employees in key functional areas

(b) Managerial Cadre

(c) Past Service/Performance

(d) Current Performance Evaluation

(e) Expected Future Performance/Contribution

(f) Minimum years of Future Service

The maximum number of Options to be issued per employee shall be 200,000 Equity shares of Rs. 10/- each and the maximum number of Options in aggregate shall be 500,000 Equity shares of Rs. 10/- each. The Exercise Price shall be decided in accordance with the Scheme. There will be minimum period of 1 year between the grant of option and vesting of option. The maximum Exercise period shall be 3 years from the date of vesting of the options and on expiry of the three years the right to exercise the option shall lapse. During the year under review, the Company had not allotted any stock options to its employees or Managing Director under ESOP 2004.

Salient features of the ESOP 2007:

All present and future permanent employees and directors of the Company, and employees and directors of the subsidiary and holding companies, who are selected by the Compensation Committee, shall be eligible to participate in the Scheme. The COMPENSATION COMMITTEE and/or the BOARD OF DIRECTORS shall determine the employees eligible for the **ESOP 2007,** the number of warrants to be issued to those employees and other related matters. The major criteria involved in selection of the eligible EMPLOYEES and in deciding number of options, would include the following factors:

- performance of the Employee;
- position and responsibilities of the Employee;
- the nature of the Employee's services to the Company or its Holding Company and/or Subsidiary Company(ies);
- the period for which the Employee has rendered his services to the Company or its Holding Company and/ Subsidiary Company(ies); and
- the Employee's present and potential contribution to the success of the Company or its Holding Company and/Subsidiary Company(ies).
- any other criteria as may be decided by the Board / Compensation Committee in its discretion.

Each Option shall entitle the holder thereof to subscribe to one Equity Share at the exercise price decided by the Board of Directors/ Compensation Committee and should be in accordance with the Scheme. The number of options issued per employee may be more than 1% but shall not exceed 3% of the paid up share capital in the financial year when it is granted. At the time of issue of the Warrant Certificate, the Company shall specify, in accordance with the ESOP 2007, the Minimum Exercise Period (also known as "*the Vesting Period*") for each Warrant i.e. the time period after which the Warrant Holder would be eligible for exercising the option. However the Minimum Exercise period shall not be less than one year. The Maximum Exercise Period would be 3 years from the date of vesting of the Warrant. During the year under review, the Company allotted 1,30,000 stock options to its employees under ESOP 2007.

Non-Executive Directors Compensation and Disclosures:

The Non-Executive Directors do not draw any remuneration from the Company. Further, the Board of Directors at its meeting held on October 26, 2010 unanimously resolved that no sitting fee shall be paid to any Director for attending any of the meetings of the Board of Directors or any Committee thereof, with effect from 26th October 2010 for the time being.

5. Shareholders' Grievance Committee

The Shareholders' Grievance Committee was constituted on January 22, 2001 to specifically look into the redressal of shareholders' complaints. The Shareholders Grievance Committee presently comprises of the following directors:

Names of Members	Category	No. of Meetings attended during the year 2011-2012
Mr. Manoj Mohanka– Chairman	Independent Non-Executive	-
Mr. Senthil Chengalvarayan	Non-Independent Non-Executive	-

Please note that Mr. Sanjeev Manchanda, Member of the Shareholders' Grievance Committee resigned w.e.f Nov 3, 2011. Further, Mr. Haresh Chawla, Member of the said Committee has also resigned w.e.f February 15, 2012. Thereafter, Mr. Manoj Mohanka has been appointed as the Chairman of the said Committee

During the year, there was no meeting of Shareholders' Grievance Committee held since all the complaints were disposed off promptly.

Name, designation and address of Compliance Officer:

Tasneem Udaipurwala
Company Secretary & Compliance Officer
'A' Wing, Ruby House,
J K Sawant Marg,
Dadar (West), Mumbai-400028.
Phone : (022) 30245000
Fax : (022) 30034499

During the year, the Company received 10 complaints/queries from the investors relating to transfer / Loss of securities and letters received through Statutory bodies. On March 31, 2012 no such complaint was pending. All complaints / queries have been attended to and resolved to the satisfaction of the complainants, except for those which are under dispute or litigation.

No. of pending share transfers as on 31.3.2012: NIL

6. General Body Meetings

Location and time, where last three AGMs were held:

Sl. No.	Date and time of Meeting	Venue of the Meeting
1	September 9, 2011, 11.30 a.m.	MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054
2	September 30, 2010, 9.30 a.m.	Yashwant Natyamandir, Manmala Tank Road, Matunga-Mahim (West), Near Bombay Glass Works, Mumbai-400 016
3	September 30, 2009, 10.00 a.m.	Yashwant Natyamandir, Manmala Tank Road, Matunga-Mahim (West), Near Bombay Glass Works, Mumbai-400 016

i. Whether any special resolutions passed in the previous 3 AGMs : No

ii. Whether any special resolution passed last year through postal ballot : No

iii. As on date of this meeting no special resolution is proposed to be passed through postal ballot.

iv. The Company follows the procedure for Postal Ballot as per the provisions of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

7. Disclosures

The particulars of transaction between the Company and its related parties as per the Accounting Standards are set out at Note 43 of the Notes to Accounts. There is no materially significant related party transaction that may have potential conflict with the interests of the company at large.

During the year, the Company has complied with the requirements of the Listing Agreement with the Bombay Stock Exchange and National Stock Exchange as well as the Regulation and Guidelines of SEBI. Accordingly no penalties were imposed or strictures passed against the Company by the Stock Exchange or SEBI. No penalties were imposed against the Company by any other Statutory Authority, on any matter related to capital markets.

8. Means of Communication

Is Half-yearly report sent to each household of shareholders: No

Quarterly results has been normally published in newspapers as given below and also displayed at the company's website: www.infomedia18.in

– 1st Quarter Results: Business Standard (English) & Business Standard (Hindi)

– 2nd Quarter Results: Business Standard (English) & Business Standard (Hindi)

– 3rd Quarter Results: Business Standard (English) & Business Standard (Hindi)

– 4th Quarter Results: Business Standard (English) & Business Standard (Hindi)

Whether it also displays official news releases; and the presentations made to institutional investors or to analysis: Yes

Whether Management Discussion and Analysis form part of annual report or not: Yes

9. General Shareholder Information

AGM date, time and venue : September 14, 2012, 9.00 a.m.

MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra,
2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg,
Civil Lines, Delhi – 110 054

As required under Clause 49VI(A), particulars of Directors seeking reappointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 14th September 2012

Financial Calendar	:	April 1 to March 31
AGM	:	14th September 2012
Date of Book Closure	:	12th September 2012 to 14th September 2012 (both days inclusive)
Dividend Payment Date	:	N.A

Listing on Stock Exchanges

The Company's securities are listed on the following Stock Exchanges in India:

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Bandra (East), Bandra-Kurla Complex Mumbai – 400 051

The Company has paid annual listing fees to the above Stock Exchange for the financial year 2012-13.

Stock Code -

Bombay Stock Exchange:

Equity Shares (physical form) … … 509069
(demat form) … INE 669A01022

National Stock Exchange:

Equity Shares (physical form) … … INFOMEDIA
(demat form) … … INE 669A01022

Market Price Information:

Monthly Share Price Data for the year ended March 31, 2012.

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April'11	21.15	19.50	21.20	19.40
May'11	20.85	18.90	20.95	19.00
June'11	19.80	15.50	19.75	15.50
July'11	17.10	14.60	17.05	14.80
August'11	15.10	11.95	15.25	11.95
September'11	13.50	11.62	13.55	11.65
October'11	11.51	10.63	11.55	10.65
November'11	12.99	9.11	13.00	9.05
December'11	10.40	8.93	10.15	9.00
January'12	11.56	9.64	11.45	9.55
February'12	12.22	10.21	11.95	10.35
March'12	11.05	8.14	10.90	8.20

(Source: www.bseindia.com & www.nseindia.com)

Registrar and Transfer Agents:-

Members are requested to correspond with the Company's Registrar & Transfer Agents-

TSR Darashaw Limited (formerly Tata Share Registry Limited) quoting their folio no. at the following addresses:-

(i) For transfer lodgement, delivery and correspondence:

TSR Darashaw Limited
Unit: **INFOMEDIA PRESS LIMITED**
6-10 Haji Moosa Patrawala Industrial Estate
20 Dr. E Moses Road, Near Famous Studio
Mahalaxmi, Mumbai – 400 011.
Tel: 022-6656 8484 **Fax:** 022- 6656 8494
E-mail : csg-unit@tsrdarashaw.com
website : www.tsrdarashaw.com

(ii) For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited (TSRDL):-

503, Barton Centre, 5th Floor 84, Mahatma Gandhi Road Bangalore - 560 001 Tel : 080– 25320321, Fax : 080-25580019 e-mail : tsrdlbang@tsrdarashaw.com	Bungalow No.1, "E" Road Northern Town, Bistupur Jamshedpur – 831 001 Tel: 0657 – 2426616, Fax: 0657 2426937 Email : tsrdljsr@tsrdarashaw.com
Tata Centre, 1st Floor, 43, Jawaharlal Nehru Road Kolkata – 700 071 Tel : 033 – 22883087, Fax : 033 – 22883062 e-mail : tsrdlcal@tsrdarashaw.com	Plot No.2/42, Sant Vihar Ansari Road, Daryaganj New Delhi – 110 002 Tel : 011 – 23271805, Fax : 011 – 23271802 e-mail : tsrdldel@tsrdarashaw.com

Agent:
Shah Consultancy Services Limited
3, Sumathinath Complex,Pritam Nagar,Akhada Road,Ellis Bridge,
Ahmedabad 380 006
Telefax: 079–2657 6038, Email: shahconsultancy8154@gmail.com

Share Transfer System:

Share Transfers in physical form can be lodged with TSR Darashaw Limited at any of the above mentioned address. Such transfers are normally processed within 15 days from the date of receipt if the documents are complete in all respects. The Managing Director and the Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding:

No. of Ordinary Shares Held	No. of Shareholders as on 31.03.2012	Percentage of total Shareholders as on 31.03.2012	No. of Shareholders as on 31.03.2011	Percentage of total Shareholders as on 31.03.2011
1 TO 500	14380	73.76	15030	74.75
501 TO 1000	2510	12.87	2511	12.49
1001 TO 2000	1438	7.38	1444	7.18
2001 TO 3000	423	2.17	426	2.12
3001 TO 4000	188	0.96	186	0.92
4001 TO 5000	151	0.77	138	0.69
5001 TO 10000	206	1.06	187	0.93
OVER 10001	200	1.03	186	0.92
TOTAL	**19496**	**100.00**	**20108**	**100.00**

Categories of Shareholders:

Category	Number of Shareholders		Voting Strength		Number of Ordinary Shares held	
	31.03.2012	**31.03.2011**	**31.03.2012**	**31.03.2011**	**31.03.2012**	**31.03.2011**
Resident Individuals	18885	19423	32.76	35.32	16442750	17671199
Financial Institutions/ Insurance Companies	2	2	1.25	1.25	626183	626183
Promoter	2	3	47.64	47.80	23913061	23913061
Bodies Corporate /Trusts	487	535	9.40	6.58	4719935	3290377
Mutual Funds	5	6	0.00	0.03	1062	16978
FIIs & OCBs	4	9	8.72	8.78	4375030	4392148
Banks	8	8	0.01	0.01	4211	4211
NRIs	103	122	0.22	0.23	111940	115465
Total	**19496**	**20108**	**100.00**	**100.00**	**50194172**	**50029622**

Dematerialization of shares and liquidity:

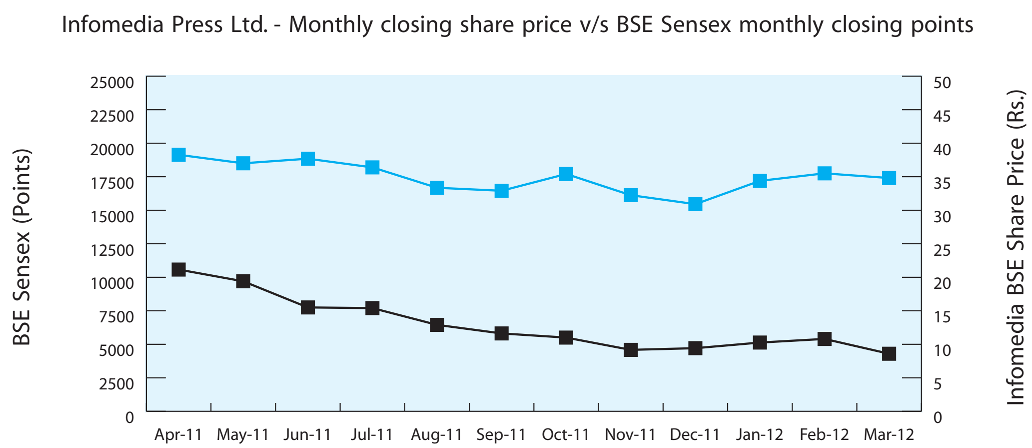
Trading in the Equity Shares of the Company is permitted only in dematerialised form as per the Securities and Exchange Board of India (SEBI) Circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Securities Depository Ltd. (NSDL) as well as the Central Depository Services (India) Ltd. (CDSL) to facilitate demat trading. 98.72% of the Company's share capital is dematerialised as on 31.03.2012.

The Company's shares are regularly traded on the Bombay Stock Exchange and the National Stock Exchange.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL

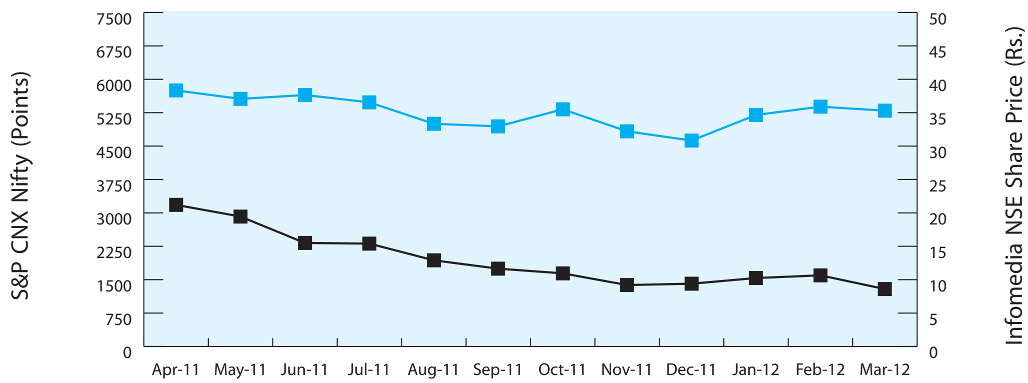
Graph I: Equity Share Price Movement vis-s-vis BSE Sensex:



	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12
BSE Sensex Close	19135.96	18503.28	18845.87	18197.20	16676.75	16453.76	17705.01	16123.46	15454.92	17193.55	17752.68	17404.20
IIL Close	21.15	19.40	15.50	15.40	12.90	11.62	11.00	9.17	9.42	10.26	10.80	8.59

Graph II: Equity Share Price Movement vis-s-vis S&P CNX Nifty :

Infomedia Press Ltd. - Monthly closing share price v/s S&P CNX Nifty monthly closing points



	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12
Nifty Close	5749.50	5560.15	5647.40	5482.00	5001.00	4943.25	5326.60	4832.05	4624.30	5199.25	5385.20	5295.55
IIL Close	21.20	19.45	15.50	15.40	12.90	11.65	10.95	9.20	9.40	10.25	10.65	8.60

Plant Location:
Plot No.3, Sector 7,
Off Sion Panvel Road, Nerul,
Navi Mumbai-400 706

Address for correspondence:

Registered Office:

Infomedia Press Limited (formerly Infomedia 18 Limited)
503, 504 & 507, 5th floor,
Mercantile House,15,
Kasturba Gandhi Marg,
New Delhi- 110001

Corporate Office:

Infomedia Press Limited (formerly Infomedia 18 Limited)
'A' Wing, Ruby house,
J K Sawant Marg,
Dadar (West)
Mumbai – 400 028.
Phone : (022) 30245000
Fax : (022) 30034499
Email: ho@infomedia18.in
Website: www.infomedia18.in

One of the points referred in non-mandatory requirements under Annexure ID of Clause 49 of the Listing Agreement is being pursued by the company is given below:

- No Independent Director on the Board of the Company has exceeded a tenure of 9 years, in aggregate.

DECLARATION UNDER CLAUSE 49-I(D) OF THE LISTING AGREEMENT

Dear Members,

In compliance with the provisions of Clause 49 of the Listing Agreement, the Company had laid down a "Code of Conduct" to be followed by all the Board members and senior management personnel which received the sanction of the Board and has been posted on the website of the Company – www.infomedia18.in. The Code lays down the standards of ethical and moral conduct to be followed by the members in the course of proper discharge of their official duties and commitments. All the members are duly bound to follow and confirm to the Code.

It is hereby certified that all the members of the Board and senior management personnel have confirmed to and complied with the "Code of Conduct" during the financial year 2011-2012 and there has been no instances of violation of the Code.

For **Infomedia Press Limited**

Sd/-
Director

Place: Mumbai
Date: July 19, 2012

DIRECTOR AND CFO CERTIFICATION

We, Director and CFO, responsible for the finance function and the compliance of the Code of Conduct of the Company certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2012 and to the best of our knowledge and belief:

i) These statements do not contain any material untrue statement or omit any material fact or contains statements that might be misleading.

ii) These statements together represent a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's Code of Conduct.

3. We accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and the steps we have taken or propose to take to rectify these deficiencies.

4. During the year there were no –

(i) Changes in internal control.

(ii) Changes in accounting policies; and

(iii) Instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Infomedia Press Limited,

Sd/- **Sd/-**
Director **CFO**

Place: Mumbai
Date: July 19, 2012

Infomedia Press Limited (formerly Infomedia 18 Limited)
Auditors' Report

To

The Members of Infomedia Press Limited (formerly Infomedia 18 Limited)

1. We have audited the attached Balance Sheet of Infomedia Press Limited (formerly Infomedia 18 Limited) ('the Company') as at March 31, 2012 and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date annexed thereto ('financial statements'). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. Without qualifying our opinion, we draw attention to Note 32 to the financial statements. As at March 31, 2012, the accumulated losses of the Company are Rs. 376,673,953 as against share capital and reserves of Rs. 523,033,524. During the year ended March 31, 2012, the Company has made a profit after tax of Rs. 10,445,298. Further, as indicated in the said note, (a) the Business Directories business, the New media business and the Publishing business of the Company have been demerged into a separate undertaking as per a Scheme of Arrangement and Management of the Company is also evaluating various options in relation to its Printing business, including sale. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern which is dependent on the Company continuing its business operations, establishing profitable operations and obtaining continuing financial and business support from its shareholders. These mitigating factors have been more fully disclosed in Note 32 to the financial statements in view of which the accompanying financial statements have been prepared on going concern assumption, and consequently, no adjustments have been made to the same in this regard.

4. *The Company has received an Income tax demand of Rs 52,921,630 which has been disputed by the Company. As represented to us by management, the Company has filed an appeal before higher authorities and has also been legally advised that the possibility of the matter being decided against the Company and the demand crystallizing is not likely. The ultimate outcome of the matter cannot presently be determined, and no provision for any liability that may result has been made in the financial statements. In view of the foregoing, we are unable to comment on the matter and the consequential impact thereof, if any, on the accompanying financial statements. We had also modified our audit opinion of the previous year in respect of this matter.*

5. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

6. Further to our comments in the Annexure referred to above, we report that:
   i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
   ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   iii. The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account;
   iv. In our opinion, the balance sheet, statement of profit and loss and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
   v. On the basis of the written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
   vi. In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matter referred to in paragraph 4 above,* the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
      a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
      b. in the case of the Statement of Profit and Loss of the profit of the Company for the year ended on that date; and
      c. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For S.R. BATLIBOI & ASSOCIATES
Firm Registration no. 101049W
Chartered Accountants

per Amit Majmudar
Partner
Membership No.: 36656

Mumbai
July 19, 2012

Annexure referred to in paragraph 5 of our report of even date to the members of Infomedia Press Limited (formerly Infomedia 18 Limited)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company has transferred a substantial part of its fixed assets during the year as per a Scheme of Arrangement as stated in Note 28 to the financial statements. As stated in paragraph 3 above of our audit report, this and other factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, considering various mitigating factors as stated in Note 32 to the financial statements, the accounts are prepared on a going concern basis. The Notes to the financial statements disclose this fact and a matter of emphasis is added in our report.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Inventories lying with outside parties have been confirmed by them as at year end.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventories, which were not material, have been properly dealt with in the books of account.

(iii) (a) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and accordingly clause 4(iii)(a) to (d) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable.

(e) The Company has not taken any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and accordingly clause 4(iii)(e) to (g) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.

(v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.

(b) In respect of transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lacs entered into during the financial year, *because of the unique and specialized nature of the items involved and absence of any comparable prices, we are unable to comment whether the transactions were made at prevailing market prices at the relevant time.*

(vi) The Company has not accepted any deposits from the public.

(vii) The Company has an internal audit system, *the scope and coverage of which, in our opinion requires to be enlarged to be commensurate with the size and nature of its business.*

(viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.

(ix) (a) Undisputed statutory dues including investor education and protection fund, provident fund, sales-tax, cess, wealth-tax, customs duty and excise duty have been regularly deposited with the appropriate authorities. *In respect of income tax, profession tax and employees' state insurance there have been delays in a large number of cases.*

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, custom duty, excise duty and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount ₹ in Lacs	Period to which it relates	Forum where dispute is pending
Income Tax Act	Income Tax	45.52	AY 2005-2006	Income Tax Appellate Tribunal
Income Tax Act	Income Tax	21.83	AY 2006-2007	Commissioner of Income Tax (Appeals)
Income Tax Act	Income Tax	53.90	AY 2007-2008	Income tax Officer
Income Tax Act	Income Tax	977.46	AY 2008-2009	Income tax Officer
Bombay Sales Tax Act	Sales Tax/Works Works Contract Tax	156.60 103.00 107.58	FY 2000-2001 FY 2001-2002 FY2002-2003	Commissioner of Sales Tax (Appeal)

(x) *The Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. The Company has not incurred cash losses in the current financial year; it incurred cash losses in the immediately preceding financial year.*

(xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

(xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.

(xix) The Company did not have any outstanding debentures during the year.

(xx) We have verified that the end use of money raised by public issues is as disclosed in the notes to the financial statements.

(xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S. R. BATLIBOI & ASSOCIATES
Firm Registration no. 101049W
Chartered Accountants

per Amit Majmudar
Partner
Membership No.:36656

Mumbai
July 19, 2012

Balance Sheet as at March 31, 2012

	Notes	Rs.	31 March 2012 (Refer Note 53) Rs.	*31 March 2011 (Refer Note 53) Rs.*
Equity and liabilities				
Shareholders fund				
Share Capital	3	501,941,720		*500,296,220*
Reserves and surplus	4	(355,582,149)		*(395,447,660)*
			146,359,571	*104,848,560*
Non-current liabilities				
Long term borrowings pertaining to discontinuing operations (Refer Note 29)	5	-		*92,006,687*
Deferred tax liability(net)	13	-		*12,855,897*
Other long term liabilities	6	201,300		*26,705,362*
Long term provisions	7	3,298,686		*5,140,918*
			3,499,986	*136,708,864*
Current liabilities				
Short term borrowings	8	-		*99,012,368*
Trade payables	9	51,125,879		*434,520,722*
Other current liabilities	9	22,529,732		*399,761,867*
Short term provisions	7	14,085,001		*44,509,001*
			87,740,612	*977,803,958*
TOTAL			237,600,169	*1,219,361,382*
Assets				
Non-current assets				
Fixed assets				
Tangible assets	10	27,589,092		*30,283,849*
Intangible assets	11	-		*-*
Capital work in progress	-	-		*6,247,098*
Fixed assets pertaining to discontinuing operations (Refer Note 29)	10-11	-		*191,441,151*
Non current investments	12	-		*5,500*
Long term loans and advances	14	86,539,929		*104,477,395*
Trade receivables	15.1	1,640,797		*14,081,228*
Other non current assets	15.2	5,857,873		*155,000*
			121,627,691	*346,691,221*
Current assets				
Current investments	16	-		*153,647,723*
Inventories	17	18,352,408		*78,760,798*
Trade receivables	15.1	35,500,612		*304,664,329*
Cash and bank balances	18	8,113,713		*43,060,905*
Short term loans and advances	14	20,700,428		*292,050,106*
Other current assets	15.2	33,305,317		*486,300*
			115,972,479	*872,670,161*
TOTAL			237,600,169	*1,219,361,382*
Summary of significant accounting policies	2			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S.R. Batliboi & Associates
Firm Registration No. 101049W
Chartered Accountants

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

per Amit Majmudar
Partner
Membership No. : 36656

Tasneem Udaipurwala
Company Secretary

B. Saikumar
Director

Senthil Chengalvarayan
Director

Mumbai: July 19, 2012

Infomedia Press Limited (formerly Infomedia 18 Limited)

Statement of Profit and Loss for the year ended March 31, 2012

	Notes		Year Ended 31 March 2012 (Refer Note 53) Rs.		Year Ended 31 March 2011 (Refer Note 53) Rs.
Income					
Revenue from operations	19		364,261,916		1,426,687,958
Other income	20		1,599,624		24,303,877
Total Revenue (I)			365,861,540		1,450,991,835
Expenditure					
Cost of raw material and components consumed	21		129,914,119		299,061,917
Cost of traded products	22		3,362,307		4,171,581
Employee benefits expense	23		86,977,339		581,521,500
Other expense	24		140,332,511		756,678,805
Exceptional items (Income)/Expense	25		-		4,818,653
Total (II)			360,586,276		1,646,252,456
Profit/(Loss) before interest, tax, depreciation and amortization (EBITDA) (I)-(II)			5,275,264		(195,260,621)
Depreciation and amortisation	26		5,100,866		55,309,764
Finance costs	27		2,584,996		52,541,208
Profit/(Loss) before tax			(2,410,598)		(303,111,593)
Profit/(Loss) from continuing operations before tax		(2,410,598)		17,868,112	
Tax Expenses					
Current Tax relating to prior years		-		3,518,715	
Deferred Tax (Credit) / Charge		-		(66,138)	
Deferred Tax (Credit) / Charge relating to prior years		(12,855,898)		-	
		(12,855,898)		3,452,577	
Profit/(Loss) for the year from continuing operations (A)			10,445,298		14,415,535
Profit/(Loss) from discontinuing operations before tax		-		(320,979,704)	
Current Tax		-		-	
Deferred Tax (Credit) / Charge		-		-	
		-		-	
Profit/(Loss) for the year from discontinuing operations (B)			-		(320,979,704)
Profit/(Loss) for the year (A+B)			10,445,298		(306,564,169)
Profit/(Loss) per share					
Basic					
Computed on the basis of profit from continuing operations	36	Rs.	0.21	Rs.	0.29
Computed on the basis of total profit/(loss) for the year	36	Rs.	0.21	Rs.	(6.14)
Diluted					
Computed on the basis of profit from continuing operations	36	Rs.	0.21	Rs.	0.29
Computed on the basis of total profit/(loss) for the year	36	Rs.	0.21	Rs.	(6.14)
Summary of significant accounting policies	2				

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S.R. Batliboi & Associates
Firm Registration No. 101049W
Chartered Accountants

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

per Amit Majmudar
Partner
Membership No. : 36656

Tasneem Udaipurwala
Company Secretary

B. Saikumar
Director

Senthil Chengalvarayan
Director

Mumbai: July 19, 2012

Cash Flow Statement for the year ended March 31, 2012

	Notes	31 March 2012 (Refer Note 53) Rs.	31 March 2011 (Refer Note 53) Rs.
A. Cash flow from operating activities:			
Profit/(loss) before tax from continuing operations		(2,410,598)	17,868,112
Profit/(loss) before tax from discontinuing operations		-	(320,979,705)
Net loss before tax and after Exceptional items		(2,410,598)	(303,111,593)
Non-cash adjustment to reconcile profit/(loss) before tax to net cash flows			
Exceptional items		-	4,818,653
Depreciation and amortisation		5,100,866	55,309,764
Loss on sale of fixed assets		-	1,238,244
Provision for Doubtful debts		1,000,798	11,600,000
Miscellaneous Expenditure written off		-	2,263,190
Employee Stock Compensation expenses		46,797	9,121,643
Capitalwork in progress charged off		-	7,780,376
Interest Income		(328,195)	(817,537)
Dividend Income		(443,021)	(11,950,195)
Profit on sale of current investments (Net)		-	(322,221)
Interest charged		2,584,996	50,278,018
Operating profit/(loss) before working capital changes		5,551,643	(173,791,658)
Increase/(decrease) in current and non current Trade and other receivables		28,609,730	(18,235,118)
Increase/(decrease) in Inventories		(491,770)	(12,663,056)
Increase/(decrease) in current and non current Trade Payables/ Provisions		15,859,849	(88,855,067)
Increase/(decrease) in current and non current Loans and advances and other current assets		(83,610,222)	-
Cash Used in operations		(34,080,770)	(293,544,899)
Direct taxes paid (net of refunds) (Refer Note 1 below)		-	(18,715)
Net cash from/(used in) operating activities		(34,080,770)	(293,563,614)
B. Cash flow from investing activities:			
Purchase of fixed assets		(2,406,110)	(47,906,113)
Sale of fixed assets		-	894,665
Profit on sale of current investments		-	322,221
Disposal of investment in subsidiaries		-	854,298,885
Dividend received		443,021	11,950,195
Investments in Fixed Deposits		-	(381,807)
Interest received		197,210	817,537
Net cash from/(used in) investing activities		(1,765,879)	819,995,583
C. Cash flow from financing activities:			
Scheme of Arrangement for Share Buyback		(48,020)	(111,230)
Shares Allotted - ESOS		1,645,500	3,239,500
Right Issue Application Money received/(refund)		(15,914)	(8,049)
Intercorporate deposits taken			105,000,000
Intercorporate deposits repaid		-	(433,000,000)
Term Loans repaid		-	(140,288,096)
Working capital loan repaid		-	(50,000,000)
(Reduction)/Utilisation of Cash Credit facilities (net)		-	5,275,081
Interest paid		(2,584,996)	(123,287,896)
Dividend and tax thereon		(537,192)	(310,683)
Net cash from/(used in) financing activities		(1,540,622)	(633,491,373)
Net Increase/(decrease) in cash and cash equivalents		(37,387,271)	(107,059,404)

Infomedia Press Limited (formerly Infomedia 18 Limited)

Cash Flow Statement for the year ended March 31, 2012 (Contd.)

	Notes	31 March 2012 (Refer Note 53) Rs.	31 March 2011 (Refer Note 53) Rs.
Cash and Cash Equivalents as at April 1, 2011 (net of cash and cash equivalents of discontinued business (Refer Note 28)		45,500,984	249,205,161
Net Increase/(decrease) in cash and cash equivalents		(37,387,271)	(107,059,404)
Cash and Cash Equivalents as at March 31, 2012		8,113,713	142,145,757
Cash and Cash Equivalents:			
Cash on hand		27,970	191,671
Cheques on hand		183,454	4,357,421
Credit balance in Bank book		-	(49,562,871)
With banks on current account			
In current accounts		6,409,938	30,282,270
In deposit accounts		-	1,200,000
In unclaimed dividend accounts (Refer Note 2 below)		1,492,351	2,029,543
Balances with Other banks:			
In Current investments (less than three months)		-	153,647,723
Cash and Cash Equivalents as at March 31, 2012		8,113,713	142,145,757
Summary of significant accounting policies	**2**		

The accompanying notes are an integral part of the financial statements.

Notes:

1. Direct taxes (paid)/refunded are treated as arising from operating activities and are not allocated to investing and financing activities.
2. The Company can utilise these balances only towards settlement of unclaimed dividends.

Continuing Operations		
Net Cash From/(Used in) Operating Activities	(34,080,770)	24,122,338
Net Cash From/(Used in) Investing Activities	(1,765,879)	(3,968,398)
Net Cash From/(Used in) Financing Activities	(1,540,622)	(71,566,790)
Discontinuing Oprations		
Net Cash From/(Used in) Operating Activities	-	(317,685,952)
Net Cash From/(Used in) Investing Activities	-	823,963,981
Net Cash From/(Used in) Financing Activities	-	(561,924,583)

As per our report of even date

For S.R. Batliboi & Associates
Firm Registration No. 101049W
Chartered Accountants

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

per Amit Majmudar
Partner
Membership No. : 36656
Mumbai: July 19, 2012

Tasneem Udaipurwala
Company Secretary

B. Saikumar
Director

Senthil Chengalvarayan
Director

1. Nature of Operations:

   Infomedia Press Limited ('the Company') is in the business of Printing services (*31 March 2011: publishing Business Directories and Special Interest Magazines in India, Printing services and Agency services*).

2. Summary of Significant Accounting Policies:

   a) Basis of preparation

      The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 (as amended). The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, except for the change in accounting policy explained below.

   b) Change in accounting policy

      Presentation and disclosure of financial statements

      During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements, The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

   c) Use of estimates

      The preparation of financial statements in conformity with generally accepted accounting principles 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 the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

   d) 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 and impairment loss if any.

      Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

   e) Depreciation

      The Company depreciates its fixed assets as follows:

i.	Leasehold land	-	over the period of the lease on straight line method
ii.	Furniture, Fixtures, Electrical And Office Equipment (in Leased premises)	-	over the period of the office lease on straight line method or life of the asset whichever is lower
iii.	Vehicles	-	on the written down value method at the rates specified in Schedule XIV of the Companies Act, 1956;
iv.	Other assets	-	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 XIV of the Companies Act, 1956;
v.	Major reconditioning expenses (Included in Plant, Machinery and Equipment)	-	over a period of three years on straight line method or life of the asset whichever is lower

   f) Intangibles

      Software is capitalized where it is expected to provide future enduring economic benefits. Capitalization costs include license fees and costs of implementation / system integration services. The costs are capitalized in the year in which the relevant software is implemented for use. "Enterprises Resource Planning (ERP) Software" is depreciated over a period of four years on a straight line basis.

Brands and Trade Marks

Costs relating to Brands and Trade Marks which are acquired, are capitalized and amortised on a straight line basis over a period of five years, as estimated by management.

g) Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating-unit's(CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

After impairment depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

As assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss recognized. The reversal is limited so that the carrying amount of the assets does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

h) Investments

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long-term investments. On disposal of an investment, the difference between the carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i) Inventories

Raw materials, components, stores and spares: Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

Work-in-progress and finished goods: Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

j) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Advertising Revenues

Advertising Revenue from Business Directories is recognized in the period in which the Directories are printed and are accounted net of commission and discounts.

Advertising Revenue from Special Interest Magazines is recognized in the period in which the magazines are published and are accounted net of commission and discounts.

ii. Subscription Revenues

Revenue recognition from subscriptions to the Company's print publications is recognised as earned, prorata on a per issue basis over the subscription period.

iii. Circulation Revenues

Circulation Revenue includes sales to retail outlets/ newsstands, which are subject to returns. The Company records these retail sales upon delivery, net of estimated returns. These estimated returns are based on historical return rates and are revised as necessary based on actual returns.

iv. Print Sales

Revenue from printing jobs is recognized on completion basis and is accounted net of taxes.

v. Traded Products

Revenue is recognized when the significant risks and rewards of ownership of the products have passed to the buyer and is stated net of taxes and discounts.

vi. Event Sale

Revenue from event sale is recognized on the completion of the event and on the basis of related service performed.

vii. Agency Commission

Revenue is recognized as per the terms of agreement with the principals, on rendering of relevant services.

viii. Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

ix. Dividends

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

k) Employee Benefits

i. Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss of the year - when the contributions to the respective funds are due. There are no obligations other than the contribution payable to the respective trusts.

ii. The Company operates defined benefit plans for its employees for Gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

iii. Short term compensated absences are provided for on the basis of estimates. Long term compensated absences in the form of Leave encashment is accrued and provided for on the basis of an actuarial valuation as at the year end. The actuarial valuation is done as per projected unit credit method.

iv. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

l) Voluntary Retirement Compensation

Voluntary retirement compensation is fully charged off in the year of severance of service of the employee.

m) Foreign Currency Transaction

Initial Recognition:

Foreign currency transactions are recorded in Indian Rupees by applying to the foreign currency amount, the exchange rate between the Indian Rupee and the foreign currency prevailing at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences:

Exchange differences arising on the settlement of monetary and non-monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward Exchange Contracts not intended for trading or speculation purposes:

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

n) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

o) Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflect 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. Deferred tax assets on timing differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become virtually reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available.

p) Segment Reporting

i. Identification of Segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

ii. Intersegment Transfers:

Inter segment revenues have been accounted for based on the transaction price agreed to between segments which is primarily market led.

iii. Allocation of costs:

a. Direct Revenues and direct expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

b. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis are generally included under "Unallocated corporate expenses/ income".

c. In view of the Scheme of Arrangement('the Scheme') discussed in Note 28 below, the "Unallocated Corporate expenses/income" have been further allocated by management on the following basis:

- Indirect Revenues and Expenses allocated on appropriate basis as decided by management
- Expenses relating to Common Facilities – Allocated as agreed to by the Board of Directors of Infomedia Press Limited and Network18 Media & Investments Limited as per paragraph 1.4 of the Scheme.
- Employees cost – Allocated as agreed to by the Board of Directors of Infomedia Press Limited and Network18 Media & Investments Limited as per paragraph 1.6 of the Scheme.
- Unallocated Borrowings and related Interest Cost – Allocated on basis of Ratio of assets as at April 1, 2010
- Investments and related Dividend Income – Allocated as agreed to by the Board of Directors of Infomedia Press Limited and Network18 Media & Investments Limited as per paragraph 1.6 of the Scheme.

iv. Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus element in a rights issue to existing shareholders.

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 period are adjusted for the effects of all dilutive potential equity shares, if any, except where the result would be anti-dilutive.

r) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation as at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

s) Employee Stock Compensation Costs

Measurement and disclosure of the employee share based payment plans is done in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Guidance Note on Accounting for Employee Share Based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

t) Miscellaneous Expenditure (to the extent not written off)

Processing fees paid to various lenders are amortized equally over the period for which the funds are acquired.

u) Cash and cash equivalents in the financial statements comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

3 Share capital

	31 March 2012 Rs.	31 March 2011 Rs.
Authorized shares (No.)		
100,000,000 *(31 March 2011 :100,000,000)* equity shares of Rs. 10/- each	1,000,000,000	1,000,000,000
Issued, subscribed and paid-up capital		
50,194,172 (31 March 2011 :50,029,622) equity shares of Rs. 10/- each	501,941,720	500,296,220
Total issued, subscribed and fully paid-up share capital	501,941,720	500,296,220

a Reconciliation of the shares outstanding at the beginning and at the end of the year

i. Equity shares

		31 March 2012		31 March 2011	
		No.'s	Amount	No.'s	Amount
i.	At the beginning of the year	50,029,622	500,296,220	49,705,672	497,056,720
ii.	Issued during the year-ESOP (Refer Note 33)	164,550	1,645,500	323,950	3,239,500
	Outstanding at the end of the year	50,194,172	501,941,720	50,029,622	500,296,220

b Terms/rights 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. 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 Shares held by holding/ultimate holding company and/or their subsidiaries/associates

		31 March 2012 Rs.	31 March 2011 Rs.
i.	**Network18 Media & Investments Limited, the holding company** (Refer Note 43 and 49) 23,913,061 equity shares of Rs. 10 each fully paid up	239,130,610	-
ii.	**Television Eighteen India Limited** (Refer Note 43 and 49) Nil *(31 March 2011 : 23,913,061)* equity shares of Rs. 10 each fully paid up	-	239,130,610

d Aggregate number of bonus shares issued for consideration other than cash and shares bought back during ther period of five years immediately preceding the reporting date:

Particulars	31 March 2012 No. of shares	31 March 2011 No. of shares
Equity shares		
Equity shares allotted as fully paid-up pursuant to contract for consideration other than cash	12,338,112	12,338,112
Shares bought back by the company	3,316,197	3,316,197

In addition, the Company has issued total 628,750 shares *(31 March 2011 : 304,800)* during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was recevied in form of employee services.

e Details of shareholders holding more than 5% shares in the company

Name of Shareholder	31 March 2012		*31 March 2011*	
	No.'s	% holding in the class	*No.'s*	*% holding in the class*
Equity share of Rs. 10 each fully paid				
Network18 Media & Investments Limited, the holding company with effect from June 11, 2011 (Refer Note 43 and 49)	23,913,061	47.64	-	-
Television Eighteen India Limited, the holding company till June 10, 2011(Refer Note 43 and 49)	-	-	*23,913,061*	*47.80*
Soumen Bose (acting in capacity of trustee for Infomedia 18 Merger trust for the benefit of India Advantage Fund II)	-	-	*4,444,060*	*8.88*
ACACIA Parteners, LP	-	-	*2,755,282*	*5.51*

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

f Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer note 33.

4 Reserves and surplus	31 March 2012 Rs.	*31 March 2011 Rs.*
a. Capital Reserve		
Balance as per the last financial statements	142,200,000	*142,200,000*
Less : Debit balance of Profit and loss adjusted as per scheme of arrangement (Refer Note 28)	(142,200,000)	-
Closing balance	-	*142,200,000*
b. Securities premium account		
Balance as per the last financial statements	688,552,363	*679,458,130*
Less : Aggregate of the net assets transferred adjusted as per scheme of arrangement (Refer Note 28)	(289,523,052)	-
Less : Debit balance of Profit and loss adjusted as per scheme of arrangement (Refer Note 28)	(389,935,078)	-
Add: additions of ESOPs exercised	5,494,530	*9,094,233*
Closing balance	14,588,763	*688,552,363*
c. Employee stock options outstanding		
Gross employee stock compensation for option granted in earlier years	13,339,097	*26,105,360*
Less: deferred employee stock compensation	1,341,527	*2,977,117*
Less: transferred to securities premium on exercise of stock options	5,494,530	*9,094,233*
Closing balance	6,503,040	*14,034,010*

		31 March 2012 Rs.	31 March 2011 Rs.
4	**Reserves and surplus (Contd.)**		
d.	**Surplus/(deficit) in the statement of profit and loss**		
	Balance as per the last financial statements	(1,240,234,033)	(933,669,864)
	Profit/(loss) for the year	10,445,298	(306,564,169)
	Less : Adjusted with securities premium as per scheme of arrangement (Refer Note 28)	(389,935,078)	-
	Less : Adjusted from capital reserve as per scheme of arrangement (Refer Note 28)	(142,200,000)	-
	Less : Loss of discountined business related to prior year (FY 2010-2011) after Appointed date transferred (Refer Note 28)	(320,979,704)	-
	Net deficit in the statement of profit and loss	(376,673,953)	(1,240,234,033)
	Total reserves and surplus	(355,582,149)	(395,447,660)

	Non Current		Current	
	31 March 2012 Rs.	31 March 2011 Rs.	31 March 2012 Rs.	31 March 2011 Rs.
5 Long-term borrowings				
Long-term borrowings -Secured				
(a) Term loans				
- from Punjab National Bank	-	92,006,687	-	18,000,000
Total	-	92,006,687	-	18,000,000

Security for Secured Loan

Rs. Nil (Refer Note : 28)(31 March 2011 :Term loan from Punjab National Bank was taken during the financial year 2009-2010 and carries interest @14.50% to 16.50% pa. The loan is repayable in 27 quarterly instalments. The loan is secured by first hypothecation charge/mortgage on all movable assets of the Company which are acquired out of Term Loan and second charge on all existing fixed assets of the Company including all immovable properties of the Company. Further the loan has been guaranteed by the corporate guarantee of Network18 Media & Investments Limited, the holding company).

	31 March 2012 Rs.	31 March 2011 Rs.
6 Other long-term liabilities		
Advance from customers	-	13,046,742
Security deposit accepted	-	13,457,320
Tender deposit	201,300	201,300
	201,300	26,705,362

	Long-term		Short-term	
	31 March 2012 Rs.	31 March 2011 Rs.	31 March 2012 Rs.	31 March 2011 Rs.
7 Provisions				
a. Provision for employee benefits				
Provision for gratuity	3,298,686	5,140,918	4,041,222	4,177,923
Provision for leave benefits	-	-	10,043,779	25,972,451
	3,298,686	5,140,918	14,085,001	30,150,374
b. Other provisions				
Provision for discounts and rebates (Refer Note 31(b))	-	-	-	14,358,627
	-	-	-	14,358,627
	3,298,686	5,140,918	14,085,001	44,509,001

		31 March 2012 Rs.	31 March 2011 Rs.
8	**Short-term borrowings**		
	Secured		
	(a) Loans repayable on demand		
	-from banks		
	i. Cash Credit	-	99,012,368
	Total	-	99,012,368

Security for Secured Loan

Rs.Nil (Refer Note : 28) (31 March 2011 :Cash Credit from Axis Bank Limited is secured by pari passu second charge on all fixed assets of the Company and pari passu first charge on all current assets of the Company. Further the cash credit has been guaranteed by the corporate guarantee of Network18 Media & Investments Limited, the holding company. The cash credit is repayable on demand and carries interest @ 12.75%-16% pa)

		31 March 2012 Rs.	31 March 2011 Rs.
9	**Trade payable and other current liabilities**		
	i. Trade payables (Refer Note 35)	51,125,879	434,520,722
		51,125,879	434,520,722
	ii. Other liabilities		
	(a) Current Maturity of Long - term borrowings		
	Term Loan (Secured) from Punjab National Bank	-	18,000,000
	(b) Advance from customers	1,321,432	286,023,271
	(c) Interest accrued and due on borrowings	-	2,774,178
	(d) Unclaimed dividends	1,492,351	2,029,543
	(e) Application money received for allotment of securities and due for refund	9,875	25,788
	(f) Other payables		
	I. Statutory dues payable		
	-TDS payable	372,962	6,806,369
	-PF, ESI payable	55,505	3,443,487
	-Vat and sales tax	4,389,508	5,005,362
	-Other Statutory liablity	8,057	791,095
	II. Credit balance in bank book	-	49,562,871
	III. Security deposits	2,748,700	2,748,700
	IV. Creditors for capital purchases	602,324	4,610,127
	V. Other payable	6,513,119	6,552,360
	VI. Employees dues	5,015,900	11,388,716
	Total	22,529,732	399,761,867

10 Tangible assets

	Land	Buildings	Ownership flats	Plant machinery and equipment	Computer equipment	Furniture, fixtures, electrical equipment	Office equipment	Vehicles	Total
Cost									
At 1 April 2010	1,913,125	59,083,529	23,741,895	669,893,129	177,673,757	99,801,995	15,815,501	14,665,674	1,062,588,605
Additions	-	-	-	5,950,592	24,172,850	1,884,381	1,069,842	10,500,056	43,577,721
Disposals	-	-	-	(963,140)	(1,085,437)	(927,409)	(12,523)	(3,724,498)	(6,713,007)
Transfer to assets held for transfer (discontinuing operation)	(40,000)	(25,198,013)	(23,741,895)	(36,621,433)	(176,771,012)	(93,773,884)	(12,129,315)	(20,194,082)	(388,469,634)
At 31 March 2011	*1,873,125*	*33,885,516*	-	*638,259,148*	*23,990,158*	*6,985,083*	*4,743,505*	*1,247,150*	*710,983,685*
Additions	-	-	-	2,367,385	38,725	-	-	-	2,406,110
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2012	1,873,125	33,885,516	-	640,626,533	24,028,883	6,985,083	4,743,505	1,247,150	713,389,795
Depreciation									
At 1 April 2010	780,472	35,328,208	5,559,341	638,975,874	137,542,627	60,930,055	7,989,166	5,931,235	893,036,978
Charge for the year	31,219	3,907,619	386,993	7,528,404	13,409,104	11,031,505	712,633	3,363,867	40,371,344
Disposals	-	-	-	(683,907)	(1,072,494)	(668,478)	(7,724)	(2,147,494)	(4,580,097)
Transfer to assets held for transfer (discontinuing operation)	-	(13,308,455)	(5,946,334)	(19,995,164)	(126,575,278)	(62,944,997)	(5,874,853)	(5,923,260)	(240,568,341)
At 31 March 2011	*811,691*	*25,927,372*	-	*625,825,207*	*23,303,959*	*8,348,085*	*2,819,222*	*1,224,348*	*688,259,884*
Charge for the year	31,219	1,253,822	-	2,644,109	316,286	388,088	461,439	5,903	5,100,866
Disposals	-								
At 31 March 2012	842,910	27,181,194	-	628,469,316	23,620,245	8,736,173	3,280,661	1,230,251	693,360,750
Impairment loss									
At 1 April 2010									
Impairment provision reversal (Refer Note 46 (ii))	-	(332,641)	-	(4,159,547)	-	(3,067,859)	-	-	(7,560,047)
At 31 March 2011									
At 31 March 2012	-	(332,641)	-	(4,159,547)	-	(3,067,859)	-	-	(7,560,047)
Net Block									
At 31 March 2011	*1,061,434*	*8,290,785*	-	*16,593,488*	*686,199*	*1,704,857*	*1,924,283*	*22,802*	*30,283,849*
At 31 March 2012	1,030,215	7,036,963	-	16,316,764	408,638	1,316,769	1,462,844	16,899	27,589,092

Land includes land held on leasehold basis:
Gross block Rs. 1,873,125*(31 March 2011: Rs. 1,873,125)*
Depreciation charge for the year Rs. 31,219 *(31 March 2011: Rs. 31,219)*
Accumulated depreciation Rs. 842,910 *(31 March 2011: Rs. 811,691)*
Net book value Rs. 1,030,215 *(31 March 2011: Rs. 1,101,434)*

Building includes those constructed on leasehold land:
Gross block Rs. 33,885,516 *(31 March 2011: Rs. 33,885,516)*
Depreciation charge for the year Rs. 1,253,822 *(31 March 2011: Rs. 1,253,822)*
Accumulated depreciation Rs. 26,848,554 *(31 March 2011: Rs. 25,594,732)*
Net book value Rs. 7,036,962 *(31 March 2011: Rs. 8,290,784)*

11 Intangible assets

	Goodwill	Brands/ trademarks	Patents and IPR	Technical know how	Enterprise resource planning software	Capital Work in Progress	Total
Gross block							
At 1 April 2010	50,000	74,692,100	-	-	33,622,260	-	108,364,360
Purchase	-	-	-	-	-	-	-
Transfer to assets held for transfer (discontinuing operation)	-	(74,692,100)	-	-	(33,622,260)	-	(108,314,360)
At 31 March 2011	*50,000*	-	-	-	-	-	*50,000*
Purchase	-	-	-	-	-	-	-
At 31 March 2012	50,000	-	-	-	-	-	50,000
Amortization							
At 1 April 2010	50,000	16,213,821	-	-	33,622,260	-	49,886,081
Charge for the year	-	14,938,420	-	-	-	-	14,938,420
Transfer to assets held for transfer (discontinuing operation)	-	(31,152,241)	-	-	(33,622,260)	-	(64,774,501)
At 31 March 2011	*50,000*	-	-	-	-	-	*50,000*
Charge for the year	-	-	-	-	-	-	-
At 31 March 2012	50,000	-	-	-	-	-	50,000
Net Block							
At 31 March 2011	-	-	-	-	-	-	-
At 31 March 2012	-	-	-	-	-	-	-

	31 March 2012 Rs.	*31 March 2011 Rs.*
12 Non-current investments		
Non trade investments : Un Quoted		
i. Investment in Joint Ventures		
Nil *(31 March 2011 : 4,900,000)* equity shares of Rs. 10/- each fully paid up in Reed Infomedia India Private Limited	-	*49,000,000*
	-	*49,000,000*
Less:-Provision for diminution of investment	-	*49,000,000*
	-	-
In government and trust securities - Un Quoted		
Investment - Government Securities (valued at cost)	-	*5,500*
	-	*5,500*
	-	*5,500*

	31 March 2012 Rs.	31 March 2011 Rs.
13 Deferred tax liability (net)		
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	10,386,095	12,855,897
Gross deferred tax liability	10,386,095	12,855,897
Deferred tax assets		
Unabsorbed tax depreciation recognised to the extent of deferred tax liability	10,386,095	-
Gross deferred tax assets	10,386,095	-
Net deferred tax liability	-	12,855,897

	Non Current		Current	
	31 March 2012 Rs.	31 March 2011 Rs.	31 March 2012 Rs.	31 March 2011 Rs.
14 Loans and advances				
a. Security Deposits				
Unsecured, considered good	5,340,600	18,083,121	5,247,725	85,927,999
	5,340,600	18,083,121	5,247,725	85,927,999
b. Advances recoverable in cash or kind				
Unsecured, considered good	-	-	4,711,004	153,027,380
	-	-	4,711,004	153,027,380
c. Other Loans and Advances				
Advance payment of income tax (net of provision for taxation)	81,199,330	82,192,456	-	-
Loan to employees	-	3,021,317	68,053	1,073,655
Other advances to employees	-	-	252,591	1,093,760
Prepaid expenses	-	1,180,500	1,021,827	12,831,068
Service tax input credit	-	-	-	11,840,568
Service tax payable	-	-	-	17,775,129
Vat input credit	-	-	9,399,229	8,480,547
	81,199,330	86,394,274	10,741,700	53,094,727
Total	86,539,929	104,477,395	20,700,428	292,050,106
Note:-				
Loans and advances due by directors or other officers, etc.				
Loans to employees include				
Dues from officers	-	3,021,317	68,053	1,073,655
	-	3,021,317	68,053	1,073,655

	Non Current		Current	
	31 March 2012	*31 March 2011*	31 March 2012	*31 March 2011*
	Rs.	*Rs.*	Rs.	*Rs.*
15 Trade receivables and other assets				
15.1 Trade receivables				
Outstanding for a period exceeding six months from the date they are due for payment				
Secured, considered good	-	*336,346*	-	*7,277,262*
Unsecured, considered good	36,234	*3,689,409*	783,959	*79,824,816*
Doubtful	8,447	*3,129,931*	182,753	*67,719,833*
Less: Provision for doubtful debts	(8,447)	*(3,129,931)*	(182,753)	*(67,719,833)*
(A)	36,234	*4,025,755*	783,959	*87,102,078*
Other receivables				
Secured, considered good	7,731	*122,898*	167,269	*2,659,038*
Unsecured, considered good	1,596,832	*9,932,575*	34,549,384	*214,903,213*
Doubtful	-	-	-	-
Less: Provision for doubtful debts	-	-	-	-
(B)	1,604,563	*10,055,473*	34,716,653	*217,562,251*
Total (A+B)	1,640,797	*14,081,228*	35,500,612	*304,664,329*
Note:				
Debts due from related parties				
Dues from companies in which the company's non-executive director is a director	-	-	-	-
-Digital 18 Media Limited	-	-	11,304,203	*33,790,156*
-ibn18 Broadcast Limited	-	-	-	*5,225,000*
-Homeshop18 (TV 18 Home Shopping Network Limited)	-	-	-	*487*
-TV 18 Broadcast Limited	-	-	2,299,130	-
-Network18 Media & Investments Limited	-	-	2,770,980	-
	-	-	16,374,313	*39,015,643*
15.2 Other assets				
Interest accrued on fixed deposits	85,788	-	-	*486,300*
Receivable on account of demerger from Network18 Media & Investments Limited (Refer Note 28)	-	-	33,305,317	-
Deposits with original maturity for more than 12 months	5,772,085	*155,000*	-	-
	5,857,873	*155,000*	33,305,317	*486,300*
Total	5,857,873	*155,000*	33,305,317	*486,300*

		31 March 2012 Rs.	31 March 2011 Rs.
16	**Current investments (Non trade) (valued at cost)**		
	In Mutual Funds - Un Quoted		
	(a) Nil*(31 March 2011 : 5,200,499)* units of UTI Income Interval Fund Qtr Plan Series III Inst Dividend Plan Reinvestment	-	*52,004,987*
	(b) Nil*(31 March 2011 : 5,162,689)* units of LIC Nomura MF Interval Fund Quarterly Plan Series II - Qtrly Dividend	-	*51,634,116*
	(c) Nil*(31 March 2011 : 5,000,862)* units of DSP Black Rock FMP 3M Series 30 - Dividend payout	-	*50,008,620*
		-	***153,647,723***
17	**Inventories (valued at lower of cost and net realizable value)**		
	a. Raw Materials and components	7,647,153	*67,623,318*
	b. Work-in-progress	1,979,905	*2,008,033*
	c. Finished goods	1,058,725	*1,533,076*
	d. Stores and spares	7,666,625	*7,596,371*
	Total	**18,352,408**	***78,760,798***

	Non Current		*Current*	
	31 March 2012	*31 March 2011*	31 March 2012	*31 March 2011*
	Rs.	*Rs.*	Rs.	*Rs.*
18 Cash and bank balances				
Cash and cash equivalents				
Balances with banks:				
On current accounts		-	6,409,938	*30,282,270*
On Current Account - Earmarked Balances		-	1,492,351	*2,029,543*
On Deposit Account				
Deposits with original maturity of less than three months	-	-	-	*1,200,000*
Cheques/drafts on hand	-	-	183,454	*4,357,421*
Cash on hand	-	-	27,970	*191,671*
	-	**-**	**8,113,713**	***38,060,905***
Other bank balances				
Deposits with original maturity for more than 12 months	5,772,085	-	-	*5,000,000*
	5,772,085	-	-	*5,000,000*
Amount disclosed under non-current assets	**5,772,085**	-	-	**-**
	-	**-**	**8,113,713**	***43,060,905***

		Current Year Rs.	Previous Year Rs.
19	**Revenue from operations**		
	Sale of products		
	Manufactured goods	187,167,495	*375,375,574*
	Traded goods	2,534,784	*1,756,252*
	Sale of services	158,442,969	*1,031,920,259*
	Other operating revenue		
	Scrap sales	16,116,668	*17,635,874*
		364,261,916	*1,426,687,958*
	Manufactured goods sold		
	Printing of annual reports, magazines, books etc	161,180,356	*194,353,551*
	Subscription sales	-	*25,742,480*
	Newsstand Sale of Magazines	-	*117,524,870*
	Sale of Manufactured Touchstone Products	25,987,139	*37,752,052*
	Sale of CDs	-	*2,621*
		187,167,495	*375,375,574*
	Traded goods sold		
	Sale of Traded Products : Touchstone gift products (Bags, wallets, keychains and other products) and stationery products (writing pads, telephone diaries, scribblers, writing pads etc)	2,534,784	*1,756,252*
		2,534,784	*1,756,252*
	Details of services rendered		
	Directory Advertisement Revenues	-	*468,382,843*
	Magazine Advertisement Revenues	-	*364,937,363*
	Net Advertisement Revenues	-	*93,269,716*
	Sale of stall space at exhibitions	-	*36,368,265*
	Job work	120,558,436	-
	Recovery of franking, Octroi, labour charges, franking rebate, otc, content and licensing revenue and other charges	37,884,533	68,962,072
		158,442,969	*1,031,920,259*
20	**Other income**		
	Interest income on		
	Bank deposits	321,148	*581,128*
	Others	7,047	*236,409*
	Dividend income on		
	Current investments	443,021	*11,950,195*
	Net gain on sale of current investments		
	Profit on sale of investments	-	*322,221*
	Miscellaneous income	828,408	*11,213,924*
		1,599,624	*24,303,877*

		Current Year Rs.	Previous Year Rs.
21 Cost of raw material and components consumed			
Inventory of raw material and components at the beginning of the year	67,623,318		48,440,234
Inventory of work in progress at the beginning of the year	2,008,033		3,778,624
Less : Inventory related to discontinued business	(60,893,933)		-
Add : Purchase of paper, inks and binding material	130,803,758		316,474,410
		139,541,177	368,693,268
Less :			
Inventory of raw material and components at the end of the year		(7,647,153)	(67,623,318)
Inventory of work in progress at the end of the year		(1,979,905)	(2,008,033)
Cost of raw material and components consumed		129,914,119	299,061,917
Details of raw material and components consumed			
Sheet paper and reel paper		90,216,984	227,239,910
Ink		9,193,239	19,885,162
Operating supplies and other ancillary costs		30,503,896	51,936,845
		129,914,119	299,061,917
Details of inventory of raw material and components			
Sheet paper and reel paper		6,465,604	62,488,425
Ink		583,004	1,203,557
Other material		160,319	34,391
Operating supplies		1,337,986	4,542,326
Packing material		15,591	269,971
Less : Provision for diminution in the value of inventory		(915,352)	(915,352)
		7,647,153	67,623,318
Details of inventory of work in progress			
Jobs related to publishing business		-	742,285
Jobs related to print business		1,979,905	1,265,748
		1,979,905	2,008,033
22 Cost of traded products			
Inventory of touchstone gifts and other traded products at the beginning of the year	392,138		3,492,561
Inventory of stationery products at the beginning of the year	1,140,938		1,406,207
Less : Inventory related to discontinued business	(6,227)		-
Add : Purchase for resale	2,881,729		805,889
		4,421,032	5,704,657
Less :			
Inventory of touchstone gifts and other traded products at the end of the year		(397,820)	(392,138)
Inventory of stationery products at the end of the year		(660,905)	(1,140,938)
Cost of goods sold		3,362,307	4,171,581

		Current Year Rs.	*Previous Year Rs.*
22	**Cost of traded products (Contd.)**		
	Details of cost of traded products		
	Touchstone gift products (Bags, wallets, keychains and other products) and stationery products (writing pads, telephone diaries, scribblers, writing pads etc)	3,362,307	*4,171,581*
		3,362,307	*4,171,581*
	Details of inventory of traded products		
	Touchstone gift products		
	For corporate gifts (Bags, wallets, keychains and other products)	397,820	*392,138*
	Stationery products		
	(writing pads, telephone diaries, scribblers, writing pads etc)	660,905	*1,140,938*
		1,058,725	*1,533,076*
23	**Employee benefit expense**		
	Salaries, wages and bonus	75,843,658	*520,223,254*
	Contribution to provident fund and other funds	2,908,455	*18,025,443*
	Employee stock compensation expenses	46,797	*9,121,643*
	Gratuity expense	1,202,047	*3,835,690*
	Staff welfare expense	6,976,382	*30,315,470*
		86,977,339	*581,521,500*
24	**Other expense**		
	Stores and spare parts consumed	9,272,549	*16,628,265*
	Outwork and ancillary printing	16,264,316	*68,272,187*
	Power and fuel	21,325,305	*46,086,814*
	Distribution expenses	4,561,375	*15,724,821*
	Postage	34,655,862	*69,556,983*
	Repairs to building	12,836	*799,883*
	Repairs and maintenance to plant and machinery	1,970,438	*2,336,624*
	Other repairs and maintenance	388,306	*12,025,293*
	Advertising and publicity	123,401	*35,461,903*
	Marketing expenses	-	*52,209,391*
	Design and Content Charges	-	*16,751,256*
	Brokerage and Commission	-	*259,113*
	Rebates, returns, etc	378	*50,344,720*
	Rent	16,458,611	*156,088,443*
	Rates and taxes	12,990,193	*4,730,349*
	Bad debts written off	-	*38,525*
	Exchange Loss (Net)	175,430	*2,567,471*
	Insurance	1,547,913	*3,070,846*
	Traveling expenses	162,589	*32,619,965*
	Payment to auditors	3,053,300	*3,375,000*
	License Fees	37,125	*7,353,563*

		Current Year Rs.	Previous Year Rs.
24	**Other expense (Contd.)**		
	Consultancy and professional fees	3,604,517	42,885,830
	Event cost	-	17,847,570
	Telephone Expenses	1,167,001	12,695,938
	Loss On sale of Fixed Assets(Net)	-	1,238,244
	Loss On sale of current Investments	45,898	-
	Provision for doubtful debts	1,000,798	11,600,000
	Directors' sitting fees	-	265,000
	General expenses	11,514,371	73,844,807
		140,332,511	756,678,805
	Payment to Auditor		
	As Auditor		
	Audit fees	2,100,000	2,500,000
	Tax audit fees	325,000	300,000
	Limited Review	500,000	500,000
	In any other capacity in respect of:		-
	Taxation matters	-	-
	Company law matters	-	-
	Management services	-	-
	Certification	128,300	75,000
	Reimbursement of out-of-pocket expenses	-	-
		3,053,300	3,375,000
25	**Exceptional item (Refer Note 46)**		
	Loss on sale of subsidiary	-	12,378,701
	Impairment provision reversal	-	(7,560,048)
		-	4,818,653
26	**Depreciation and amortisation expenses**		
	Depreciation of tangible assets (Refer Note 10)	5,100,866	40,371,344
	Amortisation of intangible assets (Refer Note 11)	-	14,938,420
		5,100,866	55,309,764
27	**Finance costs**		
	Interest		
	On Term Loans	-	19,865,607
	On working capital Loans and Cash Credit Accounts	1,704,390	14,311,577
	On inter corporate deposits	-	7,330,534
	On others	568,813	7,453,219
	Bank Charges	311,793	1,317,081
	Amortisation of ancillary borrowing costs	-	2,263,190
		2,584,996	52,541,208

Notes to Accounts

28. The Hon'ble High Court of Delhi approved the Scheme of Arrangement ('the Scheme') between Infomedia Press Limited ('the Demerged Company' or 'Infomedia') and Network 18 Media & Investments Limited ('Network 18' or 'the Resulting Company') and their respective shareholders and creditors vide its orders dated 22nd May 2012 (read with orders dated May 3, 2012, February 10, 2012 and November 22, 2011). The Appointed Date as per the scheme was April 1, 2010 and the Scheme has been made effective on June 1, 2012 (the 'Effective Date') on filing the copies of the order of the Hon'ble High Court with the Registrar of Companies. Accordingly the effect of the Scheme has been given in the financial statements of the Company for the year ended March 31, 2012.

    Pursuant to the Scheme, the 'Demerged Undertaking' (as defined in the Scheme) inter alia comprising of the Business Directories business, the New Media business and the Publishing business of the Company stands demerged into Network18 with effect from Appointed Date of April 1, 2010. The Printing Press business (the 'Remaining Business' as defined in the Scheme) continues to remain with the Company. Further the book value of the assets and liabilities of the Demerged Undertaking as at April 1, 2010 standing in the books of account of Infomedia have been transferred to Network 18 and the aggregate of the net assets of the Demerged Undertaking as at April 1, 2010 transferred to Network 18 amounting to Rs 289,523,052 as increased by the debit balance of Statement of profit and loss of Infomedia Press Limited as at April 1, 2010 have been adjusted against the following balances as at April 1, 2010.

    i. Capital Reserve Account Rs 142,200,000; and

    ii. Securities Premium Account Rs 679,458,130

    Pursuant to the provisions of the Scheme and Section 100 and all other applicable provisions of the Act, reduction in the balance in Securities Premium account and Capital Reserves as mentioned above has been effected as an integral part of this Scheme only, as the same does not involve either diminution of liability in respect of unpaid capital or payment to any shareholder of any amount paid in respect of shares issued and the order of the Court is deemed to be an order under Section 102 of the Act, confirming the reduction. Notwithstanding the reduction in capital of the Company as aforesaid, it shall not be required to add "and reduced" as suffix to its name.

    The Scheme provides that as and from the Appointed Date, upto and including the Effective Date:

    (i) Demerged Company (to the extent of the Demerged Undertaking), shall carry on and be deemed to have carried on its business and activities and shall stand possessed of all the assets and properties, in trust for Resulting Company and shall account for the same to Resulting Company.

    (ii) Income or profit accruing or arising to the Demerged Undertaking and all costs, charges, expenses and losses or taxes incurred by the Demerged Undertaking shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of Resulting Company and shall be available to the Resulting Company for being disposed off in any manner as it thinks fit.

    Accordingly the loss of the Demerged Undertaking for the period April 1, 2010 to March 31, 2011 amounting to Rs 320,979,704 has also been transferred to the Resulting Company.

    Since the Effective date is June 1, 2012, the effect of the Scheme has been given in the financial statements of the Company for the year ended March 31, 2012 and hence the figures as at and for the year ended march 31, 2012 are not comparable to the figures as at and for the year ended March 31, 2011.

    Pursuant to the Scheme, the name of Company has been changed to Infomedia Press Limited with effect from July 5, 2012.

    The term loan from Punjab National Bank Limited has been transferred to Network18 in pursuance of the Scheme. With the approval of the Lender, Network18 is in the process of creating necessary charges and existing first charge inter alia on immovable properties, plant and machinery and immovable properties of the Company shall be vacated.

The cash credit limits from Axis Bank Limited has been transferred to Network18 in pursuance of the Scheme of Arrangement. With the approval of the Lender, Network18 is in the process of creating necessary charges and existing pari passu first charge inter alia on all currents assets of the Company shall be vacated.

Network18 has also given a guarantee Rs. 85.00 crores in the previous year to the bankers in connection with the above term loan from Punjab National Bank and the cash credit from Axis Bank limited.

29. As stated in Note 28 above, as per the Scheme, the Business Directories business, the New Media business and the Publishing business(together the 'Publishing' and 'Other' Segments) of the Company have been demerged into Network 18 Media & Investments Limited from April 1, 2010 (Appointed Date) while the Printing Press business (Printing Segment) continues to remain with the Company. Since the Effective date is June 1, 2012, the effect of the Scheme has been given in the financial statements of the Company for the year ended March 31, 2012. As at and for the year ended March 31, 2011, the Business Directories business, the New Media business and the Publishing business were considered as Discontinuing Operations and the Printing business was considered as Continuing Operations. The following statement shows the revenue, expenses, assets and liabilities of Continuing and Discontinuing operations as at and for the year ended March 31, 2011:

(Amount in Rs. Lakhs)

Particulars	**Continuing Operations for the year ended (31/03/2011)**	**Discontinuing Operations for the year ended (31/03/2011)**	**Total for the year ended 2010-2011**
Turnover	3,920.04	11,305.46	15,225.50
Intersegment revenue elimination	-	-	1,134.98
Turnover net of Intersegment revenue	3,920.04	11,305.46	14,090.52
Expenses	3,696.25	13,986.77	17,683.02
Intersegment cost elimination	-	-	1,134.98
Expenses net of Intersegment cost	3,696.25	13,986.77	16,548.04
EBIT	**223.79**	**(2,681.31)**	**(2,457.52)**
Interest	45.10	480.31	525.41
Profit before exceptional item and tax	**178.69**	**(3,161.61)**	**(2,982.92)**
Exceptional item-Income/(Expense)	-	48.19	48.19
Profit before tax	**178.69**	**(3,209.80)**	**(3,031.11)**
Tax	34.53	-	34.53
Profit after tax	**144.16**	**(3,209.80)**	**(3,065.64)**
	As on 31.03.2011	**As on 31.03.2011**	**Total as on 31.03.2011**
Assets	2,715.97	9,219.47	11,935.45
Liabilities	1,076.27	9,890.85	10,967.12

30. The net difference in foreign exchange (i.e. the difference between the spot rates on the dates of the transactions and the actual rates at which the transactions are settled/ appropriate rates applicable at the year end) debited to statement of profit and loss as disclosed under note '24' is Rs.175,430 *(31 March 2011: Rs. 2,567,471)*.

31. Provisions and Contingencies –

a. Claims against the Company not acknowledged as debts:

i. The Company has received demands of Rs. 109,870,463 *(31 March 2011: Rs.* 109,870,463*)* towards Income Tax for the Assessment Year 2005-06, 2006-2007, 2007-2008, 2008-2009 and 2009-2010. The Company has disputed the demands and has preferred / is in the process of preferring appeals before appellate authorities, to set aside the demands and carry out necessary rectifications. The Company has also been legally advised that the possibility of matters being decided against the Company and the demands crystallizing is not likely.

ii. Sales tax / Works Contract tax matters disputed by the Company relating to issue of applicability, allowability, etc. aggregating to Rs. 36,717,487 *(31 March 2011: Rs. 41,556,776)*for the F.Y 2000-2001, 2001-2002 and 2002-03.

iii. Third party claim relating to Service Tax pending with Allahabad High Court aggregating to Rs. Nil *(31 March 2011: Rs. 16,993,598)*

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

iv. Bank guarantee given to Bombay Stock Exchange ('BSE') towards issue of Equity shares on rights basis amounting to Rs. 5,000,000*(31 March 2011: Rs.5,000,000)*.

b. Provision

Provision for Rebates, Returns etc.	**2011-2012 (Rs.)**	***2010-2011 (Rs.)***
Opening Balance	-	*10,886,086*
Addition during the Year	-	*32,449,696*
Amount utilized during the year	-	*(28,977,155)*
Closing Balance	-	***14,358,627***

A provision is recognised for expected returns on products sold during the year based on past experience of level of returns. It is expected that most of this cost will be utilised in the next financial year. Assumptions used to calculate the provision for returns are based on current sales level and current information available about returns.

32. As mentioned in Note 28 above, the Scheme of Arrangement has become effective on June 1, 2012. Pursuant to the Scheme, the 'Demerged Undertaking' (as defined in the Scheme) inter alia comprising of the Business Directories business, the New Media business and the Publishing business of the Company stands demerged into Network18 with effect from Appointed Date of April 1, 2010. The Printing Press business (the 'Remaining Business' as defined in the Scheme) continues to remain with the Company. The Company has made profit of Rs. 10,445,298 during year ended March 31, 2012 and the net worth of the Company as at March 31, 2012 is Rs 146,359,571 after considering accumulated losses of Rs.376,673,953 after giving effects of the scheme as per Note 28 above. During the year 2009-10, the Company has raised equity vide rights issue, amounting to Rs. 998,989,062 to augment the equity in the Company. The total amount of Rs. 998,989,062 stands fully utilized. The Parent Company has also given support letter to extend any financial and business support, which may be required by the Company. The Company's Printing Press business may also be sold off. In the event that the assets of the Printing Press business are sold off, the Company may consider starting a new line of business in the Company. Management has assessed and confirmed that considering these factors the Company shall continue to be a going concern and hence, these financial statements have been prepared on a going concern basis.

33. Employee Stock Option Plans (ESOP) 2004 and 2007

The Company has provided share based payment schemes to its employees. During the year ended March 31, 2012 the following schemes were in operation:

Employee Stock Option Plan 2004 (ESOP 2004):

Particulars	Grant 1		Grant 2		Grant 3		Grant 4		Grant 5		Grant 6	
Date of Grant/ Board Approval	25, Oct 04		10, May 05		28, Oct 05		27, Jun 06		27, Oct 06		22, Nov 07	
No of Options Granted	164,000		100,000		155,500		17,500		18,500		38,500	
Exercise Price Per Option (Rs.)	86.85		141.45		150.8		180.5		154.05		209.85	
Revised Exercise Price Per option (Rs.) vide Board approval dated July 15, 2010	-		-		10		10		10		10	
Method of Settlement	Equity		Equity		Equity		Equity		Equity		Equity	
Vesting Period	Date	Options	Date	Options	Date	Options	Date	Options	Date	Options	Date	Options
	24, Oct 05 (1 Year)	40,000	30, May 06 (1 Year & 21 days)	20,000	27, Oct 06 (1Year)	77,750	26, Jun 07 (1 Year)	8,750	26, Oct 07 (1 Year)	9,250	21,Nov 08 (1 Year)	19,250
	30, May 06 (1 year & 217 days)	60,000	30, May 07 (2 Years & 21 days)	80,000	27, Oct 07 (2 Years)	77,750	26, Jun 08 (2 Years)	8,750	26, Oct 08 (2 Years)	9,250	21,Nov 09 (1 Year)	19,250
	31, Mar 06 (1 Year & 157 days)	32,000										
	31, Mar 07 (2 Years & 157 days)	32,000										
Exercise Period	Three Years		Three Years		Three Years		Three Years		Three Years		Three Years	

This scheme (ESOP 2004) is covered under the approval of the shareholders vide their Annual General Meeting held on July 28, 2004 as modified at Extra Ordinary General Meeting held on January 20, 2005 and Annual General Meeting held on October 10, 2006 and further modified through postal ballot resolution , results whereof were declared on July 15,2010.

The details of activity under the plan are summarized below:

Particulars	Year ended March 31, 2012		*Year ended March 31, 2011*	
	No. of Shares	Weighted Average Exercise Price (Rs.)	*No. of Shares*	*Weighted Average Exercise Price (Rs.)*
Outstanding at the beginning of the year	9,750	10.00	*36,750*	*187.17*
Grant during the year	-	-	-	-
Exercised during the year	-	-	*16,750*	*10.00*
No of options lapsed during the year	8,000	10.00	*10,250*	*10.00*
Outstanding at the end of the year	1,750	10.00	*9,750*	*10.00*
Exercisable at the end of the year	1,750		*9,750*	
Weighted average remaining contractual life (in years)	0.32		*0.46*	
Weighted average fair value of the options granted (Rs.)	-		*18.76*	

Details of exercise price for Stock Options outstanding at the end of the year are:

Year End	Range of Exercise Price (Rs.)	No. of Options Outstanding	Weighted average remaining contractual life (in years)	Weighted average exercise price (Rs.)
March 31, 2012	10	1,750	0.32	10
March 31, 2011	*10*	*9,750*	*0.46*	*10*

Employee Stock Option Plan 2007 (ESOP 2007):

Particulars	**Grant 1**		***Grant 2***		***Grant 3***	
Date of Grant/ Board Approval	2, April 2009		26, October 2010		16, June 2011	
No of Options Granted	9,67,500		2,00,000		1,30,000	
Exercise Per Option (Rs.)	Exercise price of 667,500 options was revised from Rs.57.30/- to Rs.10 vide Compensation Committee approval dated February 25, 2010		10		10	
Method of Settlement	Equity		*Equity*		*Equity*	
Vesting Period	Date	Options	*Date*	*Options*	*Date*	*Options*
	1, April 2010 (1 Year)	3,87,000	26, October 2011 (1 Year)	80,000	16, June 2012 (1 Year)	52,000
	1, April 2011 (2 Years)	2,90,250	26, October 2012 (2 Years)	60,000	16, June 2013 (2 Years)	39,000
	1, October 2011 (2 Years 6 months)	2,90,250	26, October 2013 (3 Years)	60,000	16, June 2014 (3 Years)	39,000
Exercise Period	Three Years		Three Years		Three Years	

This scheme (ESOP 2007) is covered under the approval of the shareholders vide their Extra-Ordinary General Meeting held on January 10, 2008 and further modified through postal ballot resolution, results whereof were declared on May 7,2010.

The details of activity under the plan are summarized below:

Particulars	Year ended March 31, 2012		*Year ended March 31, 2011*	
	No. of Shares	Weighted Average Exercise Price (Rs.)	*No. of Shares*	*Weighted Average Exercise Price (Rs.)*
Outstanding at the beginning of the year	712,400	10.00	*911,000*	*10.00*
Grant during the year	130,000	10.00	*200,000*	*10.00*
Exercised during the year	164,550	10.00	*307,200*	*10.00*
No of options lapsed during the year	139,300	10.00	*91,400*	*10.00*
Outstanding at the end of the year	538,550	10.00	*712,400*	*10.00*
Exercisable at the end of the year	288,550	10.00	*34,800*	*10.00*
Weighted average remaining contractual life (in years)	1.56		*1.77*	
Weighted average fair value of the options granted (Rs.)	15.80		*28.24*	

Details of exercise price for Stock Options outstanding at the end of the year are:

Year End	Range of Exercise Price (Rs.)	No. of Options Outstanding	Weighted average remaining contractual life (in years)	Weighted average exercise price (Rs.)
March 31, 2012	10.00	538,550	1.56	10.00
March 31, 2011	*10.00*	*712,400*	*1.77*	*10.00*

Details of exercise price for Stock Options outstanding at the end of the year are:

ESOP Scheme	Range of Exercise Price (Rs.)	No. of Options Outstanding	Weighted average remaining contractual life (in years)	Weighted average exercise price (Rs.)
ESOP 2004	10.00	1,750	0.32	10.00
ESOP 2007	10.00	538,550	1.56	10.00

Employee Stock Purchase Plan 2010 (ESPP 2010):

During the year 2010-2011, the Company had also introduced an Employee Stock Purchase Plan, 2010 (ESPP 2010) which was approved by shareholders vide postal ballot resolution, results whereof were declared on May 7, 2010. However, there has been no activity under this Scheme till balance sheet date.

Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

ESOP 2004	**2011-2012**	***2010-2011***
Expected Dividend yield	1.2%	*1.4%*
Expected Volatility of Share price	68.85%	*38.59% to 68.85 %*
Risk Free Interest Rate	8.46%	*7% to 7.64%*
Weighted average share price on date of exercise	-	*Rs.25.90*
Exercise price Rs.	10	*10*
Expected life of the option	0.32 Years	*0.12 to 0.82 years*

ESOP 2007	**2011-2012**	***2010-2011***
Expected Dividend yield	1.2%	*1.4%*
Expected Volatility of Share price	61.80% to 66.20%	*66.20% to 69.20%*
Risk Free Interest Rate	8.47% to 8.51%	*7.35% to 7.42%*
Weighted average share price on date of exercise	Rs. 19.00	*Rs. 28.64*
Exercise price Rs.	10	*10*
Expected life of the option	0.50 to 2.61 Years	*1.00 to 2.79 years*

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

Since the Company uses the intrinsic value method, the impact on the reported net profit/(loss) and earnings per share by applying the fair value based method needs to be disclosed.

In March 2005 the ICAI has issued a Guidance Note on "Accounting for Employees Share Based Payments" applicable to employee based share plan, the grant date in respect of which falls on or after April 1, 2005. The said Guidance Note requires Proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said Guidance Note, the impact on the reported net profit/(loss) and earnings per share would be as follows:

	2011-2012 (Rs.)	2010-2011 (Rs.)
Profit/(Loss) as reported	10,445,298	(306,564,169)
Add : Employee stock compensation under intrinsic value method	46,797	9,822,491
Less: Employee stock compensation under fair value method	33,171	(10,208,197)
Proforma Loss	10,458,924	(306,949,875)
Loss Per Share		
Basic		
- As reported	0.21	(6.14)
- Pro forma	0.21	(6.15)
Diluted		
- As reported	0.21	(6.14)
- Pro forma	0.21	(6.15)

Since the intrinsic value being Rs. 46,797 *(31 March 2011: Rs. 9,822,491)*, accrual has been made towards compensation cost in the financial statements for the year ended March 31, 2012.

34. The Company's significant leasing arrangements are in respect of operating leases for premises (offices, residential, stores, godowns etc.). These leasing arrangements, are mutually cancellable generally, in 25 months*(31 March 2011: 11 and 60 months)*. There is no escalation clause in the lease agreements. There are no restrictions imposed by lease arrangements. The aggregate lease rentals amounting to Rs. 16,458,611 *(31 March 2011: Rs. 156,088,443)* are disclosed as Rent under Note "24".

The future minimum lease payments under these operating leases are as follows:

Particulars	2011-2012 (Rs.)	2010-2011 (Rs.)
Not later than one year	8,650,000	42,762,216
Later than one year but not later than five years	10,025,000	29,661,851

35. Details of dues to micro and small enterprises as defined under the MSMED Act 2006.

	2011-2012 (Rs.)	2010-2011 (Rs.)
Principal amount due to micro and small enterprises	911,524	519,604
Interest due on above	5,585	4,347
	917,109	523,951

The identification of micro and small enterprises is based on the management's knowledge of their status as at March 31, 2012. The Company has requested and received intimation from "suppliers" regarding their status as at March 31, 2012 under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, as per such intimations relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have been made.

36. Earnings per share

Particulars	31 March 2012 Rs.	*31 March 2011 Rs.*
Continuing operations		
Net profit/(loss) after tax for calculation of basic and diluted EPS	10,445,298	*14,415,535*
Total operations for the year		
Net profit/(loss) after tax for calculation of basic and diluted EPS	10,445,298	*(306,564,169)*
Weighted average number of equity shares in calculating basic EPS	50,160,003	*49,931,422*
Weighted average number of equity shares in calculating diluted EPS for continuing operations	50,160,003	*50,262,163*
Basic		
Computed on the basis of profit from continuing operations	0.21	*0.29*
Computed on the basis of total profit/(loss) for the year	0.21	*(6.14)*
Diluted		
Computed on the basis of profit from continuing operations	0.21	*0.29*
Computed on the basis of total profit/(loss) for the year	0.21	*(6.14)**

* These shares are anti –dilutive and are ignored in the calculation of diluted earnings per share computed on the basis of the total loss for the year ended 31 March, 2011.

Weighted average number of equity shares in calculating basic EPS	50,160,003	*49,931,422*
Effect of dilution :		
Stock options granted under ESOP	- **	*330,741*
Weighted average number of equity shares in calculating diluted EPS	50,160,003	*50,262,163*

** Effect of dilution due to stock options granted under ESOP for the purpose of calculating weighted average number of equity shares in calculating diluted EPS for the year ended 31 March 2012 is negative, hence ignored.

37. Derivative transactions:

The Company has not entered into any derivative transactions (including Forward Exchange Contracts) during the year. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Amount receivable and payable as at March 31, 2012 in foreign currency on account of the following:

Particulars	2011-2012			2010-2011		
	Rs.	Value in foreign Currency		Rs.	Value in foreign Currency	
Receivable						
Services rendered	-	-	-	5,482,418	USD	122,787
	-	-	-	1,410,886	EURO	22,310
Advance for Import of Goods/services	-	-	-	1,321,612	USD	29,162
Payable						
Import of goods	-	-	-	602,324	JPY	1,479,912
Services utilized						
	-	-	-	803,700	USD	18,000
	-	-	-	1,802,340	EUR	28,500
	-	-	-	988,900	GBP	13,750

The above disclosures have been made consequent to announcement by the Institute of Chartered Accountants of India in December 2005, which is applicable to the financial periods ending on or after March 31, 2006.

38. Particulars of goods manufactured, etc:

a. Class of goods manufactured: Printed products of all kinds include annual reports, greeting cards, calendars, diaries, books, newspapers, magazines and other periodicals, directories, catalogues, publicity material, stationery, typesetting, half-tones, colour separations, plates and combinations thereof.

b. The nature of the Company's operations is such that there is no known physical measure of standard classification for its saleable products. Consequently, quantitative information regarding production, turnover and opening and closing stocks of finished goods has not been given.

c. Sales include 115,308 numbers *(31 March 2011; 13,426 numbers)* of 'Touchstone' gift articles worth Rs. 7,339,368*(31 March 2011: Rs. 1,963,916)* and 9,241 numbers *(31 March 2011: 10,065 numbers)* of other traded goods worth Rs. 1,082,284*(31 March 2011: Rs. 893,957)*.

39. Expenditure in foreign currency (on accrual basis):

	2011-2012 (Rs.)	2010-2011 (Rs.)
Travelling	-	1,434,380
Content creation and License fee	-	7,177,628
Event costs, etc.	-	1,222,681
Others	-	1,760,007
	-	11,594,696

40. C.I.F. Value of Imports of:

	2011-2012 (Rs.)	2010-2011 (Rs.)
Paper	40,062,152	122,316,372
Printing & Binding Material	381,877	509,159
Spares	361,266	2,739,740
	40,805,295	125,565,271

41. Earnings in foreign exchange (on cash basis):

	2011-2012 (Rs.)	2010-2011 (Rs.)
Magazine & Other advertisements	-	18,272,760
Events	-	147,825
Agency Commission	-	73,187,341
Receipt on Sale of Subsidiary	-	183,316,393
	-	274,924,319

42. Value of imported and indigenous raw materials consumed and the percentage of each to the total consumption:

	2011-2012 (Rs.)	%	2010-2011 (Rs.)	%
Paper, inks, printing and binding materials**:**				
Imported, at landed cost	40,444,029	33	115,365,081	39
Indigenously obtained	89,470,090	67	183,696,836	61
	129,914,119	100	299,061,917	100

43. Related Parties Disclosures:

a Particulars of parties where control exists:

i.	Television Eighteen India Limited ('TV 18')	Holding Company of Infomedia Press Limited from August 21, 2008 till June 10, 2011 by virtue of control of the Board of Directors
ii.	Network18 Media & Investments Limited ('Network 18')	Direct Holding company of Infomedia Press Limited with effect from June 11, 2011(Refer Note 48).
iii.	Cepha Imaging Private Limited (CEPHA)	Subsidiary company with effect from December 22, 2005 till May 31, 2010
iv.	Glyph International UK Limited (Formerly Keyword Group Limited)(GIUK)	Subsidiary company with effect from December 22, 2005 till May 31, 2010
v.	Glyph International Limited (Formerly American Devices India Private Limited) (ADIPL)	Subsidiary company since April 1, 2006 till May 31, 2010
vi.	Glyph International US LLC (Formerly Software Services LC)(SSLC)	Subsidiary company since April 1, 2006 till May 31, 2010

b Particulars of other parties:

Key Management Personnel

Mr. Haresh Chawla - Managing Director of the Company since August 21, 2008 till February 15, 2012.

c Joint Venture:

Reed Infomedia India Private Limited ('REED') – Joint control since March 30, 2006 (Refer Note 28)

d Fellow subsidiaries :

i. ibn18 Broadcast Limited ('ibn 18') – Fellow subsidiary since August 21, 2008

ii. TV18 Home Shopping Network Limited ('Homeshop 18') - Fellow subsidiary since August 21, 2008

iii. Viacom18 Media Private Limited ('Viacom 18')- Fellow subsidiary since August 21, 2008

iv. Network18 Publication Limited - Fellow subsidiary since August 21, 2008

v. Digital 18 Media Limited ('Digital 18') - Fellow subsidiary since August 21, 2008

vi. Web18 Software Services Limited ('Web 18') - Fellow subsidiary since August 21, 2008

vii. e-Eighteen.Com Limited (E-18.Com) - Fellow subsidiary since August 21, 2008

viii. E18, division of Network18 ('E18')- Fellow subsidiary since August 21, 2008

ix. Sports18, division of Network 18('Sports18') – Fellow subsidiary since August 21, 2008

x. IBN Lokmat News Private Limited ('IBN Lokmat') - Fellow subsidiary since August 21, 2008

e. Transactions with and Account Balances of Related Parties as at and for the year ended March 31, 2012 (Previous Year March 31, 2011)

	Subsidiary Company	Holding Company/ Group Company	Joint Venture	Key Management Personnel	Grand Total
TRANSACTION					
Purchase of Fixed Assets					
IBN Lokmat News Private Limited		-			-
Previous Year		*53,048*			*53,048*
Liabilities					
Inter Corporate Deposit (ICD) accepted					
ICD accepted-Taken during the year					
Television Eighteen India Limited		-			-
Previous Year		*105,000,000*			*105,000,000*
ICD accepted-Repaid during the year					
American Devices India Private Limited(ADIPL)	-				-
Previous Year	*88,500,000*				*88,500,000*
Cepha Imaging Private Limited (CEPHA)	-				-
Previous Year	*59,500,000*				*59,500,000*
Television Eighteen India Limited		-			-
Previous Year		*285,000,000*			*285,000,000*
ACCOUNT BALANCE					
Assets					
Accounts Receivable(Gross of TDS)					
Digital 18 Media Limited		7,104,263			7,104,263
Previous Year		*33,790,156*			*33,790,156*
Television Eighteen India Limited		2,299,130			2,299,130
Previous Year		-			-
TV18 Home Shopping Network Limited ('Homeshop 18')		-			-
Previous Year		*487*			*487*

	Subsidiary Company	Holding Company/ Group Company	Joint Venture	Key Management Personnel	Grand Total
Reed Infomedia India Private Limited ('REED')			-		-
Previous Year			*90,149*		*90,149*
Network18 Media & Investments Limited		36,076,297			
Previous Year		-			
Liabilities					
Sundry Creditors					
Network18 Media & Investments Limited		-			-
Previous Year		*13,906,907*			*13,906,907*
ibn18 Broadcast Limited		-			-
Previous Year		*20,962,768*			*20,962,768*
Network18 Publication Ltd		-			-
Previous Year		*469,875*			*469,875*
Television Eighteen India Limited		-			-
Previous Year		*151,401,827*			*151,401,827*
Web18 Software Services Limited		-			-
Previous Year		*16,785,884*			*16,785,884*
Viacom18 Media Private Limited		-			-
Previous Year		*4,375,748*			*4,375,748*
E-18.com		-			-
Previous Year		*5,366,411*			*5,366,411*
E 18 a division of Network18		-			-
Previous Year		*1,205,760*			*1,205,760*
IBN Lokmat News Private Limited		-			-
Previous Year		*53,048*			*53,048*
Reed Infomedia India Private Limited ('REED')			-		-
Previous Year			*3,000,000*		*3,000,000*
Income					
Sales of goods and Services					
Digital 18 Media Limited		29,142,400			29,142,400
Previous Year		*42,275,975*			*42,275,975*
ibn18 Broadcast Limited		-			-
Previous Year		*12,520,000*			*12,520,000*
Television Eighteen India Limited		2,285,207			2,285,207
Previous Year		*7,889,700*			*7,889,700*
Viacom18 Media Private Limited		-			-
Previous Year		*1,380,000*			*1,380,000*
Web18 Software Services Limited		-			-
Previous Year		*2,856,800*			*2,856,800*
E18.com		-			-
Previous Year		*120,000*			*120,000*
Network18 Media & Investments Limited		123,295,931			123,295,931
Previous Year		-			
Other Receipt / Service Charges					
Digital 18 Media Limited		-			-
Previous Year		*4,869,471*			*4,869,471*
Dividend Income					
Cepha Imaging Private Limited (CEPHA)	-				-
Previous Year	*14,995,293*				*14,995,293*
American Devices India Private Limited(ADIPL)	-				-
Previous Year	*29,999,617*				*29,999,617*
Expenses					
Interest Expense on ICD's (Gross of TDS)					
American Devices India Private Limited(ADIPL)	-				-
Previous Year	*950,390*				*950,390*

	Subsidiary Company	Holding Company/ Group Company	Joint Venture	Key Management Personnel	Grand Total
Cepha Imaging Private Limited (CEPHA)	-				-
Previous Year	*640,144*				*640,144*
Television Eighteen India Limited		-			-
Previous Year		*5,740,000*			*5,740,000*
Interest Expense					
Network18 Media & Investments Limited		-			-
Previous Year		*2,535,057*			*2,535,057*
Television Eighteen India Limited		-			-
Previous Year		*2,918,698*			*2,918,698*
Director's Sitting Fees					
Mr. Haresh Chawla					-
Previous Year				60,000	*60,000*
Event cost					
E 18 a division of Network18		-			-
Previous Year		*2,879,610*			*2,879,610*
Advertising and publicity					
E-18.com		-			-
Previous Year		*1,878,318*			*1,878,318*
ibn18 Broadcast Limited		-			-
Previous Year		*5,785,800*			*5,785,800*
Television Eighteen India Limited		-			-
Previous Year		*1,500,000*			*1,500,000*
Viacom18 Media Private Limited		-			-
Previous Year		*91,858*			*91,858*
Web18 Software Services Limited		-			-
Previous Year		*4,112,768*			*4,112,768*
Insurance Cost					
Network18 Media & Investments Limited		-			-
Previous Year		*81,656*			*81,656*
Television Eighteen India Limited		-			-
Previous Year		*4,562,532*			*4,562,532*
Consultancy and Professional Fees					
Television Eighteen India Limited		-			-
Previous Year		*436,603*			*436,603*
Network18 Media & Investments Limited		-			-
Previous Year		*14,128,311*			*14,128,311*
Other Operating Costs					
E-18.com		-			-
Previous Year		*35,017*			*35,017*
TV18 Home Shopping Network Limited ('Homeshop 18')		-			-
Previous Year		*205,840*			*205,840*
ibn18 Broadcast Limited		-			-
Previous Year		*7,153*			*7,153*
Network18 Media & Investments Limited		-			-
Previous Year		*5,392,861*			*5,392,861*
Television Eighteen India Limited		-			-
Previous Year		*20,395,335*			*20,395,335*
Web18 Software Services Limited		-			-
Previous Year		*10,271,903*			*10,271,903*
Network18 Publication Ltd		-			-
Previous Year		*558,478*			*558,478*
Digital 18 Media Limited		-			-
Previous Year		*114,739*			*114,739*
Guarantee Taken					
Network18 Media & Investments Limited		-			-
Previous Year		*850,000,000*			*850,000,000*

(Refer Note 28 relating to Scheme of arrangement between Infomedia Press Limited and Network18 Media & Investments Limited)

44 (i) Segment Profit and Loss Information

	Continuing Oprations		Discontinuing Operations				Eliminations		Consolidated	
	Printing	Printing	Publishing	Publishing	Others	Others			Total	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011
REVENUE										
External Revenue	364,261,917	296,141,942	-	1,053,783,699	-	76,762,316	-	-	364,261,917	1,426,687,957
Prior Period Revenue	-	-	-	-	-	-	-	-	-	-
Inter Segment Revenue	-	113,498,325	-	-	-	-	-	(113,498,325)	-	-
Total Revenue	364,261,917	409,640,266	-	1,053,783,699	-	76,762,316	-	(113,498,325)	364,261,917	1,426,687,957
RESULT										
Segment Result	(596,819)	22,364,443	-	(306,799,229)	-	25,593,119	-	-	(596,819)	(258,841,667)
Unallocated Corporate Expenses										
net of Unallocated Income	-	-								
Operating Profit /(Loss)	(596,819)	22,364,443	-	(306,799,229)	-	25,593,119	-	-	(596,819)	(258,841,667)
Interest Expenses	(2,584,996)	(4,510,922)	-	(44,900,477)	-	(3,129,809)			(2,584,996)	(52,541,208)
Interest Income, Dividend ,										
Income from Investments, etc. (net)	771,215	14,592	-	12,043,672	-	1,031,672			771,215	13,089,936
Add/ Less: Exceptional Items-(Expense)/Income	-	-	-	(4,818,653)	-	-			-	(4,818,653)
Taxation - (Expense)/Credit	12,855,898	(3,452,577)							12,855,898	(3,452,577)
Net Profit /(Loss)	10,445,298	14,415,535	-	(344,474,686)	-	23,494,982	-	-	10,445,298	(306,564,169)

44 (ii) Segment Balance Sheet

	Continuing Operations		Discontinuing Operations				Consolidated	
	Printing	Printing	Publishing	Publishing	Others	Others	Total	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
Other Information								
Segmental Assets	237,600,170	271,597,358	-	915,692,671	-	6,254,631	237,600,170	1,193,544,660
Total Assets	237,600,170	271,597,358	-	915,692,671	-	6,254,631	237,600,170	1,193,544,660
Segmental Liabilities	91,240,599	107,627,385	-	988,430,748	-	653,774	91,240,599	1,096,711,907
Total Liabilities	91,240,599	107,627,385	-	988,430,748	-	653,774	91,240,599	1,096,711,907
Capital Expenditure								
Tangible assets	2,406,110	6,056,419	-	37,506,952	-	14,350	2,406,110	43,577,721
Intangible assets	-	-	-	-	-	-	-	-
Unallocated Capital Expenditure								
Impairment of Assets/(Reversal)	-	-	-	(7,560,048)	-	-	-	(7,560,048)
Depreciation	5,100,866	8,652,308	-	44,583,356	-	2,074,100	5,100,866	55,309,764
Unallocated Depreciation								
Non - cash expenses other than Depreciation/(Reversal)	46,797	1,320,868	-	22,001,748	-	590,430	46,797	23,913,046
Unallocated Non - Cash Expenses/(Reversal)								

45. Employee Benefits

A - Contribution to defined plan, recognised as expenses in the statement of profit and loss for the year are as under:

	2011-2012 (Rs.)	2010-2011 (Rs.)
Employer's Contribution to Provident Fund	2,908,455	18,025,443

	2011-2012 (Rs.)	2010-2011 (Rs.)
Expected Contribution for Gratuity	854,353	6,262,496

B - Gratuity

The Company has a defined benefit gratuity plan. The gratuity is payable to all employees of the Company at the rate of half month basic salary for every completed year of service of more than 10 years but less than 15 years; three fourth month basic salary for every completed year of service of more than 15 years but less than 20 years; and for completed years of services of more than 20 years, 20 months basic salary plus half month basic salary for every completed year of service in excess of 20 years. All payments are subject to minimum as paid under the Payment of Gratuity Act. The annual contributions made to the Trust are invested as per the rules of the Trust. The shortfall between the accumulated fund balance and the liability as determined on the basis of an independent actuarial valuation is provided for as at the year end.

C - Leave Encashment

In accordance with leave policy, the Company has provided for leave entitlement on the basis of actuarial valuation carried out at the end of the year. The short term compensated absences are provided for on the basis of actuarial valuation as at the year end.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plan.

Statement of profit and loss

Net employee benefit expense (recognized in Employee Cost)

The present value of defined benefit obligations and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried at each balance sheet date. The details are set out as under:

Particulars	**2011-2012 Gratuity (Rs.)**	***2010-2011 Gratuity (Rs.)***	**2011-2012 Leave Encashment (Rs.)**	***2010-2011 Leave Encashment (Rs.)***
Current service cost	1,018,191	*6,546,431*	4,157,141	*8,994,573*
Interest cost on benefit obligation	2,343,106	*4,065,773*	689,362	*1,684,937*
Expected return on plan assets	(1,915,194)	*(3,275,647)*	-	-
Interdivisional transfer effect	(2,010,333)	-	2,487,443	-
Net actuarial (gain) / loss recognised in the year	(1,766,277)	*(3,513,877)*	(2,913,336)	*(2,759,379)*
Past service cost	-	-	-	-
Net (benefit) / expense	1,202,047	*3,822,680*	4,420,610	*7,920,131*
Actual return/(loss) on plan Assets	394,837	*663,048*	-	-

Details of Provision

Gratuity

Particulars	**2011-2012 Gratuity (Rs.)**	**2010-2011 Gratuity (Rs.)**	**2009-2010 Gratuity (Rs.)**	**2008-2009 Gratuity (Rs.)**	**2007-2008 Gratuity (Rs.)**
Defined benefit obligation / (net liability) (Refer Note 30)	(30,949,216)	(50,927,481)	(50,822,164)	(49,570,687)	(40,442,236)
Fair value of plan assets	23,609,307	41,608,640	40,945,592	35,901,220	36,191,240
	(7,339,909)	(9,318,841)	(9,876,572)	(13,669,467)	(4,250,996)
Less: Unrecognised past service cost	-	-	-	-	-
Plan assets / (liability)	(7,339,909)	(9,318,841)	(9,876,572)	(13,669,467)	(4,250,996)
Less : Benefits paid by the Company on behalf of the fund	-	-	-	4,401,749	3,261,624
Assets/(liability) balance	(7,339,909)	(9,318,841)	(9,876,572)	(9,267,718)	(989,372)

Leave

Particulars	**2011-2012 Leave Encashment (Rs.)**	***2010-2011 Leave Encashment (Rs.)***
Defined benefit obligation / (net liability) (Refer Note 30)	(10,043,779)	*(25,972,452)*
Fair value of plan assets		-
	(10,043,779)	*(25,972,452)*
Less: Unrecognised past service cost		-
Plan assets / (liability)	(10,043,779)	*(25,972,452)*

Changes in the present value of the defined benefit obligation are as follows:

Particulars	**2011-2012 Gratuity (Rs.)**	***2010-2011 Gratuity (Rs.)***	**2011-2012 Leave Encashment (Rs.)**	***2010-2011 Leave Encashment (Rs.)***
Opening defined benefit obligation	28,401,284	*50,822,164*	9,215,495	*23,858,992*
Interest cost	2,343,106	*4,065,773*	689,362	*1,684,937*
Current service cost	1,018,191	*6,546,431*	4,157,141	*8,994,573*
Benefits paid	(1,059,285)	*(4,380,411)*	(1,104,883)	*(5,806,671)*
Actuarial (gains) / losses on obligation	245,920	*(6,126,476)*	(2,913,336)	*(2,759,379)*
Closing defined benefit obligation	30,949,216	*50,927,481*	10,043,779	*25,972,452*

Changes in the fair value of plan assets are as follows:

Particulars	**2011-2012 Gratuity (Rs.)**	***2010-2011 Gratuity (Rs.)***
Opening fair value of plan assets	23,214,470	*40,945,592*
Expected return	1,915,194	*3,275,647*
Contributions by employer	1,059,285	*4,380,411*
Benefits paid	(1,059,285)	*(4,380,411)*
Actuarial gains / (losses	(1,520,357)	*(2,612,599)*
Closing fair value of plan assets	23,609,307	*41,608,640*
Actuarial gains/(losses) recognized in the year	(1,766,277)	*3,513,877*

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	**2011-2012 Gratuity %**	***2010-2011 Gratuity %***
Group Gratuity Funds	31.43	*75.71*
Special Deposits with Banks	68.57	*23.92*
Securities	-	*0.37*

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	**2011-2012 Gratuity %**	***2010-2011 Gratuity %***
Discount rate	8.50	*8.25*
Expected rate of return on assets	8.50	*8.25*
Salary Escalation	6.00	*6.00*
Attrition Rate	3% till age of 30, 2% till age of 44 and 1% thereafter + service related.	*3% till age of 30, 2% till age of 44 and 1% thereafter + service related.*

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Experience Adjustments

Particulars	**2007-2008 Gratuity (Rs.)**	**2008-2009 Gratuity (Rs.)**	**2009-2010 Gratuity (Rs.)**	**2010-2011 Gratuity (Rs.)**	**2011-2012 Gratuity (Rs.)**
Experience Adjustments on plan liabilities (Gain)/Loss	(2,800,055)	4,031,494	2,712,541	(3,081,807)	962,240
Experience Adjustments on plan Assets Gain/(Loss)	(561,357)	(3,257,596)	(2,178,586)	(2,612,599)	(1,520,357)

46. Exceptional items

i) As per Share Purchase Agreement ('SPA') with Knowledgeworks Global Private Limited (a Cenveo Inc company) on May 4, 2010, the Company has sold its entire equity stake in its 4 subsidiaries. The net loss on the sale of these subsidiaries amounting to Rs.12,378,701 during the year ended March 31, 2011 has been disclosed as an Exceptional item in the financial statements for the year ended March 31, 2011.

ii) Excess impairment provision in respect of fixed assets held at leased office of Rs.7,560,048 has been reversed during the year ended March 31, 2011 which has been disclosed as an Exceptional item in the financial statements for the year ended March 31, 2011.

47. i) During the year 2009-10 the Company has made an issue of equity shares on rights basis in the ratio of three equity shares for every two equity shares held on the record date. The rights issue consisted of 29,827,655 equity shares issued at a premium of Rs.23.50 per equity share aggregating to Rs. 998,989,062. The issue opened on December 29, 2009 and closed on January 15, 2010 and was fully subscribed.

ii) The Company has utilized an aggregate sum of Rs. 109,454,000 *(31 March 2011: Rs.889,535,062)* towards the stated purposes during the year from the proceeds of Rights Issue. The total amount of Rs.998,989,062 stands fully utilized.

	2011-2012 (Rs.)	***2010-2011 (Rs.)***
Unutilized amount at the beginning of the year	-	*109,454,000*
Less : amount utilised during the yearGeneral corporate purpose	-	*109,454,000*
Unutilized amount at the end of the year	-	-

Details of short-term investments made from unutilized portion of public issue raised during the year ended 31 March, 2010

	2011-2012 (Rs.)	***2010-2011 (Rs.)***
(a) Nil*(31 March 2011 : 5,200,499)* units of UTI Income Interval Fund Qtr Plan Series III Inst Dividend Plan Reinvestment	-	*52,004,987*
(b) Nil*(31 March 2011 : 5,162,689)* units of LIC Nomura MF Interval Fund Quarterly Plan Series II - Qtrly Dividend	-	*51,634,116*
(c) Nil*(31 March 2011 : 581,490)* units of DSP Black Rock FMP 3M Series 30 - Dividend payout	-	*5,814,897*
	-	*109,454,000*

48. Estimated amount of contracts remaining to be executed on capital account and not provided for amounts to Rs. Nil *(31 March 2011: Rs. 3,010,655)*.

49. Pursuant to the Scheme of Arrangement between Network18 Media & Investments Limited (Network18), ibn18 Broadcast Limited (now known as TV18 Broadcast Limited), Television Eighteen India Limited (TV18), and Network 18 Group Companies, as approved by the Hon'ble High Court of Delhi vide its order dated April 26, 2011, TV18 has been merged with Network18 with effect from June 10, 2011, accordingly Network18 has become direct holding company of the Company.

50. Interest in Joint venture

The Company has a 49% interest in the assets, liabilities, expenses and income of Reed Infomedia India Private Limited(Reed), incorporated in India, which is involved in business of publishing B2B magazines. The joint venture with Reed Elsevier Overseas B. V and the Company has been terminated and accordingly the Reed is not carrying any business. It has also been agreed to wind up the Reed.

The Company's share of the assets, liabilities, income and expenses of the jointly controlled entity are as follows as at March 31, 2012. (Unaudited)

	2011-2012 (Rs.)	*2010-2011 (Rs.)*
Assets	-	*1,550,844*
Liabilities	-	*638,464*
Revenue (including other income)	-	*14,443*
Expenses	-	*50,243*
Loss before tax	-	*35,800*

51. The registered office of the Company has been shifted to 503, 504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110001, pursuant to confirmation by Company Law Board, Mumbai bench with effect from October 19, 2010.

52. Barter transactions are recognized at the fair value of consideration receivable or payable. When the fair value of the transactions cannot be measured reliably, the revenue/expense is measured at the fair value of the goods/ services provided/received adjusted by the amount of cash or cash equivalent transferred. During the year ended March 31, 2011, the Company had entered into barter transactions, which were recorded at the fair value of consideration receivable or payable. The statement of profit and loss for the year ended March 31, 2011 has been grossed up to reflect revenue from barter transactions of Rs Nil *(31 March 2011:Rs. 33,184,369)* and expenditure of Rs Nil *(31 March 2011:Rs. 33,184,369)* being the fair value of barter transactions provided and received.

53. Previous year's figures have been regrouped wherever necessary to conform with figures of the current year. Since the Effective date is June 1, 2012, the effect of the Scheme has been given in the financial statements of the Company for the year ended March 31, 2012 and hence the figures as at and for the year ended march 31, 2012 are not comparable to the figures as at and for the year ended March 31, 2011.

As per our report of even date

For S.R. Batliboi & Associates
Firm Registration No. 101049W
Chartered Accountants

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

per Amit Majmudar
Partner
Membership No. : 36656

Tasneem Udaipurwala
Company Secretary

B. Saikumar
Director

Senthil Chengalvarayan
Director

Mumbai
Dated: July 19, 2012

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Infomedia Press Limited

(formerly Infomedia 18 Limited)

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their e-mail address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their email address at which they would like to receive the above documents electronically, either to the Company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agents, TSR Darashaw Limited or to the Company.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,
TSR Darashaw Limited,
UNIT: Infomedia Press Limited
6-10, Haji Moosa Patrawala Ind. Estate,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011

Dear Sir,

I/ We shareholder (s) of Infomedia Press Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through e-mail).

I/ We request you to kindly register my/ our belowmentioned email id in the Company's records for sending such communication through e-mail.

Folio No. ___________________/DP ID No.* __________________& Client ID No.* ___________________
*Applicable for members holding shares in electronic form.

Name of the Sole/ First Shareholder :

Name of the Joint Shareholders (if any) :

No. of shares held :

E-mail id for receipt of documents in electronic mode :

Date:

Place: Signature: __________________________
(Sole/ First Shareholder)

Infomedia Press Limited

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

Attendance Slip

Members attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I hereby record my presence at the Fifty-Seventh Annual General Meeting of the Company held on **Friday, September 14, 2012 at 9.00 a.m. at MPCU Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi - 110 054**

____________________________________ _______________________________

Full name of the Member (in BLOCK LETTERS) Signature

Folio No. /DP ID No.* ____________________________**& Client ID No.*** _________________________

***Applicable for members holding shares in electronic form.**

____________________________________ _______________________________

Full name of the/Proxy (in BLOCK LETTERS) Signature

Notes:

1. **Member/Proxyholder wishing to attend the meeting must bring this Attendance slip at the meeting.**
2. **Member/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.**

Infomedia Press Limited

Regd. Office : 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001.

Proxy Form

I/We____of ___________________________

in the District of __________________________being a Member/Members of **INFOMEDIA PRESS LIMITED**

hereby appoint __________________________________of __________________________________in the

district of ________________________ or failing him ______________________ of ____________________

in the District of ________________________________ as my/our proxy to vote for me/us on my/our behalf

at the Fifty Seventh Annual General Meeting of the Company to be held on **Friday, September 14, 2012 at 9.00 am at MPCU Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi - 110 054** and at any adjournment thereof.

Signed this _______ day of _______________, 2012

Folio No. /DP ID No.* ____________________________**& Client ID No.*** _________________________

*Applicable for members holding shares in electronic form.

Signature _________ Affix Re. 1 Revenue Stamp _________

No. of Shares held ______________________.

**In favour of

This form is to be used _____________ the resolution. Unless otherwise instructed, the Proxy will act as he thinks fit.

**against

**Strike out whichever is not desired.

Note: This form duly completed and signed must be deposited at the Registered Office of the Company, Infomedia Press Limited, 503, 504 & 507, 5th floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110001, not less than 48 hours before the time for holding the aforesaid Meeting.

Proxies have no right to speak at the meeting.