

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 59th Annual General Meeting of the members of Infomedia Press Ltd., (the Company) scheduled to be held on the 30th day of September, 2014 at 1.00 p.m., at Tivoli Garden Resort, Khasra No. 646/653, Chattarpur Road, Near Chattarpur Mandir, New Delhi – 110 074

Dear Sir,

1. I, B Narasimhan, a Company Secretary in practice, have been appointed by the Board of Directors of Infomedia Press Ltd., (the Company) as the scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 59th Annual General Meeting (AGM) of the members of the Company, scheduled to be held on the 30th day of September, 2014 at 1.00 p.m., at Tivoli Garden Resort, Khasra NO. 646/653, Chattarpur Road, Near Chattarpur Mandir, New Delhi – 110 074
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 59th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
- 3 Further to the above, I submit my report as under:-
 - I. The e-voting period remained open from **Thursday, 25th September 2014 (10:00 a.m.) to Saturday, 27th September, 2014 (10:00 a.m.)**
 - II. The members of the Company as on the "cut-off" date i.e. 12th September, 2014 were entitled to vote on resolutions (items no. 1 to 8 as set out in the Notice of the 59th AGM of the Company)
 - III. The votes cast were unblocked on September 27, 2014 after 10.00 a.m. in the presence of 2 witnesses, Mr. S P Venugopal and Mr. Shivashankar who are not employment of the Company. They have signed this report in confirmation of the votes being unblocked in their presence



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

- IV. Thereafter, the details containing *inter alia*, list of Equity Share Holders , who voted "for" , "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated , the result of the e-voting is as under:

ORDINARY BUSINESS

Item No. 1:- Ordinary Resolution to consider and adopt

The Audited Financial Statement of the Company for the financial year ended 31st March 2014, the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914266	99.998

- (ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
3	504	0.002

- (iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item no 2:-

Ordinary Resolution for appointment of Walker Chandiok & Co. LLP, New Delhi (formerly Walker Chandiok & Co.) as Auditors and fixing their remuneration

- (i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914216	99.998

- (ii) Votes against the resolution



Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
4	554	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

SPECIAL BUSINESS

Item no 3:-

Ordinary Resolution for appointment of Mr. Rohit Bansal as a Director subject to retirement by rotation

(i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914316	99.998

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
3	454	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item no 4:-

Ordinary Resolution for appointment of Mr. Vinay Chhajlani as a Director subject to retirement by rotation

(i) Voted in favour of the resolution



Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914216	99.998

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
3	554	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item no 5:-

Ordinary Resolution for appointment of Mr. Manoj Mohanka as an Independent Director

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914316	99.998

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
3	454	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item no 6 :-

Ordinary Resolution for appointment of Mr. Gagan Kumar as an Independent Director

(i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914366	99.998

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
2	404	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item no 7:-

Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914366	99.998

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
2	404	0.002

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item no 8:-

Special Resolution approving the Borrowing power of the Board to borrow not exceeding an amount of Rs 350 Crores over and above the paid-up capital, free reserves and securities premium account

(i) Voted in favour of the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
6	23914761	99.99996

(ii) Votes against the resolution

Number of members voted	Number of votes casted by them	% of total number of valid votes cast (Favour and Against)
1	9	0.00004

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you
Yours faithfully



B Narasimhan
Proprietor BN & Associates
Practicing Company Secretaries
Membership No FCS 1303 COP No 10440
Place: New Delhi
Date: September 29, 2014



Witness 1: S P Venugopal

Witness 2: Shivashankar

