

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 65th Annual General Meeting ("AGM" or the "Meeting") of the Equity Shareholders of Infomedia Press Limited held on Monday, September 21, 2020 at 2:30 p.m. (IST) through Video Conferencing (VC).

Sub: Consolidated Report on remote e-voting and voting through Electronic Voting system at the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, General Circulars No. 20/2020 dated May 5, 2020, No. 17/2020 dated April 13, 2020 and No. 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")

Dear Sir,

I, B. Narasimhan, a Company Secretary in Practice, (Proprietor of B N & Associates, Companies Secretaries), have been appointed by the Board of Directors of Infomedia Press Limited (the "**Company**") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the process of voting through electronic means at the AGM (i.e. Insta Poll) for ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the "**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and MCA & SEBI Circulars, on the resolutions contained in the Notice dated August 24, 2020, calling the 65th AGM of the Company held on Monday, the 21st day of September, 2020, at 2:30 p.m. (IST) through VC.

The **MCA & SEBI Circulars** provides for relaxation in the manner in which an Annual General Meeting will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.

As mentioned in the Notice, the proceedings of the 65th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars.




2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA & SEBI Circulars and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting and through Insta Poll on the resolutions contained in the Notice of the AGM).
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour of" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the remote e-voting and voting through Insta Poll system provided by KFin Technologies Private Limited ("KFin"), the agency authorised under the Rules to provide e-voting facilities and engaged by the Company. KFin is also the Registrar and Transfer Agents (RTA) of the Company.
4. I have also verified various compliances as mentioned in Rules prescribed for remote e-voting, made by the Company and mentioned in this report.
5. I confirm that the Company has complied with the process of sending the Notice of AGM electronically to those members who have registered their e-mail addresses with Depositories/Company /RTA.
6. KFin had provided a system for recording the votes of the members electronically (through remote e-voting and Insta Poll) on all the items sought to be transacted at the AGM.
7. The Company had uploaded the Notice of AGM containing all the items of the business to be transacted thereat on the website of the Company, in order to facilitate the Members to cast their vote through E-Voting. The Notice of AGM was also uploaded on the website of KFin and the websites of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
8. As per the MCA & SEBI Circulars, the Company had advertised in the newspapers, asking members, who have not registered their email ids with the Company or KFin or with the respective Depository Participant, to do so and to the extent, details provided by the shareholders were considered for sending the Notice of the AGM and the Annual Report 2019-20.
9. The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Monday, September 14, 2020**.
10. As prescribed in the Rules, the remote e-voting facility was kept open from **9.00 a.m. (IST) on Thursday, September 17, 2020 up to 5.00 p.m. (IST) on Sunday, September 20, 2020**.
11. In compliance with the clause 3(A)(IV) of the MCA Circular dated 5th May, 2020, the Company had published an advertisement prior to sending Notice of AGM to the Members, in the English newspaper 'Financial Express' and Marathi newspaper 'Navshakti', on August 27, 2020. The Notice published in the Newspaper contained the required information as provided under clause IV (a) to (f) of the said circular.

12. Further, in compliance with Rule 20(4)(v) of the Rules, the Company had also published an advertisement, 21 days before the date of the AGM, in English newspaper 'Financial Express' and in Marathi newspaper 'Navshakti' on August 29, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule.
13. Further to the above, I submit my report on remote e-voting and for the voting through Insta Poll as under:
- The votes cast through remote e-voting were blocked on Sunday, September 20, 2020 after 5.00 p.m. (i.e. end of remote e-voting period), however, we had the access to the data, for the limited purpose of identifying those shareholders who have participated through remote e-voting process and the details of the shareholders were downloaded on September 20, 2020 from the e-voting portal of KFin.
 - After the conclusion of e-voting at the AGM through Insta Poll, the votes cast at the Meeting were counted first and thereafter the votes cast through remote e-voting were unblocked and the details containing, *inter-alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions, that were put to vote, were generated from the e-voting system of KFin and was also witnessed by 2 witnesses, Mr. R. Mahesh and Ms. Saroj Narasimhan, who are not in the employment of the Company and / or KFin. The witnesses signed this report in confirmation of the fact that the votes were unblocked in their presence on September 21, 2020.

The results of the remote e-voting together with that of the e-voting conducted at the AGM by way of Insta Poll are as under:

ORDINARY BUSINESS

Item No. 1 of the Notice:

Consider and adopt the audited financial statement for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.

Item No. 2 of the Notice:

Appointment of Mr. Ratnesh Rukhariyar (DIN:00004615), a Director retiring by rotation. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.



SPECIAL BUSINESS**Item No. 3 of the Notice:**

Appointment of Mr. Ramesh Kumar Damani (DIN:00049764) as a Director (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.

Item No. 4 of the Notice:

Appointment of Mr. Karanvir Singh Gill (DIN:07283590) as a Director (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.

Item No. 5 of the Notice:

Re-appointment of Mr. Lalit Kumar Jain (DIN:01451886) as an Independent Director. (As a Special Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.

Item No. 6 of the Notice:

Re-appointment of Ms. Ruchi Arya as Manager (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
2,63,73,752	99.998	453	0.002	NIL

The resolution stands passed with the requisite majority.




All the Resolutions mentioned in the AGM Notice dated August 24, 2020 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM i.e. September 21, 2020.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Tasneem Cementwala, Company Secretary, for safe keeping, after the Chairman signs the minutes of the AGM.

Thanking you,
Yours Faithfully




CS B. Narasimhan
Company Secretary in Practice
(FCS no 1303 COP no 10440)

Proprietor

B.N. & Associates

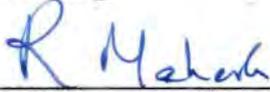
COMPANY SECRETARIES

UDIN: **F001303B000729217**

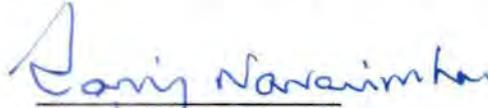
Place: Mumbai

Date: September 22, 2020

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



1. Mr. R. Mahesh



2. Ms. Saroj Narasimhan

Countersigned

For Infomeia Press Limited



Tasneem Cementwala
Company Secretary