

INFOMEDIA PRESS LIMITED

ANNUAL REPORT 2024-25

CORPORATE INFORMATION

BOARD OF DIRECTORS

Lalit Kumar Jain	Chairman and Independent Director
Vivek Jain	Independent Director
Kshipra Jatana	Non-Executive Director
Ramesh Kumar Damani	Non-Executive Director
Karanvir Singh Gill	Non-Executive Director
Bindu Navinchandra Trivedi	Non-Executive Director

KEY MANAGERIAL PERSONNEL

Pratik Dinesh Sangoi	Manager
Ketan Kishore Ravesia	Chief Financial Officer
Tasneem Cementwala	Company Secretary & Compliance Officer

AUDITORS

Chaturvedi & Shah LLP, Chartered Accountants

REGISTERED OFFICE

First Floor, Empire Complex
414-Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013, Maharashtra
Tel: +91 22 4001 9000/ 6666 7777
Email id: investors@infomedia18.in
Website: www.infomediapress.in

REGISTRAR & TRANSFER AGENT

KFin Technologies Limited
Selenium Tower B, 6th floor, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500 032
Email: implinvestor@kfintech.com
Website: www.kfintech.com
Toll Free No. : 1800 309 4001
(from 9:00 a.m. to 6:00 p.m. on all working days)

COMMITTEES

AUDIT COMMITTEE

Lalit Kumar Jain (Chairman)
Vivek Jain
Bindu Navinchandra Trivedi

NOMINATION AND REMUNERATION COMMITTEE

Vivek Jain (Chairman)
Lalit Kumar Jain
Kshipra Jatana

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Karanvir Singh Gill (Chairman)
Lalit Kumar Jain
Bindu Navinchandra Trivedi

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NOTICE

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting of the Members of **Infomedia Press Limited** ("the Company") will be held on **Tuesday, September 23, 2025 at 4:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Ms. Kshipra Jatana (DIN: 02491225), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Kshipra Jatana (DIN: 02491225), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

3. To appoint Mr. Ramesh Kumar Damani (DIN: 00049764), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ramesh Kumar Damani (DIN: 00049764), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To re-appoint Mr. Vivek Jain (DIN:00005034) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Jain (DIN:00005034), who was appointed as an Independent Director and holding office as an Independent Director upto September 23, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years commencing from September 24, 2025 to September 23, 2028;

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

5. To appoint Mrs. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mrs. Riddhi Bhimani (DIN: 10072936), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years i.e. from August 29, 2025, to August 28, 2028, be and is hereby approved;

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

6. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Board of Directors of the Company, M/s Akanksha Mota & Co., Company Secretaries (Firm Registration No. S2016MH434800) be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to financial year 2029-30, on such remuneration as may be determined by the Board of Directors;

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

By order of the Board of Directors

Tasneem Cementwala
Company Secretary and
Compliance Officer

Date: August 29, 2025

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra-400013
T: +91 22 4001 9000, 6666 7777
CIN: L22219MH1955PLC281164
Website: www.infomediapress.in
Email id: investors@infomedia18.in

NOTES AND SHAREHOLDER INFORMATION:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated September 19, 2024, read together with circulars dated September 25, 2023, December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations is also annexed.
3. Generally, a member entitled to attend and vote at the

meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Ms. Kshipra Jatana and Mr. Ramesh Kumar Damani, Directors of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their re-appointment.

Ms. Kshipra Jatana and Mr. Ramesh Kumar Damani, Directors of the Company are interested in the Ordinary Resolution set out at Item Nos. 2 and 3 of this Notice with regard to their re-appointment respectively. The relatives of Ms. Kshipra Jatana and Mr. Ramesh Kumar Damani may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 of this Notice respectively, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.

6. Details of Directors to be appointed/retiring by rotation at this Meeting are provided in the “Annexure” to this Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. In compliance with the MCA Circulars and SEBI circulars, Notice of the Annual General Meeting along with the Annual Report for FY 2024-25 is being sent, through electronic mode, to those members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants (as on August 29, 2025). Members may note that this Notice and Annual Report for FY 2024-25 is also available on the Company’s website at www.infomediapress.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>, being the agency appointed by the Company for providing e-voting facility for the Meeting. Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, for other members, who have not registered their email addresses, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available, will be sent to their registered address. Any shareholder desirous of receiving the hard copy of the same may send a request to the Company at investors@infomedia18.in.

8. For receiving all communication (including Annual Report) from the Company electronically:
- Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (“NSDL”) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - The process to be followed for registration / updation of e-mail address by Members holding shares in physical mode, is given in Note No. 19 in this Notice.

PROCEDURE FOR JOINING THE AGM THROUGH VC /OAVM:

9. The Company will provide VC / OAVM facility to its members for participating at the AGM.

- Members will be able to attend the AGM through VC/OAVM through JioMeet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- Launch internet browser by typing /clicking on the following link: <https://jioevents.jio.com/infomediapressagm> (best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
 - Click on “Shareholders CLICK HERE” button.
 - Enter the login credentials (i.e. User ID and password provided in the accompanying communication) and click on “Login”.
 - Upon logging in, you will enter the Meeting Room.
- Members who do not have or who have forgotten their User ID and Password, may obtain / generate/ retrieve the same for attending the AGM, by following the procedure given in the instructions at Note No.13(C) (vii)(III).
 - Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. **The Speaker Registration will open from Wednesday, September 3, 2025 to Tuesday, September 9, 2025.** Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - All members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

- Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

- Institutional / Corporate members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to info.scrutinizer@kfintech.com with a copy marked to evoting.infomedia@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**

- Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

- Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (“EVEN”) in all your communications.

- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

- Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

- Members of the Company under the category of ‘Institutional Investors’ are encouraged to attend and vote at the AGM.

PROCEDURE FOR ‘REMOTE E-VOTING’ AND E-VOTING AT THE AGM (“INSTA POLL”):

13. A. E-VOTING FACILITY:

The Company is providing to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (“e-voting”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting”).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“Insta Poll”) and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by

- individual members holding shares of the Company in demat mode,**

- (ii) members other than individuals holding shares of the Company in demat mode,
- (iii) members holding shares of the Company in physical mode, and
- (iv) members who have not registered their e-mail address,

is explained in the instructions given under C and D herein below:

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

Commencement of remote e-voting	9:00 a.m. (IST) on Friday, September 19, 2025
End of remote e-voting	5:00 p.m. (IST) on Monday, September 22, 2025

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

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, September 16, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary (Membership No.: FCS-1303), Proprietor, BN & Associates, Company Secretaries or failing him Mr. Venkataraman K, a Practicing Company Secretary (Membership No.: ACS-8897), Partner, BNP & Associates, Company Secretaries as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING / E-VOTING AT THE MEETING (INSTA POLL):

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

- ii. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- iii. A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iv. A person, whose name is recorded in the register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

vi. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, all "individual shareholders holding shares of the Company in demat mode" can cast their vote by way of single login credential, through their demat accounts/ websites of Depositories / Depository Participant(s). The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s) is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: - Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com - Click on the button “Beneficial Owner” available for login under “IDeAS” section. - A new page will open. Enter your User ID and Password for accessing IDeAS. - On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left hand side. - You will see Company Name “Infomedia Press Limited” on the next screen. Click on the e-Voting link available against Infomedia Press Limited or select e-Voting service provider “KFinTech” and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication. 2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: - To register, type in the browser / Click on the following e-Service link https://eservices.nsdl.com. - Select option “Register Online for IDeAS” available on the left hand side of the page. - Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. - After successful registration, please follow steps given under Sr. No.1 above to cast your vote. 3. Users may directly access the e-Voting module of NSDL as per the following procedure: - Type in the browser /Click on the following link: https://www.evoting.nsdl.com/ - Click on the button “Login” available under “Shareholder / Member” section. - On the login page, enter User ID (i.e.16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.	1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: - Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). - Enter your User ID and Password for accessing Easi / Easiest. - You will see Company Name “Infomedia Press Limited” on the next screen. Click on the e-Voting link available against Infomedia Press Limited or select e-Voting service provider “KFinTech” and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication. 2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure: - To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. - Proceed to complete registration using your DP ID-Client ID (BO ID), etc. - After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 3. Users may directly access the e-Voting module of CDSL as per the following procedure: - Type in the browser /Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin - Provide Demat Account Number and PAN. - System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
iv. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v. You will be able to see Company Name: “Infomedia Press Limited” on the next screen. Click on the e-Voting link available against Infomedia Press Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the E-voting link available against Infomedia Press Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant
Individual Members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “ e-Voting ” will be available once they have successfully logged-in through their respective logins. Click on the option “ e-Voting ” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Infomedia Press Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participant(s).

Contact details in case of any technical issue on NSDL website	Contact details in case of any technical issue on CDSL website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at.: 022-4886 7000	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911

vii. **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

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

- Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com).
- Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID- Client ID will be your User ID. If you are

already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com/> or contact toll- free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

- After entering these details appropriately, click on “**LOGIN**”.
- You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0- 9) and a

special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Infomedia Press Limited.
- (g) On the voting page, enter the number of shares as on the Cut- off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR”/ “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (i) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Body Corporates / Institutional members (i.e. other than individuals, HUF, NRI, etc.) are requested to

send a legible scanned certified true copy in PDF Format) of the Board Resolution / Power of Attorney / Authority letter, etc. together with attested specimen signature of the duly authorised representative(s) to the Scrutiniser at e-mail id: info.scrutinizer@kfintech.com with a copy marked to evoting.infomedia@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

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

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching form ISR-1 available on the Company’s website at www.infomediapress.in or e-mail at investors@infomedia18.in or to KFinTech at implinvestor@kfintech.com.
- (b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at I (A)(a) to (m) to cast your vote.

II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com/>

III. Any person who becomes a member of the Company after dispatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against his / her / its Folio No. / DP ID- Client ID

In case the shares are held in electronic form: The member may send SMS: MYEPWD <space> DP ID- Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. to 9212993399

Example for Physical:
MYEPWD<SPACE>XXXXX123456789

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID-Client ID, then on the home page of KFinTech's website <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- (c) Member may call on KFinTech's toll free number 1800 309 4001 (from 9.00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to evoting.infomedia@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging in.

IV. In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com/> or contact KFinTech as per the details given under Note No. 13(E).

D. INSTA POLL

(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. V. Balakrishnan, Vice President
KFin Technologies Limited
Selenium, Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: evoting.infomedia@kfintech.com

F. E-VOTING RESULT:

- ix) The Scrutiniser will, after the conclusion of e- voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or any person authorised by him. The result of e-voting will be declared on or before Thursday, September 25, 2025 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.infomediapress.in and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
- x) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 23, 2025.**
- xi) **Members are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting at the Meeting (Insta Poll).**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investors@infomedia18.in mentioning his / her / its folio number / DP ID and Client ID.

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Tuesday, September 16, 2025 by sending e-mail on investors@infomedia18.in. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. The Company has transferred the unpaid/unclaimed dividends of previous years and other unclaimed amounts viz. fractional entitlement amount, which remained unpaid/unclaimed for a period of 7 years and are required to be transferred under IEPF Rules, to the Investor Education and Protection Fund (IEPF).

Further, the Company had, during the Financial Year 2017-18, transferred corresponding equity shares in respect of the dividend, which was declared by the Company in the financial year 2007-08 and was lying unpaid/unclaimed for seven consecutive years or more, to IEPF Authority, pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are advised to visit the web-link: https://www.infomediapress.in/wp-content/uploads/2023/08/Details_transfer_shares_IEPF_Infomedia.pdf to ascertain details of shares and unclaimed amounts transferred to the IEPF Authority.

The claimant whose shares / unclaimed amounts are lying in IEPF can claim the same from IEPF Authority by making an application in Form IEPF-5 online on the website: <https://www.iepf.gov.in> and by complying with requisite procedure. To know in detail about the procedure for claiming such dividend / shares, please contact the Company's RTA at iminvestor@kfintech.com or write a letter to RTA, KFin Technologies Limited, Selenium, Tower B, 6th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.

OTHER INFORMATION:

17. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred /

traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

18. Members are advised to exercise diligence and obtain statement of holding periodically from the concerned Depository Participant and verify the holdings from time to time.
19. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

❖ **For shares held in electronic form:** To their Depository Participant for making necessary changes, NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.

❖ **For shares held in physical form:** By submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by KFinTech only upon registration of the PAN and KYC details.

20. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical form) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
21. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be processed only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of

securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 and ISR-5 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://www.infomediapress.in/management/notices-and-disclosures/> and is also available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned under Note No. 13.E. above.

22. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Members are requested to first take up their grievance, if any, with KFinTech, Registrar and Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

23. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to KFinTech for consolidation into a single folio.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the special business proposed in this Notice:

ITEM NO. 4: TO RE-APPOINT MR. VIVEK JAIN (DIN:00005034) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Vivek Jain was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 24, 2020. Under the Companies Act, 2013, an independent director can serve for a maximum of two consecutive terms of up to five years each.

The Nomination and Remuneration Committee, based on the report of performance evaluation, recommended to the Board of Directors the re-appointment of Mr. Vivek Jain as an Independent Director for a second term of 3 (three) years on the Board of the Company.

The Board of Directors, based on performance evaluation and based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience the continued association of Mr. Vivek Jain would be beneficial to the Company, and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Vivek Jain as an Independent Director of the Company, not liable to retire by rotation, for the second term of 3 (three) consecutive years commencing from September 24, 2025 to September 23, 2028, on the Board of the Company.

Mr. Vivek Jain is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Vivek Jain that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act, from a member proposing the candidature of Mr. Vivek Jain for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Vivek Jain fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vivek Jain is independent of the management and possesses the appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Considering his extensive knowledge and experience in finance, the re-appointment of Mr. Vivek Jain as an Independent Director is in the best interest of the Company.

Details of Mr. Vivek Jain pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

In accordance with the provisions of Sections 149 read with Schedule IV of the Act and other applicable provisions of the Act, and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Vivek Jain as an Independent Director requires the approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for the re-appointment of Mr. Vivek Jain as an Independent Director of the Company.

Copy of the draft letter of appointment to be issued to Mr. Vivek Jain setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@infomedia18.in.

Mr. Vivek Jain is interested in the resolution set out at Item No. 4 of this Notice with regard to his re-appointment. Relatives of Mr. Vivek Jain may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board of Directors commends the Special Resolution set out at Item No. 4 of this Notice for approval by the members.

ITEM NO. 5: TO APPOINT MRS. RIDDHI BHIMANI (DIN: 10072936) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Nomination & Remuneration Committee recommended to the Board of Directors the appointment of Mrs. Riddhi Bhimani (DIN: 10072936), as an Independent Director of the Company after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors. The Board of Directors, on August 29, 2025 considered the recommendation and appointed Mrs. Riddhi Bhimani, with effect from August 29, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved the tenure of Mrs. Riddhi Bhimani as an Independent Director for a term of 3 (three) consecutive years commencing from August 29, 2025, subject to the approval of members of the Company.

Mrs. Riddhi Bhimani is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Mrs. Riddhi Bhimani that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act, from a member proposing the candidature of Mrs. Riddhi Bhimani for appointment as an Independent Director of the Company.

In the opinion of the Board of Directors, Mrs. Riddhi Bhimani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Riddhi Bhimani is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Mrs. Riddhi Bhimani, (DIN: 10072936), 43 years of age is a postgraduate in marketing and has over seventeen years of diversified work experience in the areas of sales, marketing and

operations in the FMCG and Retail Industry. She *inter alia* possesses skills in leadership role, corporate governance, risk management and strategic planning.

She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies. She has a wide experience in policy documentation, financial / non-financial controls and process re-engineering.

She is an independent consultant working in Family Office Management and is an independent director on the Board of Reliance Syngas Limited, Reliance Logistics and Warehouse Holdings Limited, Lotus Chocolate Company Limited, Tesseract Imaging Limited, Infinite India Investment Management Limited, Reliance Ventures Limited and Reliance Industrial Infrastructure Limited as on August 28, 2025.

In view of the above, the appointment of Mrs. Riddhi Bhimani as an Independent Director is in the best interest of the Company.

Details of Mrs. Riddhi Bhimani pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board and/or Committees thereof or for any other meetings as may be decided by the Board of Directors.

In accordance with the provisions of Sections 149, 152 read with Schedule IV of the Act and other applicable provisions of the Act, the appointment of Mrs. Riddhi Bhimani as an Independent Director requires the approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of Mrs. Riddhi Bhimani as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for the appointment of Mrs. Riddhi Bhimani as an Independent Director of the Company.

The draft letter of appointment to be issued to Mrs. Riddhi Bhimani setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@infomedia18.in.

Mrs. Riddhi Bhimani is interested in the resolution set out at Item No. 5 of this Notice with regard to her appointment. Relatives of Mrs. Riddhi Bhimani may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

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

ITEM NO. 6: TO APPOINT SECRETARIAL AUDITOR

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary (ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("Board"), at its meeting held on July 14, 2025 has, based on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of M/s. Akanksha Mota & Co., Company Secretaries, (Firm Registration No.S2016MH434800) as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

Ms. Akanksha Mota, founder of M/s. Akanksha Mota & Co., Company Secretaries ("AMCO") has around 15+ years of professional experience. Her core competencies include providing advisory services to startups, enabling compliance needs of Listed Companies as well as Small and Medium Size business entities, Secretarial Audits and Due diligence. AMCO team consists of a blend of experienced and young, passionate and energetic professionals having a positive approach to providing expert and professional services with due care of professional ethics. They render services in the areas of Incorporation, Secretarial Audits, Due Diligence, NBFC Compliances, FEMA Compliances, Corporate Restructuring, Mergers and Acquisitions, etc.

AMCO has consented to its appointment as Secretarial Auditor and has confirmed that if appointed, its appointment will be in accordance with Regulation 24A of the Listing Regulations and it has not incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI") in this regard. AMCO has also provided confirmation that it has subjected itself to the peer review process of the Institute of Company Secretaries of India (ICSI) and holds a valid certificate issued by the 'Peer Review Board' of the ICSI.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 75,000/- (Rupees Seventy-Five Thousand only). The said remuneration excludes applicable taxes and out-of-pocket expenses. The remuneration for the remaining part of the tenure shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 6 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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

By order of the Board of Directors

Tasneem Cementwala
Company Secretary and
Compliance Officer

Date: August 29, 2025

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra-400013
T: +91 22 4001 9000, 6666 7777
CIN: L22219MH1955PLC281164
Website: www.infomediapress.in
Email id: investors@infomedia18.in

ANNEXURE TO THE NOTICE DATED AUGUST 29, 2025

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

1	Name of the Director	Ms. Kshipra Jatana
2	Director Identification Number (DIN)	02491225
3	Designation	Non-Executive Director
4	Age	53 Years
5	Qualifications	Degree in Law & Sociology from University of Delhi
6	Experience (including expertise in specific functional area) / Brief Resume	Experience in the fields of corporate legal advisory, corporate law and regulatory matters, legal and compliance. Please visit Company's website www.infomediapress.in for detailed profile
7	Terms and Conditions of appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Kshipra Jatana who was appointed as Non-Executive Director of the Company by the shareholders at their Annual General Meeting held on September 27, 2021, is liable to retire by rotation.
8	Remuneration last drawn (including sitting fees, if any) 2024-25	Nil
9	Remuneration proposed to be paid	Nil
10	Date of first appointment on the Board	March 25, 2015
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
12	Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
13	Number of meetings of Board attended during the financial year (2024-25)	3 out of 4 meetings held
14	Directorships of other Boards as on March 31, 2025	Greycells18 Media Limited IBN Lokmat News Private Limited Colosseum Media Private Limited IndiaCast Media Distribution Private Limited AETN18 Media Private Limited Digital18 Media Private Limited Web18 Digital Services Limited Media18 Distribution Services Limited Kshipram Advisors Private Limited
15	Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Greycells18 Media Limited Audit Committee- Chairperson Nomination and Remuneration Committee-Chairperson
16	Listed companies from which the Director has resigned in the past three years	Nil

1	Name of the Director	Mr. Ramesh Kumar Damani
2	Director Identification Number (DIN)	00049764
3	Designation	Non-Executive Director
4	Age	54 Years
5	Qualifications	CA, CS
6	Experience (including expertise in specific functional area) / Brief Resume	Experience in the fields of Finance, Taxation, Merger & Acquisitions, Governance, Risk Management, Corporate Laws and Corporate matters. Please visit Company's website www.infomediapress.in for detailed profile.

7	Terms and Conditions of appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ramesh Kumar Damani who was appointed as Non-Executive Director of the Company by the shareholders at their Annual General Meeting held on September 5, 2023, is liable to retire by rotation.
8	Remuneration last drawn (including sitting fees, if any) 2024-25/ proposed to be paid	Nil
9	Remuneration proposed to be paid	Nil
10	Date of first appointment on the Board	April 22, 2020
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
12	Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
13	Number of meetings of Board attended during the financial year (2024-25)	4 out of 4 meetings held
14	Directorships of other Boards as on March 31, 2025	Reliance Vantage Retail Limited IBN Lokmat News Private Limited Model Economic Township limited IndiaCast Media Distribution Private Limited AETN18 Media Private Limited Digital18 Media Private Limited
15	Membership / Chairmanship of Committees of other Boards as on March 31, 2025	IBN Lokmat News Private Limited Audit Committee- Member Corporate Social Responsibility Committee- Member Network18 Media & Investments Limited Risk Management Committee- Member
16	Listed companies from which the Director has resigned in the past three years	Nil

1	Name of the Director	Mr. Vivek Jain
2	Director Identification Number (DIN)	00005034
3	Designation	Independent Director
4	Age	48 Years
5	Qualifications	CA
6	Experience (including expertise in specific functional area) / Brief Resume	Experience in the fields of corporate finance, audit, taxation, accounting, mergers and restructurings, goods and service tax. Please visit Company's website www.infomediapress.in for detailed profile
7	Terms and Conditions of appointment/ Re-appointment	As per the resolution set out at Item no. 4 of this Notice read with statement pursuant to Section 102 of the Companies Act, 2013, Mr. Vivek Jain is proposed to be re-appointed as an Independent Director for second term.
8	Remuneration last drawn (including sitting fees, if any) 2024-25	Rs.7,50,000/- (sitting fees)
9	Remuneration proposed to be paid	The Company pays sitting fee to Independent Directors for attending meetings of Board and Committees thereof or for any other meetings as may be decided by the Board of Directors.
10	Date of first appointment on the Board	September 24, 2020
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil

12	Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
13	Number of meetings of Board attended during the financial year (2024-25)	4 out of 4 meetings held
14	Directorships of other Boards as on March 31, 2025	Nil
15	Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
16	Listed companies from which the Director has resigned in the past three years	Nil

1	Name of the Director	Mrs. Riddhi Bhimani
2	Director Identification Number (DIN)	10072936
3	Designation	Independent Director
4	Age	43 Years
5	Qualifications	Postgraduate in Marketing
6	Experience (including expertise in specific functional area) / Brief Resume	Experience in the fields of sales, marketing, corporate governance, risk management and strategic planning. Please refer Explanatory Statement for detailed profile
7	Terms and Conditions of appointment/ Re-appointment	As per the resolution set out at Item no. 5 of this Notice read with statement pursuant to Section 102 of the Companies Act, 2013.
8	Remuneration last drawn (including sitting fees, if any) 2024-25	Not applicable
9	Remuneration proposed to be paid	The Company pays sitting fee to Independent Directors for attending meetings of Board and Committees thereof or for any other meetings as may be decided by the Board of Directors.
10	Date of first appointment on the Board	August 29, 2025
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
12	Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
13	Number of meetings of Board attended during the financial year (2024-25)	Not applicable
14	Directorships of other Boards as on August 29, 2025, being the date of her appointment	Reliance Syngas Limited Reliance Industrial Infrastructure Limited Reliance Ventures Limited Infinite India Investment Management Limited Tesseract Imaging Limited Reliance Logistics and Warehouse Holdings Limited Lotus Chocolate Company Limited
15	Membership / Chairmanship of Committees of other Boards as on August 29, 2025, being the date of her appointment	Reliance Industrial Infrastructure Limited Audit Committee- Chairperson Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee- Member Risk Management Committee-Member Reliance Ventures Limited Audit Committee- Member Nomination and Remuneration Committee-Member Information Technology Strategy Committee-Chairperson

		Infinite India Investment Management Limited Audit Committee- Member Risk Management Committee-Member Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member Reliance Syngas Limited Corporate Social Responsibility Committee-Member Tesseract Imaging Limited Audit Committee- Member Nomination and Remuneration Committee-Member Reliance Logistics and Warehouse Holdings Limited Nomination and Remuneration Committee-Chairperson Audit Committee-Member
16	Listed companies from which the Director has resigned in the past three years	Nil

SHAREHOLDER INFORMATION:

Day, Date and Time of the AGM	Tuesday, September 23, 2025 at 4:00 p.m. (IST)
Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
Link for participation in AGM electronically	https://jioevents.jio.com/infomediapressagm Members can login from 3:30 p.m (IST) on the date of AGM.
Registration as Speaker Shareholder at the AGM	The Speaker Registration will open from Wednesday, September 3, 2025 to Tuesday, September 8, 2025. Members who would like to express their views or ask questions during the AGM may register themselves at https://emeetings.kfintech.com
Cut-off Date to determine the members who shall be entitled to vote and attend the AGM	Tuesday, September 16, 2025
E-voting period	Friday, September 19, 2025 at 9.00 a.m. (IST) to Monday, September 22, 2025 till 5.00 p.m. (IST)
Registrar and Transfer agent- Contact details	KFin Technologies Limited Selenium, Tower B, 6th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email: implinvestor@kfintech.com Toll Free/ Phone Number: 1800 309 4001 Website: www.kfintech.com/
Email Registration & Contact Updation Process	Members holding shares in Demat mode: Contact respective Depository Participants Members holding shares in Physical form: Send Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at the email ID: implinvestor@kfintech.com

BOARD'S REPORT

Dear Members,

The Board of Directors are pleased to present the 70th Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31, 2025.

Financial Results

The financial performance of the Company for the year ended March 31, 2025 is summarized below:

	(₹ in lakh)	
Particulars	2024-25	2023-24
Other Income	-	1.53
Profit / (Loss) before interest and depreciation from continuing operations	-	1.53
Less: Finance Costs	291.26	281.69
Less: Depreciation and amortization expenses	0.31	0.32
Profit / (Loss) before tax from continuing operations	(291.57)	(280.48)
Profit/ (Loss) before tax from discontinued operations	(81.73)	(106.81)
Less: Total Tax expense	-	-
Profit / (Loss) for the year	(373.30)	(387.29)
Add: Other Comprehensive Income:		
Items that will not be reclassified to profit or loss	-	(0.09)
Total Comprehensive Income for the year	(373.30)	(387.38)

Results of operations and the State of Company's affairs

There is no operating revenue in the Company as the Company has ceased its business operations. The Company has incurred a net loss of ₹ 373.30 lakh for the year 2024-25.

Transfer to Reserves

In view of the losses, the Company does not propose to transfer any amount to the reserves.

Dividend

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

Material changes from the end of the Financial Year till the date of this report

There have been no material changes and commitments affecting the financial position of the Company between the end of the

Financial Year to which the financial statement relates and date of this Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is as under:

1. Business overview

The Company had ceased its operations in the year 2012-13 due to commercial unviability, and as such the Company had no business operations during this year. The Company is evaluating various options including starting a new line of business.

2. Discussion on financial performance

Revenue: Since the Company had ceased operations, there is no revenue from operation during the year.

Expenditure: There were no operating expenses incurred by the Company during the year under review. However, the Company incurred some expenses relating to employee welfare benefits and statutory expenses like auditor fee and legal and professional expenses.

3. Risk and concerns

The Company currently has no business operations and hence there are no operating risks and concerns.

4. Internal Control Systems

The Company has an adequate internal control system commensurate with the size of the Company.

5. Human Resources

Currently, there are no employees on payroll of the Company.

6. Outlook

The Company is evaluating various options including starting a new line of business and shall inform shareholders regarding the same as and when a decision is arrived at.

The Net-worth of the Company for the period under review was negative. For information on relevant financial ratios, please refer Note no. 31 to the Financial Statement.

Internal Financial Controls

The Company has an adequate system of internal financial controls to safeguard and protect the Company from loss, unauthorized

BOARD'S REPORT (Contd.)

use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management. The Company is following the applicable Accounting Standards for properly maintaining the books of accounts and reporting Financial Statement.

The internal financial controls have been embedded in the processes. Assurance on the effectiveness of internal financial controls is obtained through management reviews, continuous monitoring by functional leaders as well as testing of the internal financial control systems by the Internal Auditors during the course of their audits.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal controls and monitors the implementation of the audit recommendations.

Risk Management

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

Subsidiaries / Joint Ventures/ Associate Companies

The Company does not have any Subsidiary / Joint Venture/ Associate Company, therefore disclosures under Rules 8(1) and 8(5)(iv) of the Companies (Accounts) Rules are not applicable to the Company.

Secretarial Standards

The Company has followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings" respectively.

Directors' Responsibility Statement

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

- i. in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable Accounting Standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025, and of the loss of the Company for the year ended on that date;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance

with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2025, on a 'going concern' basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance

The Company adheres to the Corporate Governance requirements set out by Securities and Exchange Board of India ("SEBI").

The Corporate Governance Report of the Company as stipulated under the Listing Regulations forms part of this Annual Report. The Company has duly complied with the Corporate Governance requirements as set out under Chapter IV of the Listing Regulations and M/s. N.K.J. & Associates, Practicing Company Secretaries, vide their certificate dated April 16, 2025, have confirmed that the Company is and has been compliant with the conditions stipulated in Chapter IV of the Listing Regulations. The said certificate forms part of the Annexures to the Report of Corporate Governance.

Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the Financial Year with related parties were in its ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is posted on the Company's website and may be accessed at the link: <https://infomediapress.in/wp-content/uploads/2022/07/Policy-on-materiality-of-RPT-InfomediaPressLtd.pdf>. The policy was amended in order to align with the provisions of the law.

There were no materially significant related party transactions which could have potential conflict with the interests of the Company at large. Members may refer to Note No.28 to the Financial Statement which sets out related party disclosures pursuant to Ind AS.

BOARD'S REPORT (Contd.)

Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Ms. Kshipra Jatana (DIN: 02491225) Director, retires by rotation at the ensuing Annual General Meeting ("AGM") of the Company and being eligible, offers herself for re-appointment. A detailed profile of Ms. Kshipra Jatana along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of the AGM which forms part of this Annual Report. The Nomination and Remuneration Committee and Board of Directors have recommended her re-appointment for the approval of the members.

Further, Mr. Ramesh Kumar Damani (DIN: 00049764), retires by rotation as a Director at the ensuing AGM and being eligible, offers himself for re-appointment. A detailed profile of Mr. Ramesh Kumar Damani along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of the AGM which forms part of this Annual Report. The Nomination and Remuneration Committee and Board of Directors have recommended his re-appointment for the approval of the members.

Mr. Ratnesh Rukhariyar (DIN:00004615) resigned as Non-Executive Director of the Company w.e.f. closing hours of June 14, 2024. The Board places on record its appreciation for the valuable contribution made by him during his tenure as Non-Executive Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Bindu Navinchandra Trivedi (DIN:07986509) as Non-Executive Director of the Company w.e.f. June 14, 2024. The appointment of Ms. Bindu Navinchandra Trivedi was approved by the members with requisite majority at the AGM held on September 13, 2024.

Mr. Vivek Jain (DIN: 00005034) was appointed as an Independent Director up to September 23, 2025 and is eligible for re-appointment for a second term on the Board of the Company. The Nomination and Remuneration Committee basis performance evaluation of Mr. Vivek Jain, and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by him during his tenure, has recommended to the Board that the continued association of Mr. Vivek Jain as an Independent Director would be beneficial to the Company.

Based on the above and the performance evaluation, the Board proposed the re-appointment of Mr. Vivek Jain as an Independent Director of the Company for a second term of 3 (three) years commencing from September 24, 2025 to September 23, 2028 (both days inclusive), not liable to retire by rotation, for

the approval of the Members by way of a Special Resolution. Further, in the opinion of the Board, Mr. Vivek Jain is a person of high integrity, expertise and experience and qualifies to be re-appointed as an Independent Director of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed Mrs. Riddhi Bhimani (DIN: 10072936) as an Additional Director designated as an Independent Director on August 29, 2025, for a term of 3 (three) years, subject to the approval of the members. In the opinion of the Board, she possesses requisite expertise, integrity and experience (including proficiency). A detailed profile of Mrs. Riddhi Bhimani along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of Annexure to the Notice of the Annual General Meeting which forms part of this Annual Report. The Nomination and Remuneration Committee and Board of Directors have recommended her appointment for the approval of the members.

During the year under review, Mr. Sanjeev Kumar Singh demitted office as Manager of the Company w.e.f. closing hours of June 5, 2024. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Mr. Pratik Dinesh Sangoi as Manager of the Company w.e.f. July 12, 2024 for a period of 5 (Five) years, without any remuneration. The appointment of Mr. Pratik Dinesh Sangoi was approved by the shareholders with requisite majority at the Annual General Meeting held on September 13, 2024.

The appointment and re-appointment of director was in line with the Policy for Selection of Directors and determining Directors' Independence.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that:

- (i) they meet the criteria of independence as prescribed under Section 149(6) of the Act and the Regulation 16(1)(b) of the Listing Regulations;
- (ii) they have registered their names in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs; and
- (iii) they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

The Company has, *inter-alia*, following policies:

- a) Policy for Selection of Directors and determining Directors' Independence
- b) Remuneration Policy for Directors, Key Managerial Personnel and Other Employees.

BOARD'S REPORT (Contd.)

The Policy for selection of Directors and determining Directors' Independence sets out guiding principles for Nomination and Remuneration Committee for identifying persons who are qualified to become directors and determining directors' independence, if the person is intended to be appointed as an Independent Director. There has been no change in this policy during the year under review. The said Policy is available on the website of the Company and can be accessed at: https://infomediapress.in/wp-content/uploads/2019/05/Infomedia_Policy_on_Selection_of_Directors_Determining_Independence.pdf

The Remuneration Policy for Directors, Key Managerial Personnel and other Employees sets out guiding principles for Nomination and Remuneration Committee for recommending to the Board the remuneration of Directors, Key Managerial Personnel and other employees. There has been no change in the policy during the year under review. The said Policy is available on the website of the Company and can be accessed at https://infomediapress.in/wp-content/uploads/2019/05/Infomedia_Remuneration_Policy.pdf

Performance Evaluation

The Company has a policy for Performance Evaluation of the Board, Committees and other Individual Directors (including Independent Directors) which includes criteria for performance evaluation of Directors.

In accordance with the manner specified by the Nomination and Remuneration Committee, the Board carried out an annual evaluation of its performance as well as of the working of its Committees and Individual Directors, including the Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for the Board, Committees, Chairman and individual Directors.

The Independent Directors separately carried out evaluation of Chairman, Non-Independent Directors and Board as a whole. The performance of each Committee was evaluated by the Board, based on views received from respective Committee Members and effectiveness in carrying out their respective mandates.

The consolidated report on performance evaluation was reviewed by the Chairman of the Board and feedback was given to Directors.

Auditor and Audit Report

Statutory Auditor

Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Regn. No.101720W/ W100355) were re-appointed as the Statutory Auditors of the Company for another term of 5 (five) consecutive years at the AGM held on September 29, 2022.

The Company has received confirmation from them to the effect that they are not disqualified from continuing as Auditors of the Company.

The Notes on the Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for further comments.

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer. Further, the para related to going concern given in the Auditors' Report is self-explanatory and does not call for further comments.

Secretarial Auditor

The Board had appointed M/s Chandrasekaran Associates, Company Secretaries, to conduct the Secretarial Audit for the Financial Year 2024-25. The Secretarial Audit Report in form No. MR-3 for the year is annexed with this report and marked as **Annexure I** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

In accordance with the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations as amended w.e.f December 13, 2024, it is proposed to appoint M/s. Akanksha Mota & Co., Company Secretaries (Firm Registration No. S2016MH434800), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30. They are eligible for appointment and the Company has received confirmation from them to the effect that they are not disqualified from acting as Secretarial Auditors of the Company. The Board has recommended the above appointment for the approval of shareholders.

Disclosures

(i) Meetings of the Board

During the Financial Year ended on March 31, 2025, 4 (Four) Board Meetings were held. Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, forming part of the Annual Report. Further, maximum interval between two meetings of the Board of Directors has not exceeded 120 days.

(ii) Audit Committee

The Audit Committee of the Company comprises Mr. Lalit Kumar Jain (Chairman), Mr. Vivek Jain and Ms. Bindu Navinchandra Trivedi. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

(iii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises Mr. Vivek Jain (Chairman), Mr. Lalit Kumar Jain and Ms. Kshipra Jatana.

(iv) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company comprises Mr. Karanvir Singh Gill (Chairman), Mr. Lalit Kumar Jain and Ms. Bindu Navinchandra Trivedi.

(v) Vigil Mechanism and Whistle-blower Policy

The Company promotes ethical behaviour in all its activities. Towards this, the Company has established a robust Vigil Mechanism and a Whistle Blower Policy. The Company has constituted an Ethics & Compliance Task Force (ECTF) to process and investigate the protected disclosure made under the Policy. ECTF is required to review complaints and incidents on a quarterly basis and report them to the Audit Committee.

Employees and other stakeholders can report actual or suspected violations of applicable laws and regulations and the Code of Conduct. Such genuine concerns (termed Reportable Matter) disclosed as per Policy are called "Protected Disclosures" and can be raised by a whistle-blower through an e-mail or a letter to the ECTF or to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained, and they are not subjected to any discriminatory practice or victimization. The Audit Committee oversees the Vigil Mechanism. The Vigil Mechanism and Whistle-blower Policy is available on the Company's website and can be accessed at: https://infomediapress.in/wp-content/uploads/2019/05/Policy_vigil_mechanism_whistleblower_Infomedia_Press_Ltd.pdf. During the year under review, no Protected Disclosure concerning any reportable matter in accordance with the Vigil Mechanism and Whistle-blower Policy of the Company was received by the Company.

(vi) Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has in place the Prevention of Sexual Harassment (POSH) Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee as specified under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaint on sexual harassment was received by the Company.

(vii) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Disclosures on Conservation of Energy and Technology Absorption are not applicable to the Company at present. Further, during the year under review, there has been no foreign exchange earnings and outgo.

(viii) Annual Return

The Annual Return, as required under sub-section (3) of Section 92 of the Act in form MGT-7 is made available on the Company's website and can be accessed at https://www.infomediapress.in/wp-content/uploads/2025/09/Annual_Return_2025.pdf.

(ix) Particulars of Employees and Related Information

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

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may write to the Company Secretary to email id: investors@infomedia18.in.

General

During the year under review:

1. The Company had not issued any equity shares with differential rights as to dividend, voting or otherwise.
2. The Company had not accepted any deposit under Chapter V of the Act.
3. The Company had not issued any shares (including sweat equity shares) to directors or employees of the Company under any scheme.
4. The Company had not made any Investments or given any Loans, Guarantees and Securities, therefore disclosure under Section 186(4) of the Act is not applicable.
5. The Company does not have any Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
6. The provisions of Section 135 relating to Corporate Social Responsibility are not applicable.
7. No significant and/or material order was passed by any Regulator/ Court/ Tribunal which impacts the going concern status of the Company or its future operations.
8. No fraud has been reported by Auditors to the Audit Committee or the Board.
9. There is no application made / proceeding pending under the Insolvency and Bankruptcy Code, 2016.

-
10. There was no instance of one-time settlement with any Bank or Financial Institution. by the investors, employees, members, government and regulatory authorities and various stakeholders.
11. The Company is not required to maintain cost records under the provisions of sub-section (1) of section 148 of the Act. For and on behalf of the Board of Directors
12. The financial statements of the Company were not revised.

Acknowledgment

The Board of Directors wish to place on record its appreciation for the faith reposed in the Company and continuous support extended

Date: April 16, 2025

Lalit Kumar Jain
Chairman
(DIN: 01451886)

BOARD'S REPORT (Contd.)

ANNEXURE - I

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members

Infomedia Press Limited

First Floor, Empire Complex,
414- Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the ‘Act’) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client to the extent of securities issued;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable** and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not applicable**

- (vi) As confirmed and certified by the management, the Company has discontinued its operations few years ago therefore, no sectoral law is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

BOARD'S REPORT (Contd.)

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Director, Independent Directors and Women Director. During the period under review, the change in the composition of the Board of Directors is as per applicable provisions/regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

Adequate notice was given to all Directors to schedule the Board/Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period, no specific events/actions took place having major bearing on the Company's

affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We further report that the shares of the Company are placed under Graded Surveillance Measure by BSE Limited and National Stock Exchange of India Limited.

For Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 5715/2024

Rupesh Agarwal

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302G000109626

Date: 16.04.2025

Place: Delhi

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

BOARD'S REPORT (Contd.)

ANNEXURE-A

The Members

Infomedia Press Limited

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

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe

that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 5715/2024

Rupesh Agarwal

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302G000109626

Date: 16.04.2025

Place: Delhi

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

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

1. Company’s Philosophy on Code of Governance

Corporate Governance is about commitment to values and ethical business conduct. We look upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term shareholders value creation. The Company is committed to adopt best practices in Corporate Governance and disclosure thereunder. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company are an important part of Corporate Governance.

The Company believes that sound Corporate Governance is critical to enhance and retain investors’ trust. The Company’s Corporate Governance philosophy is based on the core values of the Company, viz.: Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

The Company not only complies with all statutory and regulatory requirements on Corporate Governance but is also committed to achieve and maintain highest standards of Corporate Governance. The Company has constituted the requisite committees to look into issues of financial reporting, investor grievances and executive remuneration.

Ethics/Governance Policies

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

- Code of Business Conduct and Ethics for Directors and Management Personnel
- Code to Regulate, Monitor and Report Trading by Designated Persons and Specified Connected Persons of the Company
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Vigil Mechanism and Whistle-Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Policy for Selection of Directors and Determining Directors’ Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Website Archival Policy
- Policy on Board Diversity
- Policy for Preservation of Documents
- Policy for Prevention of Sexual Harassment at Workplace
- Policy on Determination and Disclosure of materiality of events and information
- Policy for Performance Evaluation of Independent Directors, Board, its Committees and other Individual Directors
- Risk Management Policy

CORPORATE GOVERNANCE REPORT (Contd.)

2. Board of Directors

(a) Board composition and category of Directors:

The composition of the Board, category and DIN of Directors as on the date of Report are as follows:

Category	Name of Directors	Director Identification Number (DIN)	No. of Equity Shares held
Independent Directors	Mr. Lalit Kumar Jain (Chairman)	01451886	-
	Mr. Vivek Jain	00005034	-
Non-Executive	Mr. Ramesh Kumar Damani	00049764	-
Non-Independent Directors	Ms. Kshipra Jatana	02491225	-
	Mr. Karanvir Singh Gill	07283590	10
	Ms. Bindu Navinchandra Trivedi	07986509	10

Mr. Ratnesh Rukhariyar ceased to be Director w.e.f. closing hours on June 14, 2024. Further, Ms. Bindu Navinchandra Trivedi was appointed as Non-Executive Director w.e.f. June 14, 2024.

None of the Directors are *inter-se*, related to any other Director on the Board.

(b) Directors' Profile

A brief profile of the Directors, including, *inter-alia*, directorship and full-time positions in body corporates, nature of their expertise in specific functional areas etc. are available on the website of the Company www.infomediapress.in.

(c) Board Independence

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

(d) Familiarization Programmes for Board Members

The details of such familiarization programmes for Independent Directors are available on the website of the Company and can be accessed at: https://www.infomediapress.in/wp-content/uploads/2025/04/Familiarisation_Prog_ID_2025_InfomediaPressLtd.pdf

(e) Core Skills/ Expertise/ Competencies of the Board of Directors

The Company's Board comprises qualified and experienced members who possess required skills, competencies and expertise to discharge their duties as Company's directors and make effective contribution to the board and its committees. The following skills / expertise / competencies have been identified by the Board and are currently available with the Board:

- Strategy Planning;
- Finance and Risk Management;
- Public policy/ Legal;
- Governance;
- Human Resource and Leadership Skills.

While all the Board members possess the skills identified, their area of core expertise is as below:

Name of the Director	Area of Expertise
Mr. Lalit Kumar Jain	Risk Management; Public Policy/ Legal; Governance; Human Resource and Leadership Skills
Mr. Vivek Jain	Strategy Planning; Finance and Risk Management; Governance; Human Resource and Leadership Skills
Mr. Ramesh Kumar Damani	Strategy Planning; Finance and Risk Management; Public Policy/ Legal; Governance; Human Resource and Leadership Skills
Ms. Kshipra Jatana	Strategy Planning; Risk Management; Public Policy/ Legal; Governance; Human Resource and Leadership Skills
Mr. Karanvir Singh Gill	Risk Management; Public Policy/ Legal; Governance; Human Resource and Leadership Skills
Ms. Bindu Navinchandra Trivedi	Risk Management; Public Policy/ Legal; Governance; Human Resource and Leadership Skills

CORPORATE GOVERNANCE REPORT (Contd.)

3. Board and Committee Meetings and its Procedures

The Board of Directors is the apex body constituted by members for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness.

The Board has constituted various committees, namely Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Board is authorised to constitute additional functional committees, from time to time.

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

The Board meets at regular intervals to discuss the financial position of the Company. However, in case of urgent matters, the Board's / Committee's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed at the subsequent Board / Committee meeting. For matters not permitted to be passed by circular resolution, a meeting is convened at shorter notice as per the applicable provisions. Video conferencing facilities are used to enable the Directors to participate in the meeting should they need to attend the meetings virtually. The notice, agenda and supplementary documents are circulated well in advance before each meeting, to all Directors, to facilitate effective discussion and decision making. Action taken report on the discussions is placed at the subsequent meetings of the Board and the Committees.

4. Details of Board Meetings Held

During the FY 2024-25, 4 (Four) Board Meetings were held in lines with the statutory requirement.

Date of the Meeting	Board Strength	No. of Directors Present
April 17, 2024	6	6
July 12, 2024	6	5
October 10, 2024	6	5
January 10, 2025	6	6

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

Name of the Director	Attendance at meetings during 2024-25		No. of Other Directorship(s) as on 31.03.2025*	No. of Membership(s) / Chairmanship(s) of Board Committees as on 31.03.2025 [#]
	Board Meetings	AGM (13-09-2024)		
Mr. Lalit Kumar Jain	4	Yes	3	4 (including 1 as Chairman)
Mr. Vivek Jain	4	Yes	-	1
Mr. Ramesh Kumar Damani	4	Yes	6	1
Ms. Kshipra Jatana	3	Yes	9	1 (as Chairperson)
Mr. Ratnesh Rukhariyar [@]	1	NA	-	-
Mr. Karanvir Singh Gill	3	Yes	2	1 (as Chairman)
Ms. Bindu Navinchandra Trivedi [§]	3	Yes	4	2

*excludes directorships in foreign companies and Section 8 companies under the Companies Act, 2013.

[#] in accordance with Regulation 26 of the Listing Regulations.

[@] Mr. Ratnesh Rukhariyar ceased to be Director w.e.f. closing hours on June 14, 2024.

[§] Ms. Bindu Navinchandra Trivedi was appointed as Non-Executive Director w.e.f. June 14, 2024.

None of the Directors of the Company are director on the Board of any other listed company. During the year, all the meetings were held through video conference. The number of Directorship, Committee Membership / Chairmanship of all the Directors is within the respective limits prescribed under the Act and the Listing Regulations.

CORPORATE GOVERNANCE REPORT (Contd.)

6. Committees of the Board

The Board Committees are set up with clearly defined roles. Composition of the Board Committees as on date of the report and other related information are provided hereinunder:

Audit Committee

1.	Mr. Lalit Kumar Jain (Independent Director, Chairman of the Committee)
2.	Mr. Vivek Jain (Independent Director)
3.	Ms. Bindu Navinchandra Trivedi (Non-Executive Non-Independent Director)

Stakeholders' Relationship Committee

1.	Mr. Karanvir Singh Gill (Non-Executive Non-Independent Director, Chairman of the Committee)
2.	Mr. Lalit Kumar Jain (Independent Director)
3.	Ms. Bindu Navinchandra Trivedi (Non-Executive Non-Independent Director)

Nomination and Remuneration Committee

1.	Mr. Vivek Jain (Independent Director, Chairman of the Committee)
2.	Mr. Lalit Kumar Jain (Independent Director)
3.	Ms. Kshipra Jatana (Non-Executive Non-Independent Director)

Attendance of each director at the meeting of the Committees of the Board

Particulars	Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee	
	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended
Mr. Lalit Kumar Jain	4	4	2	2	2	2
Mr. Vivek Jain	4	4	2	2	N.M	-
Mr. Ramesh Kumar Damani	N.M	-	N.M	-	N.M	-
Ms. Kshipra Jatana	N.M	-	2	1	N.M	-
Mr. Ratnesh Rukhariyar*	1	1	N.M	-	1	1
Mr. Karanvir Singh Gill	N.M	-	N.M	-	2	1
Ms. Bindu Navinchandra Trivedi [#]	3	3	N.M	-	1	1

N.M- Not a Member of the Committee.

* Mr. Ratnesh Rukhariyar ceased to be Director w.e.f. closing hours on June 14, 2024.

[#] Ms. Bindu Navinchandra Trivedi was appointed as Non-Executive Director w.e.f. June 14, 2024.

Procedure at Committee Meetings

The Company's guidelines relating to the Board meetings are applicable to Committee meetings as far as practicable. The composition and terms of reference of all the Committees are in compliance with the Act and the Listing Regulations, as applicable. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in discharging its function. Minutes of proceedings of Committee meetings are circulated to the respective Committee Members and also placed before the Board for noting.

CORPORATE GOVERNANCE REPORT (Contd.)

Details of Committees

(a) Audit Committee

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

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors, including cost auditors, of the company;
- Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for its approval, with particular reference to:
 - (a) Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions with related parties of the Company;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors;
- Reviewing, with the management, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- To review the functioning of the Whistle-Blower mechanism and vigil mechanism;
- Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate;

CORPORATE GOVERNANCE REPORT (Contd.)

- To review the following:
 - Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses;
 - the appointment, removal and terms of remuneration of the chief internal auditor;
 - Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of Listing Regulations.
 - (b) annual statement of funds utilized for purpose other than those stated in the offer document/prospectus in terms of Regulation 32(7) of Listing Regulations.
- To review financial statements, in particular the investments made by the Company's unlisted subsidiaries;
- To note report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015;
- To review the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

General

Representatives of Statutory Auditors are invited to attend the Audit Committee Meetings held quarterly, to approve financial results.

The Internal Auditors report directly to the Audit Committee. All the members of the Audit Committee possess requisite qualifications.

During the FY 2024-25, 4 (four) meetings of the Audit Committee were held on April 17, 2024, July 12, 2024, October 10, 2024, January 10, 2025.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 13, 2024.

(b) Nomination and Remuneration Committee

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

- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management i.e. Chief Executive Officer, Managing Director, Whole-time Director, Manager, Chief Financial Officer and Company Secretary;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes;

CORPORATE GOVERNANCE REPORT (Contd.)

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications, as may be applicable.

During the FY 2024-25, 2 (two) meetings of the Nomination and Remuneration Committee were held on April 17, 2024 and July 12, 2024 as against statutory requirement of one meeting.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on September 13, 2024.

(c) Stakeholders' Relationship Committee

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

- To approve issue of duplicate Share Certificate.
- To oversee and review all matters connected with transfer of Company's Securities.
- To resolve concerns / complaints/ grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.
- To oversee performance of the Registrar and Share Transfer Agent of the Company, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and recommend measures for overall improvement in the quality of investor services.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

During the FY 2024-25, 2 (two) meetings of Stakeholders' Relationship Committee were held on April 17, 2024 and October 10, 2024 as against statutory requirement of one meeting.

The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting held on September 13, 2024.

Investors Grievance Redressal

The Company had received 2 complaints during the year ended March 31, 2025 and the same were resolved to the satisfaction of the shareholder.

There was no outstanding complaint as on March 31, 2025.

The Company had received total 127 correspondences from investors during the financial year 2024-25 and the response time for attending to investors' correspondences was in the range of 1 to 4 days.

Compliance Officer

Ms. Tasneem Cementwala, Company Secretary is the Compliance Officer of the Company.

Performance Evaluation Criteria of Directors

The Nomination and Remuneration Committee has devised criteria for evaluation of performance of the Directors (including Independent Directors). The said criteria specify certain parameters like attendance, effective participation in the meetings, domain knowledge, vision and strategy, awareness of business and regulatory environment in which company operates, etc., which is in compliance with applicable laws, regulations and guidelines.

Board Compensation

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is posted on the website of the Company and may be accessed at https://www.infomediapress.in/wp-content/uploads/2019/05/Infomedia_Remuneration_Policy.pdf.

CORPORATE GOVERNANCE REPORT (Contd.)

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements. The Remuneration Policy is in consonance with the industry practice

Remuneration of Directors

During the year, apart from the sitting fees, no other remuneration was paid to the Independent Directors. The Non-Executive Non-Independent Directors were not paid any sitting fees/ any other remuneration from the Company. The criteria for making payments to Non- Executive Directors is posted on the website of the Company and can be accessed at: https://www.infomediapress.in/wp-content/uploads/2019/05/Infomedia_Remuneration_Policy.pdf

Sitting fees paid to Independent Directors during the year is given below:

(Amount in ₹)

Name of the Director	Sitting Fees
Mr. Lalit Kumar Jain	8,50,000
Mr. Vivek Jain	7,50,000

During the year, there were no other pecuniary relationships or transactions of Non- Executive Directors vis-à-vis the Company.

Directors and Officers Liability Insurance

In line with the requirements of Regulation 25(10) of the Listing Regulations, Network18 Media & Investments Limited ("Network18"), Holding Company, has in place a Directors and Officers Liability Insurance Policy in which the Directors of the Company, being a Subsidiary Company of Network18, are also insured.

7. Code of Conduct

The Company has in place a Code of Business Conduct and Ethics for Directors and Management Personnel ("the Code"). The Code lays down the standards of business conduct, ethics and governance. The Code is also applicable to Non-Executive Directors (including Independent Directors) to such extent as may be applicable to them depending on their roles and responsibilities. The Code reflects the values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence. A copy of the Code has been posted on the Company's website i.e. www.infomediapress.in.

The Directors and Senior Management affirm compliance with the Code annually. A declaration to this effect, signed by the Manager of the Company is annexed with this report and marked as **Annexure A**.

8. General Body Meetings

(a) Annual General Meetings

The date, time and venue of Annual General Meetings held during last three years, and the Special Resolution(s) passed thereat, if any are as follows:

Year	Date	Venue	Time	Special Resolution Passed
2022	September 29, 2022	Held through Video-conference and deemed to be held at the registered office of the Company at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013	05:30 p.m.	no Special Resolution was passed
2023	September 5, 2023		05:30 p.m.	no Special Resolution was passed
2024	September 13, 2024		04:00 p.m.	no Special Resolution was passed

(b) Resolution(s) passed through Postal Ballot

No Postal Ballot was conducted during the financial year 2024-25.

(c) Proposal for Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot. However, if required, the same shall be passed in compliance with the provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

CORPORATE GOVERNANCE REPORT (Contd.)

9. Disclosures

(a) Disclosure on materially significant Related Party Transactions, that may have potential conflict with the Company's interests at large

The transactions entered into pursuant to the omnibus and specific approvals, are reviewed periodically by the Audit Committee. No transaction of a material nature has been entered into by the Company with its related parties that may have a potential conflict with the interests of the Company.

The Company has made full disclosures of transactions with the related parties set out in Note No. 28 of Financial Statement, forming part of the Annual Report.

All Related Party Transactions are negotiated on arm's length basis and are intended to further the Company's interests.

The Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions was reviewed and modified by the Board and can be accessed at <https://www.infomediapress.in/wp-content/uploads/2022/07/Policy-on-materiality-of-RPT-InfomediaPressLtd.pdf>

(b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other Statutory Authority, on any matter related to capital markets during last three years

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalty or stricture have been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority for the aforesaid period.

(c) Vigil Mechanism and Whistle-Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-Blower Policy under which employees are free to report fraudulent practices, corruption and breaches of Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The Vigil Mechanism and Whistle-Blower Policy is available on the website of the Company.

(d) Loans and Advances given by the Company and its subsidiaries in the nature of loans to firms/ companies in which Directors are interested

There were no loans and advances granted by the Company to firms/companies in which the Directors of the Company were interested.

(e) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiary.

10. Means of Communication

Website:

The Company's website www.infomediapress.in contains a separate dedicated section 'Investors Relation', 'Policies' and 'Notices & Disclosures' where shareholders' information is available.

Financial Results

The quarterly and Annual Results are regularly posted by the Company on its website www.infomediapress.in and are also submitted to the Stock Exchanges on which the securities of the Company are listed in accordance with the requirements of the Listing Regulations.

The Quarterly and Annual Results of the Company are normally published in the Financial Express (English Newspaper) and Navshakti (Marathi Newspaper).

CORPORATE GOVERNANCE REPORT (Contd.)

The Company has not made any presentation to institutional investors / analysts.

Annual Report

The Annual Report containing, *inter-alia*, Audited Financial Statement, Board's Report including the Management Discussion and Analysis Report, Auditors' Report and other important information are available on the website of the Company at www.infomediapress.in.

The circulars on conduct of the general meeting by video conferencing (VC) and/or other audiovisual means (OAVM) exempt companies from the requirement of sending hard copies of the Annual Report to shareholders. Hence, the Annual Report of the Company for the Financial Year 2024-25 has been emailed to the members whose email addresses are registered with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, for other members, who have not registered their email addresses, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available, will be sent to their registered address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by National Stock Exchange of India Limited (NSE) for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, statement of investor complaints among others are filed electronically on the aforesaid platform.

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

BSE Limited (BSE) Listing Centre is a web-based application designed for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, statement of investor complaints among others are also filed electronically on the Listing Centre.

Investor Grievance & Investor Contacts

The Board has delegated to the Stakeholders' Relationship Committee to examine and redress complaints by Shareholders' and investors. The status of quarterly complaints is reported to the Board of Directors of the Company. The Company and its Registrar & Transfer Agent constantly monitors the Investor Complaints Module as available on the BSE Listing Portal, NSE Electronic Application Processing System ["NEAPS"] Portal, SEBI Complaints Redressal System ["SCORES"] Portal and Online Dispute Resolution ["ODR"] Portal to track and redress the investor complaints and disputes in a speedy manner.

Investors can escalate complaints via:

A. Listed Company/RTA grievance email

SEBI has requested the shareholder to approach the Company directly at the first instance for their grievance. The Company has designated the following email-ids exclusively for investor servicing/ complaints:

- For queries in respect of shares in physical mode: implinvestor@kfintech.com
- For other queries: investors@infomedia18.in

B. SCORES 2.0 (SEBI portal)

If the Company does not resolve the complaint of the Shareholders' within stipulated time to their satisfaction, they may then lodge the complaint with SEBI/Stock Exchanges for further action.

Further, SEBI vide its Circular No. SEBI/HO/OIAE/IGRD/ CIR/P/2023/156 dated 20th September 2023 read with Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated 1st December 2023 has notified the revised framework for handling and monitoring of investor complaints received through SCORES platform by the Company and designated Stock Exchanges effective from 1st April, 2024. The Shareholders' can access the new version of SCORES 2.0 at <https://scores.sebi.gov.in>.

The Company will upload the Action Taken Report within 21 days from the date of receipt of complaint which will be automatically routed to the complainant through SCORES Portal.

CORPORATE GOVERNANCE REPORT (Contd.)

C. SMARTODR platform (conciliation arbitration-based resolution)

If the shareholder is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. It may be noted that the dispute resolution through the ODR Portal can be initiated only if such grievance / complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under the Indian law. The shareholder can directly initiate dispute resolution through the ODR Portal without having to go through SCORES Portal, if the grievance/complaint/dispute lodged with the RTA/ Company was not satisfactorily resolved.

11. General Shareholder Information:

(a) Annual General Meeting

Day, Date and Time	Tuesday, September 23, 2025 at 4:00 p.m. (IST)
Venue	Through Video Conferencing / Other Audio-Visual means Deemed Venue: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

(b) Financial Year: April 1 to March 31

(c) Financial Calendar: [tentative]

Tentative Calendar for declaration of results for the Financial Year 2025-26 is given below:

Results for the quarter ending	Date of Meeting on or before
June 30, 2025	2 nd week of July, 2025
September 30, 2025	2 nd week of October, 2025
December 31, 2025	2 nd week of January, 2026
March 31, 2026	2 nd week of April, 2026
Annual General Meeting	August/ September, 2026

(d) Dividend Payment date:

No Dividend is proposed/ declared during the financial year 2024-25.

(e) Listing Details

Equity Shares of the Company are listed and traded on BSE and NSE.

Name and Address of the Stock Exchange
BSE Limited, P J Towers Dalal Street, Mumbai – 400 001
National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051
ISIN of Equity Shares: INE669A01022

(f) Payment of Listing Fees

The Company has paid annual listing fees to the aforesaid Stock exchanges for the Financial Year 2024-25 within stipulated time.

(g) Payment of Depository Fee:

Annual Custody/Issuer fees is paid by the Company based on invoices received from National Securities Depository Limited [“NSDL”] and Central Depository Services (India) Limited [“CDSL”]

(h) Registrar and Share Transfer Agent

The details of Company’s Registrar & Transfer Agent is given below:

CORPORATE GOVERNANCE REPORT (Contd.)

Registrar & Transfer Agent

KFin Technologies Limited
Selenium Tower B,
6th floor, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032
E-mail: implinvestor@kfintech.com

(i) Share Transfer System

SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios.

SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors has mandated the listed entities to issue securities for the following investor service requests only in dematerialised form:

- i. issue of duplicate securities certificate;
- ii. claim from unclaimed suspense account;
- iii. renewal/exchange of securities certificate;
- iv. endorsement;
- v. sub-division/ splitting of securities certificate;
- vi. consolidation of securities certificates/folios and
- vii. transmission and transposition.

Further, SEBI has also simplified the process for transmission of shares and issue of duplicate share certificates to make it more efficient and investor friendly. The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto are available on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and the Company at <https://www.infomediapress.in>.

During the year, all the requests received from the Shareholders by the Company or its RTA were addressed in accordance with the timelines as prescribed by the Statutory Authorities, from time to time.

Review of Service Standards Adhered by RTA With Respect to Share Related Activities:

The Company has agreed Standard Operating Procedures [“SOPs”] for various shareholder related services with its RTA. Further, the Secretarial Department of the Company on an on-going basis, engages with the officials of RTA at various levels for review of these SOPs and other share-related activities to ensure that the shareholder practices are investor friendly and effective in time.

(j) Distribution of shareholding as on March 31, 2025

Sl. No	Category	No. of Equity Shareholders	No. of Equity Shares	Percentage
1	Promoter and Promoter Group	1	2 54 42 694	50.69
2	Indian Public/Clearing Members/HUF	16 111	2 23 58 309	44.54
3	Bodies Corporate	125	17 58 745	3.50
4	FIS/Mutual Fund/UTI/Banks/QIBS	8	3 88 805	0.78
5	NRI / OCBS/FIIS/Foreign Body Corporate/Foreign Nationals	137	1 37 669	0.27
6	Investor Education and Protection Fund (Iepf) Authority	1	54 245	0.11
7	Unclaimed Shares Suspense Account	1	50 643	0.10
8	Trusts	3	3 062	0.01
	Total:	16 387	5 01 94 172	100.00

CORPORATE GOVERNANCE REPORT (Contd.)

(k) Dematerialization of shares as on March 31, 2025

Mode of Holding	Number of Shares	% age of Share Capital
Electronic-NSDL	1,28,29,147	25.56
Electronic-CDSL	3,69,84,686	73.68
Physical	3,80,339	0.76
Total	5,01,94,172	100.00

The shares are tradable on BSE and NSE and are under compulsory demat mode. The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2025, 4,98,13,833 equity shares were held in demat form, constituting 99.24% of the total shareholding of the Company.

(l) Reconciliation of share capital

As required by the SEBI (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. The Auditor's Certificate regarding the same is submitted on quarterly basis to BSE and NSE and is also placed before the Board of Directors of the Company.

(m) Outstanding GDRs/ADRs/Warrants and Convertible Bonds, or any other convertible instruments, Conversion date and likely impact on equity

1. The Company has not issued any GDR/ ADR/ Warrant and Convertible Instrument during the year under review.
2. There is no outstanding GDR/ ADR/ Warrant and Convertible Instrument having any impact on equity.

(n) Commodity Price Risks/ Foreign Exchange Risks and Hedging Activities

The Company does not have such risks.

(o) Address for Correspondence

Registered Office Address Infomedia Press Limited	Company Secretary & Compliance Officer Ms. Tasneem Cementwala	Registrar & Transfer Agent KFin Technologies Limited
First Floor, Empire Complex, 414-Senapati Bapat Marg Lower Parel, Mumbai – 400 013, Tel: +91 22 40019000, 6666 7777 CIN: L22219MH1955PLC281164	Infomedia Press Limited First Floor, Empire Complex, 414-Senapati Bapat Marg Lower Parel, Mumbai – 400 013 Tel: +91 22 40019000, 6666 7777 E-mail: investors@infomedia18.in	Selenium Tower B, 6 th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Toll Free No.: 1800 309 4001 (from 9:00 a.m. to 6:00 p.m.) E-mail: implinvestor@kfintech.com Website: www.kfintech.com

(p) Transfer of amounts to Investor Education and Protection Fund

The amount of dividend which remained unpaid/ unclaimed for a period of seven years have been transferred by the Company within the stipulated time to the Investor Education and Protection Fund (IEPF).

Further, the Company had, during the financial year 2017-18, transferred certain equity shares in respect of which dividend (which was declared by the Company in the year 2008 or earlier financial years) was lying unpaid or unclaimed by shareholders for seven consecutive years or more, to IEPF Authority pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

Shareholders' can claim the unclaimed amount and the equity shares from the IEPF Authority by following the procedure set out below:

1. Investors to update their KYC details with RTA in case they hold shares in physical form.

CORPORATE GOVERNANCE REPORT (Contd.)

2. Investor to file e Form IEPF -5 which is available on MCA website.
 3. Submit the following documents with the Company/RTA:
 - i. Duly signed Form IEPF-5 by all the shareholders.
 - ii. Indemnity Bond to IEPF duly executed on stamp paper as per the state stamp act.
 - iii. Original share certificates in case of physical holding and transaction statement in case of electronic holding.
 - iv. Self-attested Pan and Aadhar card copy of the all the shareholders.
 - v. Cancelled cheque.
 - vi. Client Master List (CML) duly signed by the shareholder \ Depository Participant (DP)
 - vii. Duly notarized affidavit on ₹ 20/- stamp paper in case of name mismatch.
 - viii. Duly notarized affidavit on ₹ 20/- stamp paper in case of address mismatch.
 4. Upon receipt of the above documents, the same is scrutinized by RTA and verification report is generated.
 5. Company will submit e-Verification report, for further processing by the IEPF Authority.
 6. Company to email investor e-verification report filed with MCA intimating regarding acceptance/ rejection of investor claim
- Further, in accordance with the IEPF Rules, the Board of Directors have appointed Ms. Tasneem Cementwala as Nodal Officer of the Company for the purposes of verification of claims of shareholders pertaining to shares transferred to IEPF and / or refund of dividend from IEPF Authority and for coordination with IEPF Authority. The details of the Nodal Officer are available on the website of the Company.

(q) Credit rating

The Company has not obtained any credit rating.

(r) Equity Shares in the Unclaimed Suspense Account

In terms of Regulation 39 of the Listing Regulations, status of outstanding unclaimed shares in the unclaimed suspense account of the Company is as under:

Particulars	Unclaimed Suspense Account	
	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. April 1, 2024	301	50,643
Number of shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the year ended March 31, 2025	-	-
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended March 31, 2025	-	-
Number of shareholders and the number of shares transferred to Unclaimed Suspense Account during the year ended March 31, 2025	-	-
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. March 31, 2025	301	50,643

In accordance with the requirement, the Company has opened a Suspense Escrow Demat Account with the DP for transfer of shares lying unclaimed for more than 120 days from the date of issue of Letter of Confirmation to the Shareholders' in lieu of physical share certificate(s) to enable them to make a request to DP for dematerialising their shares. During the year under review, no shares were transferred to the Company's Suspense Escrow Demat Account.

CORPORATE GOVERNANCE REPORT (Contd.)

All the corporate benefits against these shares like bonus shares, split, etc., would also be transferred to Unclaimed Share Suspense Account and Suspense Escrow Demat Account of the Company as the case may be. The voting rights on these shares shall remain frozen till the claim of the righteous shareholders is approved by the Company.

12. The Company has complied with all the mandatory requirements of Regulation 34 of the Listing Regulations

During the financial year 2024-25, the Company complied with the corporate governance requirements specified in Regulations 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

Further, the Company has also adopted the following Discretionary requirements of Regulation 27 read with Part E of Schedule II to the Listing Regulations:

- **Non-Executive Chairman's Office**

Chairman of the Board is Non-Executive and he is given all the support required to facilitate performance of his duties.

- **Audit Qualification**

The Company is in the regime of unmodified opinions on Financial Statements.

- **Reporting of Internal Auditors**

Internal Auditors reports to the Audit Committee.

13. Meetings of Independent Directors

The Company's Independent Directors met once in FY 2024-25 without the presence of Non-Independent Directors and Management Personnel. At such meeting, the Independent Directors, *inter alia*, discussed and reviewed the performance of Non-Independent Directors, the Board as a whole, Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

14. Acceptance of recommendation of Committees by the Board

During the year under review, there have been no instances when the recommendations of any of the Committees were not accepted by the Board.

15. Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the year under review, the Company had not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

16. Certificate of Non-Disqualification of Directors

The Company has obtained a certificate from M/s Chandrasekaran Associates, Company Secretary in Practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority as stipulated under Regulation 34(3) read with provisions of Schedule V to Listing Regulations. The said Certificate is annexed herewith and marked as Annexure-B.

17. CEO / CFO certification

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

CORPORATE GOVERNANCE REPORT (Contd.)

have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies; (v) they have indicated to the auditors and the Audit Committee (a) significant changes in internal controls over financial reporting during the year (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

18. Fees paid to the Statutory Auditors

During the financial year 2024-25, the total fees for all the services paid by the Company to the Statutory Auditor was ₹ 6.55 lakh.

19. Particulars of Senior Management including changes therein:

Particulars of Senior management including changes therein from April 1, 2024 upto March 31, 2025:

Sr. No.	Name	Designation	Changes during the year
1	Mr. Pratik Dinesh Sangoi	Manager	Appointed w.e.f. July 12, 2024
2	Mr. Ketan Kishore Ravesia	Chief Financial Officer	-
3	Ms. Tasneem Cementwala	Company Secretary & Compliance Officer	-
4	Mr. Sanjeev Kumar Singh	Manager	Resigned w.e.f. June 5, 2024

20. Agreements relating to the Company:

There are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company.

21. Prevention of Sexual Harassment of Women at Workplace

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") along with Rules made thereunder and the Company's commitment to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. The Company has constituted Internal Complaints Committee(s) (ICCs) to redress and resolve any complaints arising under the POSH Act. No complaint relating to sexual harassment was reported during the year ended March 31, 2025.

22. Declaration Affirming Compliance of Code of Conduct

The Company has received confirmations from all the Board of Directors as well as Senior Management Executives regarding compliance of the Code of Conduct during the year under review. The declaration signed by the Manager, that Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for the financial year ended March 31, 2025, is enclosed separately at the end of this Report as Annexure-A.

23. Code of Conduct for Prohibition of Insider Trading

The Company has also adopted the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Specified Connected Persons of the Company and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as required under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The structured digital database of unpublished price sensitive information is maintained with adequate internal controls.

25. Compliance Certificate on Corporate Governance Norms

Certificate from M/s. N.K.J & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulations is annexed herewith and marked as Annexure - C.

CORPORATE GOVERNANCE REPORT (Contd.)

ANNEXURE A

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained affirmation, from all the Members of the Board and Senior Management Personnel that they have complied with the Code of Business Conduct and Ethics for Directors and Management Personnel of the Company during the financial year 2024-25.

Pratik Dinesh Sangoi

Manager

Date: April 16, 2025

CORPORATE GOVERNANCE REPORT (Contd.)

ANNEXURE B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Infomedia Press Limited
First Floor, Empire Complex,
414-Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Infomedia Press Limited and having CIN:L22219MH1955PLC281164 and having registered office at First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai - 400013 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of Directors	DIN	Date of appointment in Company
1	Mr. Ramesh Kumar Damani	00049764	22/04/2020
2	Mr. Karanvir Singh Gill	07283590	22/04/2020
3	Ms. Kshipra Jatana	02491225	25/03/2015
4	Mr. Vivek Jain	00005034	24/09/2020
5	Mr. Lalit Kumar Jain	01451886	09/10/2015
6	Ms. Bindu Navinchandra Trivedi	07986509	14/06/2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates

Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024

Rupesh Agarwal

Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN: AO16302G000109692

Date: 16.04.2025
Place: Delhi

CORPORATE GOVERNANCE REPORT (Contd.)

ANNEXURE C

Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Members,
Infomedia Press Limited
First Floor, Empire Complex,
414 - Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

1. We have reviewed the implementation of the Corporate Governance procedures by Infomedia Press Limited (the Company) during the year ended March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has to conduct the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanation given to us, the Company has been complying with conditions of Corporate Governance, as stipulated in the SEBI Listing Regulations, as applicable for the year ended March 31, 2025.

For N.K.J & ASSOCIATES
Company Secretaries

NEELESH KR. JAIN
Proprietor
Membership No. FCS 5593
Certificate of Practice No. 5233
UDIN: F005593G000118761
PR No. 6416/2025

Date: 16.04.2025
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INFOMEDIA PRESS LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Infomedia Press Limited ('the Company')**, which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the material accounting policies and other explanatory information. (herein after referred to as "the Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the financial position of the Company as at 31st March 2025, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to the Note 33 to the financial statement which indicates that the Company had discontinued its operations and has incurred a net loss of ₹ 373.30 lakh during the year ended 31st March, 2025 and as of that date the Company's accumulated losses amount to ₹ 10,987.08 lakh resulting in negative net worth of the Company. The management of the Company is evaluating various options, including starting a new line of business. These conditions, along with other matter as set forth in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Network 18 Media & Investments Limited, the Holding Company, has given a support letter to extend, for the foreseeable future, any financial support which may be required by the Company. In lieu of the support letter from the Holding Company, the management has assessed that the Company continues to be going concern. Our opinion is not modified in respect of the said matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters in our report.

S. No.	Key Audit Matter	How Our Audit Addressed The Key Audit matter
1.	Contingent liabilities As at 31 st March, 2025 Company having contingent liabilities in respect of Income tax and Sales tax matters. The determination of the contingencies and the level of disclosure required involve a high degree of judgement resulting in contingent liabilities being considered as a key audit matter. (Refer Note no 26)	Discussed significant matters and their probability with management. Reviewed the assessment and appeal letter as presented by management before us. We assessed the appropriateness of the related disclosures and considered it to be reasonable.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain Professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in

our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. Further to our comment in the Annexure A, as required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) The matter described under paragraph "Material uncertainty related to going concern", in our opinion, may have an adverse effect on the functioning of the Company;
 - f) On the basis of the written representations received from the directors of the Company as on 31st March, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act;
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - i) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in Note no. 26 to the financial statements has disclosed the impact of pending litigations on its financial position.
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts for which there were any material foreseeable losses.

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- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except for a sum of ₹ 609 which are held in abeyance due to pending legal case.
- iv. (a) Management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) Management has represented to us that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on our audit procedures conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (i) (iv) (a) & (b) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination, which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the company has preserved the audit trail as per the statutory requirements for record retention.

For Chaturvedi & Shah LLP
Chartered Accountants
Registration No. 101720W/W100355

Sandesh Ladha
Partner
Membership No. 047841
UDIN: 25047841BMIHMO9533

Place: Mumbai
Date: 16th April, 2025

“Annexure A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Infomedia Press Limited on the financial statements for the year ended 31st March 2025)

1. a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
(B) The Company does not have any intangible assets.
- b) As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Accordingly, the provision of clause 3(i)(d) of the Order is not applicable to the Company.
- e) According to information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provision of clause 3(i)(e) of the Order is not applicable to the Company.
2. a) The Company does not have any inventory (i.e. goods) which requires physical verification. Accordingly, the provision of clause 3(ii) of the Order is not applicable to the Company.
- b) As per the information and explanations given to us and books of account and records examined by us, no working capital limits from banks or financial institutions on the basis of security of current assets has been sanctioned. Therefore, the provision of clause 3(ii)(b) of the Order is not applicable to the Company.
3. According to the information and explanations given to us, the Company has not made any investments, not provided any guarantee or security or not granted any loans or advances in the nature of loans, secured or unsecured, during the year to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provision of clause 3(iii)(a), (b),(c),(d),(e) and (f) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has not made any investments or loan, given any guarantee or security to the parties covered under section 186 of the Act.
5. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the provision of the clause 3(v) of the Order is not applicable to the Company.
6. The Central Government has not specified maintenance of cost records under sub –section (1) of section 148 of the Companies Act, 2013 in respect of the Company’s products / services. Accordingly, the provisions of clause 3(vi) of the order are not applicable.
7. a) According to the records of the company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees State Insurance (ESI), income tax, and other material statutory dues applicable to it, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at March 31, 2025 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) above which have not been deposited with the appropriate authority on account of any dispute except as mentioned below:-

Name of the Statute	Nature of Dues	Amount (₹ In Lakh)	Amount paid under Protest (₹ In Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	160.63	160.63	A.Y. 2006-07	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	55.49	-	A.Y. 2008-09	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	3635.28	-	A.Y. 2009-10	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	815.29	698.33	A.Y. 2010-11	Commissioner of Income Tax (Appeal)
Work Contract Tax Act, 1989	Work contract tax	156.59	9.00	F.Y. 2000-01	Joint Commissioner of Sales Tax (Appeal) – II
Work Contract Tax Act, 1989	Work contract tax	103.00	6.00	F.Y. 2001-02	Joint Commissioner of Sales Tax (Appeal) – II
Work Contract Tax Act, 1989	Work contract tax	107.58	6.00	F.Y. 2002-03	Joint Commissioner of Sales Tax (Appeal) – II
Work Contract Tax Act, 1989	Work contract tax	175.00	20.00	F.Y. 2004-05	Joint Commissioner of Sales Tax (Appeal) – III
Bombay Sales Tax, 1959	Sales Tax	123.51	-	F.Y. 2004-05	Joint Commissioner of Sales Tax (Appeal) – III

AY – Assessment Year, FY – Financial Year

8. According to the information and explanations given to us and representation given to us by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year. Accordingly, the provision of clause 3(viii) of the Order is not applicable to the Company.
9.
 - a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b) In our opinion, and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) In our opinion, and according to the information and explanations given and records examined by us, the Company has not obtained any term loans during the year.
 - d) According to the information and explanations given to us, procedures performed by us, and on an overall examination of the financial statements of the Company, we report, prima facie, that funds raised on the short-term basis has not been utilized for long term purposes.
 - e) In our opinion, and according to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures therefore question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures does not arise.
 - f) In our opinion, and according to the information and explanations given to us, the Company does not have any subsidiaries, joint ventures or associate companies, therefore question of raising any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures does not arise.
10.
 - a) The company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence provision of clause 3(x)(a) of the Order is not applicable to the Company.

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- b) According to the information and explanations given to us and on the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence provision of clause 3(x) (b) of the Order is not applicable to the Company.
11. a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
12. The Company is not Nidhi Company as per Companies Act 2013. Accordingly, the provision of clause 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, where applicable and details have been disclosed in financial statements, as required by the applicable Indian accounting standards.
14. a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports issued till date to the Company, for the period under audit have been considered by us.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause 3(xv) of the Order is not applicable.
16. a) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- c) In our opinion, and according to the information and explanations provided to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d) As represented by the management, the Group has more than one Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016. There are 2 CICs forming part of the Group.
17. In our opinion, and according to the information and explanations provided to us, Company has incurred cash losses amounting to ₹ 372.99 Lakh in the current financial year and amounting to ₹ 386.97 Lakh in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Therefore, provision of clause 3(xviii) of the Order are not applicable to the Company.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, support letter given by the holding company for the foreseeable future any financial support which may be required by the Company, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due. *(Refer paragraph "Material Uncertainty Related to Going Concern" above in audit report)*

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20. According to the information and explanations given to us and on the basis of our audit procedures provision of section 135 of the Act are not applicable to the Company. Therefore, the clause 3(xx) (a) and (b) of the Order are not applicable.

For Chaturvedi & Shah LLP
Chartered Accountants
Registration No. 101720W/W100355

Sandesh Ladha
Partner
Membership No. 047841
UDIN: 25047841BMIHMO9533

Place: Mumbai

Date: 16th April, 2025

“Annexure B” to the Independent Auditor’s Report

Referred to in paragraph 2(g) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Infomedia Press Limited on the financial statements for the year ended 31st March 2025.

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls **with reference to the aforesaid financial statements** of Infomedia Press Limited (“the Company”) as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Chaturvedi & Shah LLP
Chartered Accountants
Registration No. 101720W/W100355

Sandesh Ladha
Partner
Membership No. 047841
UDIN: 25047841BMIHMO9533

Place: Mumbai
Date: 16th April, 2025

Balance Sheet as at 31st March, 2025

	Notes	As at 31 st March 2025	(₹ in lakh) As at 31 st March 2024
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	4	6.24	6.55
Other Non-Current Assets	5	880.08	880.08
Total Non-Current Assets		886.32	886.63
CURRENT ASSETS			
Financial Assets			
Cash and Cash Equivalents	6	2.22	2.23
Bank Balances other than Cash and Cash Equivalents	7	56.03	56.44
Other Financial Assets	8	0.18	0.18
Other Current Assets	9	13.81	13.84
Total Current Assets		72.24	72.69
Total Assets		958.56	959.32
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	10	5,019.42	5,019.42
Other Equity	11	(10,841.19)	(10,467.89)
Total Equity		(5,821.77)	(5,448.47)
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	12	3,795.08	3,680.73
Other Financial Liabilities	13	2,920.01	2,634.57
Provisions	14	-	4.40
Total Non-Current Liabilities		6,715.09	6,319.70
CURRENT LIABILITIES			
Financial Liabilities			
Trade Payables due to:	15		
Micro Enterprises and Small Enterprises		0.02	-
Other than Micro Enterprises and Small Enterprises		3.01	3.19
Other Financial Liabilities	16	0.01	0.01
Other Current Liabilities	17	62.20	84.79
Provisions	18	-	0.10
Total Current Liabilities		65.24	88.09
Total Liabilities		6,780.33	6,407.79
Total Equity and Liabilities		958.56	959.32
Material Accounting Policies	2		
See accompanying Notes to the Financial Statements	1 to 38		

As per our Report of even date.
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No. 101720W/W100355

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

Sandesh Ladha
Partner
Membership No.: 047841

Lalit Kumar Jain
Chairman
DIN : 01451886

Vivek Jain
Director
DIN : 00005034

Ramesh Kumar Damani
Director
DIN : 00049764

Kshipra Jatana
Director
DIN : 02491225

Karanvir Singh Gill
Director
DIN : 07283590

Bindu Navinchandra Trivedi
Director
DIN : 07986509

Ketan Kishore Ravesia
Chief Financial Officer

Pratik Dinesh Sangoi
Manager

Tasneem Cementwala
Company Secretary

Date: 16th April 2025

Statement of Profit and Loss for the year ended 31st March, 2025

		(₹ in lakh)	
	Notes	2024-25	2023-24
INCOME			
Other Income	19	-	1.53
Total Income		-	1.53
EXPENSES			
Finance Costs	21	291.26	281.69
Depreciation and Amortisation Expenses	4	0.31	0.32
Total Expenses		291.57	282.01
Profit/ (Loss) Before Tax		(291.57)	(280.48)
TAX EXPENSE	23		
Current Tax		-	-
Total Tax Expenses		-	-
Profit/ (Loss) for the year from continuing operations		(291.57)	(280.48)
Profit/ (Loss) for the year from discontinued operations	27	(81.73)	(106.81)
Tax expense of discontinued operations		-	-
Profit/ (Loss) from discontinued operations		(81.73)	(106.81)
Profit/ (Loss) for the year		(373.30)	(387.29)
OTHER COMPREHENSIVE INCOME (Discontinued Operation)			
Items that will not be reclassified to Profit or Loss	24	-	(0.09)
Total Other Comprehensive Income		-	(0.09)
Total Comprehensive Income for the year		(373.30)	(387.38)
EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH (FOR CONTINUING OPERATIONS)			
Basic and Diluted (in ₹)	25	(0.58)	(0.56)
EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH (FOR DISCONTINUED OPERATIONS)			
Basic and Diluted (in ₹)	25	(0.16)	(0.21)
EARNINGS PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH (FOR CONTINUING AND DISCONTINUED OPERATIONS)			
Basic and Diluted (in ₹)	25	(0.74)	(0.77)
Material Accounting Policies	2		
See accompanying Notes to the Financial Statements	1 to 38		

As per our Report of even date.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Registration No 101720W/W100355

For and on behalf of the Board of Directors

Infomedia Press Limited**Sandesh Ladha**

Partner

Membership No.: 047841

Lalit Kumar Jain

Chairman

DIN : 01451886

Vivek Jain

Director

DIN : 00005034

Ramesh Kumar Damani

Director

DIN : 00049764

Kshipra Jatana

Director

DIN : 02491225

Karanvir Singh Gill

Director

DIN : 07283590

Bindu Navinchandra Trivedi

Director

DIN : 07986509

Ketan Kishore Ravesia

Chief Financial Officer

Pratik Dinesh Sangoi

Manager

Tasneem Cementwala

Company Secretary

Date: 16th April 2025

Statement of Changes in Equity for the year ended 31st March, 2025

A. EQUITY SHARE CAPITAL

(₹ in lakh)

	Balance at the beginning of 1 st April, 2023	Change during the year 2023-24	Balance as at 31 st March, 2024	Change during the year 2024-25	Balance as at 31 st March, 2025
	5,019.42	-	5,019.42	-	5,019.42

B. OTHER EQUITY

(₹ in lakh)

	Reserves and Surplus			Total
	Securities Premium	Retained Earnings	Other comprehensive income (Remeasurement of Defined Benefit Plans)	
Balance at the beginning of 1 st April, 2023	145.89	(10,226.40)	-	(10,080.51)
Total Comprehensive Income for the year	-	(387.29)	(0.09)	(387.38)
Remeasurement of Defined Benefit Plans transferred to Retained Earnings	-	(0.09)	0.09	-
Balance as at 31st March, 2024	145.89	(10,613.78)	-	(10,467.89)
Balance at the beginning of 1 st April, 2024	145.89	(10,613.78)	-	(10,467.89)
Total Comprehensive Income for the year	-	(373.30)	-	(373.30)
Balance as at 31st March, 2025	145.89	(10,987.08)	-	(10,841.19)

As per our Report of even date.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Registration No. 101720W/W100355

Sandesh Ladha

Partner

Membership No.: 047841

For and on behalf of the Board of Directors

Infomedia Press Limited**Lalit Kumar Jain**

Chairman

DIN : 01451886

Vivek Jain

Director

DIN : 00005034

Ramesh Kumar Damani

Director

DIN : 00049764

Kshipra Jatana

Director

DIN : 02491225

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Ketan Kishore Ravesia

Chief Financial Officer

Pratik Dinesh Sangoi

Manager

Tasneem Cementwala

Company Secretary

Date: 16th April 2025

Cash Flow Statement for the year ended 31st March, 2025

		(₹ in lakh)
	2024-25	2023-24
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) Before Tax as per Statement of Profit and Loss	(291.57)	(280.48)
Adjusted for:		
Depreciation and Amortisation Expenses	0.31	0.32
Finance Costs	291.26	281.69
Profit/ (Loss) from discontinued operations	(81.73)	(106.81)
Operating Profit/ (Loss) before Working Capital Changes	(81.73)	(105.28)
Adjusted for:		
Trade and Other Receivables	0.03	(13.76)
Trade and Other Payables	(27.25)	26.87
Cash Generated from/ (Used in) Operations	(108.95)	(92.17)
Taxes (Paid)/ Refund (Net)	-	-
Net Cash Generated from/ (Used in) Operating Activities	(108.95)	(92.17)
B: CASH FLOW FROM INVESTING ACTIVITIES		
Decrease in Other Bank Balances	0.41	-
Net Cash Generated from/ (Used in) Investing Activities	0.41	-
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings - Non-Current	114.35	120.34
Finance Costs	(5.82)	(28.17)
Net Cash Generated from/ (Used in) Financing Activities	108.53	92.17
Net Increase / (Decrease) in Cash and Cash Equivalents	(0.01)	-
Opening Balance of Cash and Cash Equivalents	2.23	2.23
Closing Balance of Cash and Cash Equivalents (Refer Note 6)	2.22	2.23

CHANGE IN LIABILITY ARISING FROM FINANCING ACTIVITIES

	(₹ in lakh)
Borrowings	
Non-current (Refer Note 12)	
Opening Balance at the beginning of 1 st April, 2023	3,560.39
Cash Flow during the year	120.34
Closing Balance as at 31st March, 2024	3,680.73
Opening Balance at the beginning of 1 st April, 2024	3,680.73
Cash Flow during the year	114.35
Closing Balance as at 31st March, 2025	3,795.08

As per our Report of even date.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Registration No. 101720W/W100355

Sandesh Ladha
Partner
Membership No.: 047841

For and on behalf of the Board of Directors

Infomedia Press Limited

Lalit Kumar Jain
Chairman
DIN : 01451886

Vivek Jain
Director
DIN : 00005034

Ramesh Kumar Damani
Director
DIN : 00049764

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DIN : 02491225

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Director
DIN : 07283590

Bindu Navinchandra Trivedi
Director
DIN : 07986509

Ketan Kishore Ravesia
Chief Financial Officer

Pratik Dinesh Sangoi
Manager

Tasneem Cementwala
Company Secretary

Date: 16th April 2025

Notes to the Financial Statements for the year ended 31st March, 2025

1 CORPORATE INFORMATION

Infomedia Press Limited (“the Company”) is a listed entity incorporated in India. The registered office of the Company is situated at First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra. In the earlier years, the Company has discontinued its business of printing operations and the management is in the process of evaluating various options, including starting a new line of business.

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of Preparation and Presentation

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities which have been measured at fair value amount.

The financial statements of the Company have been prepared to comply with the Indian Accounting standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013, (as amended from time to time) and presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time. The Company follow indirect method prescribed in Ind AS 7 - Statement of Cash Flows for presentation of its cash flows.

The Company’s Financial Statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

2.2 Summary of Material Accounting Policies

(a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification considering an operating cycle of 12 months being the time elapsed between deployment of resources and the realisation in cash and cash equivalents there-against.

(b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment is provided using straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are depreciated over the period of lease agreement or the useful life whichever is shorter.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(c) Provisions and Contingent Liabilities

The Company exercises significant judgement in identification of and estimation of the amounts of provisions and contingent liabilities. These provisions and contingent liabilities are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

(d) Employee Benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Long Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation as per Projected Unit Credit Method.

Notes to the Financial Statements for the year ended 31st March, 2025

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @ 15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment benefits are charged to the Other Comprehensive Income.

(e) Current Tax and Deferred Tax

The tax expense for the period comprises of current and deferred tax. The Company exercises judgment in computation of current tax considering the relevant rulings and reassesses the carrying amount of deferred tax assets at the end of each reporting period.

(f) Financial instruments

A. Initial recognition and measurement

(i) Financial Assets and Financial Liabilities

All financial assets and liabilities are initially recognised and measured at fair value and in case of borrowings, net of directly attributable cost. Purchase and Sale of Financial Assets and Financial Liabilities are recognised using trade date accounting.

B. Subsequent measurement

(i) Financial Assets

a) Measured at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate amortisation is included in other income in the Statement of Profit and Loss.

b) Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at fair value through profit or loss.

C. Impairment of financial assets

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Notes to the Financial Statements for the year ended 31st March, 2025

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. Further, the Company uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(ii) Financial Liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method other than those measured at Fair Value through Profit or Loss (FVTPL). For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts are determined to approximate fair value due to the short maturity of these instruments.

(g) Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these judgements, estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Depreciation/ Amortisation and useful lives of Property, Plant and Equipment

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management. Property, Plant and Equipment are depreciated over their estimated useful lives, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Provisions

The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(c) Defined benefit plans

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ income include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

Notes to the Financial Statements for the year ended 31st March, 2025

4 PROPERTY, PLANT AND EQUIPMENT

(₹ in lakh)

Description	Gross Block			Depreciation/ Amortisation				Net Block	
	As at 1 st April, 2024	Addi- tions	Deductions/ Adjust- ments	As at 31 st March, 2025	As at 1 st April, 2024	For the year	Deduc- tions/ Ad- justments	As at 31 st March, 2025	As at 31 st March, 2024
Property, Plant and Equipment									
Own Assets:									
Buildings	338.86	-	-	338.86	338.86	-	-	338.86	-
Sub-Total	338.86	-	-	338.86	338.86	-	-	338.86	-
Leased Assets:									
Leasehold Land	18.73	-	-	18.73	12.18	0.31	-	12.49	6.24
Sub-Total	18.73	-	-	18.73	12.18	0.31	-	12.49	6.55
Total (A)	357.59	-	-	357.59	351.04	0.31	-	351.35	6.24
Previous year	357.59	-	-	357.59	350.72	0.32	-	351.04	6.55

(₹ in lakh)

As at 31st March, 2025 As at 31st March, 2024

5 OTHER NON-CURRENT ASSETS

(Unsecured and Considered Good)

Advance Income Tax (net of Provision) (Refer Note 23)

858.98

858.98

Balance with Government Authorities

21.10

21.10

Total

880.08880.08

(₹ in lakh)

As at 31st March 2025 As at 31st March 2024

6 CASH AND CASH EQUIVALENTS

Balances with Banks

Current Accounts

2.22

2.23

Cash and Cash Equivalents as per Balance Sheet

2.222.23

Cash and Cash Equivalents as per Cash Flow Statement

2.222.23

(₹ in lakh)

As at 31st March 2025 As at 31st March 2024

7 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Earmarked Balances with Banks:

Unclaimed Buy Back Money

56.02

56.43

Unclaimed Dividend

0.01

0.01

Total

56.0356.44

Notes to the Financial Statements for the year ended 31st March, 2025

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
8	OTHER FINANCIAL ASSETS - CURRENT		
	(Unsecured and Considered Good)		
	Security Deposits	0.18	0.18
	Total	0.18	0.18

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
9	OTHER CURRENT ASSETS		
	(Unsecured and Considered Good)		
	Balance with Government Authorities	13.81	13.81
	Advance to Vendors	-	0.03
	Total	13.81	13.84

		As at 31 st March 2025		As at 31 st March 2024	
		Number of Shares	(₹ in lakh)	Number of Shares	(₹ in lakh)
10	SHARE CAPITAL				
(a)	AUTHORISED SHARE CAPITAL				
	Equity Shares of ₹ 10 each	100,000,000	10,000.00	100,000,000	10,000.00
(b)	ISSUED, SUBSCRIBED AND FULLY PAID UP				
	Equity Shares of ₹ 10 each				
	(i) Issued	50,194,172	5,019.42	50,194,172	5,019.42
	(ii) Subscribed and fully paid up	50,194,172	5,019.42	50,194,172	5,019.42
	Total	50,194,172	5,019.42	50,194,172	5,019.42

10.1 The Company has only one class of equity share having par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.

10.2 Details of Shares held by each Shareholder holding more than 5% shares :

Name of Shareholder	As at 31 st March 2025		As at 31 st March 2024	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited, Holding Company	25,442,694	50.69%	25,442,694	50.69%

Notes to the Financial Statements for the year ended 31st March, 2025

10.3 Details of Shares held by Holding Company:

Name of Shareholder	As at 31 st March 2025		As at 31 st March 2024	
	Number of Shares	(₹ in lakh)	Number of Shares	(₹ in lakh)
Network18 Media & Investments Limited, Holding Company	25,442,694	2,544.27	25,442,694	2,544.27
Total	25,442,694	2,544.27	25,442,694	2,544.27

10.4 There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

10.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

	As at 31 st March 2025		As at 31 st March 2024	
	Number of Shares	(₹ in lakh)	Number of Shares	(₹ in lakh)
Equity Shares at the beginning of the year	50,194,172	5,019.42	50,194,172	5,019.42
Add : Shares issued during the year	-	-	-	-
Equity Shares at the end of the year	50,194,172	5,019.42	50,194,172	5,019.42

10.6 Details of equity shares ₹ 10 each held by Promoter are as under:

Promoter Name	As at 31 st March, 2025		
	No. of Shares	% of total shares	% Change during the year
Network18 Media & Investments Ltd	25,442,694	50.69%	-
Total	25,442,694	50.69%	-

Promoter Name	As at 31 st March, 2024		
	No. of Shares	% of total shares	% Change during the year
Network18 Media & Investments Ltd	25,442,694	50.69%	-
Total	25,442,694	50.69%	-

Notes to the Financial Statements for the year ended 31st March, 2025

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
11	OTHER EQUITY		
	RESERVES AND SURPLUS		
	i SECURITIES PREMIUM		
	As per last Balance Sheet	145.89	145.89
		<u>145.89</u>	<u>145.89</u>
	ii RETAINED EARNINGS		
	As per last Balance Sheet	(10,613.78)	(10,226.40)
	Add: Profit/ (Loss) for the year	(373.30)	(387.29)
	Add: Transferred from other comprehensive income	-	(0.09)
		<u>(10,987.08)</u>	<u>(10,613.78)</u>
	iii OTHER COMPREHENSIVE INCOME		
	As per last Balance Sheet	-	-
	Add: Remeasurement of Defined Benefit Plans	-	(0.09)
	Less: Transferred to retained earnings	-	0.09
		<u>-</u>	<u>-</u>
	Total	<u>(10,841.19)</u>	<u>(10,467.89)</u>

Figures in brackets “()” represents debit balance.

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
		Non-Current	Current
		Non-Current	Current
12	BORROWINGS		
	Term Loans from Holding Company [#]	3,795.08	-
	Total	<u>3,795.08</u>	<u>-</u>

[#] Interest rate is at the rate of 7.75% per annum.

12.1 The above interest bearing loan is repayable on 30th April, 2026.

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
13	OTHER FINANCIAL LIABILITIES - NON-CURRENT		
	Interest Accrued but not due on Borrowings	2,920.01	2,634.57
	Total	<u>2,920.01</u>	<u>2,634.57</u>

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
14	PROVISIONS - NON-CURRENT		
	Provision for Employee Benefits		
	For Compensated Absences	-	0.70
	For Gratuity (Refer Note 20.2)	-	3.70
	Total	<u>-</u>	<u>4.40</u>

Notes to the Financial Statements for the year ended 31st March, 2025

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
15 TRADE PAYABLES DUE TO			
Micro Enterprises and Small Enterprises		0.02	-
Other than Micro Enterprises and Small Enterprises *		3.01	3.19
Total		3.03	3.19

*Includes Trade Payables to Related Parties (Refer Note 28).

15.1 There are no overdues to Micro Enterprises, Small Enterprises and Medium Enterprises during the year and as at 31st March, 2025 and 31st March, 2024.

		(₹ in lakh)				
		As at 31 st March, 2025				
		Outstanding for following periods from due date of payment				
		Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
15.2 Trade Payables aging schedule						
i MSME		0.02	-	-	-	-
ii Others		2.98	0.03	-	-	-
iii Disputed dues-MSME		-	-	-	-	-
iv Disputed dues-Others		-	-	-	-	-
Total		3.00	0.03	-	-	-

		(₹ in lakh)				
		As at 31 st March, 2024				
		Outstanding for following periods from due date of payment				
		Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
15.3 Trade Payables aging schedule						
i MSME		-	-	-	-	-
ii Others		3.19	-	-	-	-
iii Disputed dues-MSME		-	-	-	-	-
iv Disputed dues-Others		-	-	-	-	-
Total		3.19	-	-	-	-

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
16 OTHER FINANCIAL LIABILITIES - CURRENT			
Unclaimed Dividends *		0.01	0.01
Total		0.01	0.01

* Represents amount not transferred to Investor Education and Protection Fund ("IEPF") owing to Court Order in compliance with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Notes to the Financial Statements for the year ended 31st March, 2025

		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
17 OTHER CURRENT LIABILITIES			
Statutory Dues		6.18	28.36
Others		56.02	56.43
Total		62.20	84.79
		(₹ in lakh)	
		As at 31 st March 2025	As at 31 st March 2024
18 PROVISIONS - CURRENT			
Provision for Employee Benefits			
For Compensated Absences		-	0.02
For Gratuity (Refer Note 20.2)		-	0.08
Total		-	0.10
		(₹ in lakh)	
		2024-25	2023-24
19 OTHER INCOME			
Miscellaneous Income		-	1.53
Total		-	1.53
		(₹ in lakh)	
		2024-25	2023-24
20 EMPLOYEE BENEFITS EXPENSE (DISCONTINUED OPERATIONS)			
Salaries and Wages		1.51	16.65
Contribution to Provident and Other Funds		0.18	0.87
Gratuity Expense (Refer Note 20.2)		-	0.50
Staff Welfare Expenses		0.02	0.90
Total		1.71	18.92
20.1 Defined Contribution Plans			
Contribution to Defined Contribution Plans, recognised as expense for the year is as under:			
		(₹ in lakh)	
		2024-25	2023-24
Employer's Contribution to Provident Fund		0.11	0.48
Employer's Contribution to Pension Scheme		0.08	0.30
20.2 Defined Benefit Plans			
i Reconciliation of opening and closing balances of Defined Benefit Obligation:			
		(₹ in lakh)	
		Gratuity (Unfunded)	
		2024-25	2023-24
Defined Benefit Obligation at beginning of the year		3.78	3.19
Current Service Cost		-	0.26
Interest Cost		-	0.24
On Transfer		(3.78)	-
Actuarial (Gain)/ Loss		-	0.09
Less: Benefits Paid		-	-
Defined Benefit Obligation at year end		-	3.78

Notes to the Financial Statements for the year ended 31st March, 2025

ii Expenses recognised during the year: (₹ in lakh)

	Gratuity (Unfunded)	
	2024-25	2023-24
In Income Statement		
Current Service Cost	-	0.26
Interest Cost	-	0.24
Net Cost	-	0.50
In Other Comprehensive Income (OCI)		
Actuarial (Gain)/ Loss for the year on Defined Benefit Obligation	-	0.09
Net Expense/ (Income) for the year recognised in OCI	-	0.09

iii Bifurcation of Actuarial Gain/Loss on Obligation: (₹ in lakh)

	2024-25	2023-24
Actuarial (Gain)/ Loss on arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/ Loss on arising from Change in Financial Assumption	-	0.14
Actuarial (Gain)/ Loss on arising from Experience Adjustment	-	(0.05)

iv Actuarial Assumptions:

	Gratuity (Unfunded)	
	2024-25	2023-24
Mortality Table	IALM (2012-14)	IALM (2012-14)
Discount Rate (per annum)	-	7.15%
Rate of Escalation in Salary (per annum)	-	6.00%

IALM - Indian Assured Lives Mortality.

The discount rate is based on the prevailing market yields of Government of India bonds as at the Balance Sheet date for the estimated term of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

v Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee attrition rate. The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

	Gratuity (Unfunded)	
	As at 31 st March, 2025	As at 31 st March, 2024
a. Impact of the Change in Discount Rate		
Present Value of Obligation at the end of the year	-	3.78
i. Impact due to Increase of 0.50%	-	(0.27)
ii. Impact due to Decrease of 0.50%	-	0.29
b. Impact of the Change in Salary Increase		
Present value of Obligation at the end of the year	-	3.78
i. Impact due to Increase of 0.50%	-	0.29
ii. Impact due to Decrease of 0.50%	-	(0.27)

Notes to the Financial Statements for the year ended 31st March, 2025

vi Maturity Profile of Defined Benefit Obligation

(₹ in lakh)

Year	As at 31 st March 2025	As at 31 st March 2024
0 to 1 Year	-	0.09
1 to 2 Year	-	0.08
2 to 3 Year	-	0.07
3 to 4 Year	-	0.07
4 to 5 Year	-	0.07
5 to 6 Year	-	0.07
6 Year onwards	-	3.33

vii These Plans typically expose the Company to actuarial risks such as: Interest Risk, Longevity Risk and Salary Risk.

Interest Risk - A decrease in the discount rate will increase the plan liability.

Longevity Risk – The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(₹ in lakh)

	2024-25	2023-24
21 FINANCE COSTS		
Interest Cost	291.26	281.69
Total	291.26	281.69

(₹ in lakh)

	2024-25	2023-24
22 OTHER EXPENSES (DISCONTINUED OPERATIONS)		
Electricity Expenses	0.77	1.06
Travelling and Conveyance Expenses	-	0.01
Professional and Legal Fees	11.29	11.39
Rent	-	2.12
Rates and Taxes	4.17	4.18
Payment to Auditors (Refer Note 22.1)	6.55	6.73
Directors' Sitting Fees	16.00	20.50
Security Charges	34.07	32.61
Other Establishment Expenses	7.17	9.29
Total	80.02	87.89

(₹ in lakh)

	2024-25	2023-24
22.1 PAYMENT TO AUDITORS :		
i Fees as Auditor	6.30	6.48
ii Certification Fees	0.25	0.25
Total	6.55	6.73

22.2 CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

Notes to the Financial Statements for the year ended 31st March, 2025

		(₹ in lakh)	
		2024-25	2023-24
23	TAXATION		
	The Income Tax Expenses for the year can be reconciled to the accounting profit as follows:		
	Profit/ (Loss) Before Tax	(373.30)	(387.29)
	Applicable Tax Rate	25.168%	25.168%
	Computed Tax Expense	(93.95)	(97.47)
	Tax Effect of:		
	Expenses (Allowed)/ Disallowed	(1.48)	(0.24)
	Carried Forward Unused Tax Losses	95.43	97.71
	Tax Expenses Recognised in Statement of Profit and Loss	<u>-</u>	<u>-</u>
		(₹ in lakh)	
		2024-25	2023-24
23.1	Advance Income Tax (Net of provision)		
	At the start of year	858.98	858.98
	At end of the year	<u>858.98</u>	<u>858.98</u>
23.2	In the absence of reasonable certainty that sufficient taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credit and carried forward unused tax losses can be utilised, the Company has not recognized the deferred tax assets amounting to ₹ 824.05 lakh (Previous year ₹ 1,034.39 lakh) arising out of unused tax credits, provisions, carried forward unused tax losses, whose expiry extends till FY 2032-33 and other items. The same shall be reassessed at subsequent balance sheet date.		
		(₹ in lakh)	
		2024-25	2023-24
24	OTHER COMPREHENSIVE INCOME		
	Items that will not be reclassified to Profit or Loss		
	Remeasurement of Defined Benefit Plans	-	(0.09)
	Total	<u>-</u>	<u>(0.09)</u>
		2024-25	2023-24
25	EARNINGS PER SHARE (EPS)		
i	Net Profit/ (Loss) after tax for the year from continuing operations attributable to equity shareholders (₹ in lakh)	(291.57)	(280.48)
ii	Net Profit/ (Loss) after tax for the year from discontinued operations attributable to equity shareholders (₹ in lakh)	(81.73)	(106.81)
iii	Net Profit/ (Loss) after tax for the year from continuing and discontinued operations attributable to equity shareholders (₹ in lakh)	(373.30)	(387.29)
iv	Weighted Average number of Equity Shares used as denominator for calculating Basic and Diluted EPS	50,194,172	50,194,172
v	Face Value Per Equity Share (₹)	10.00	10.00
vi	Earnings per equity share (for continuing operation)		
	Basic and Diluted (₹)	(0.58)	(0.56)
vii	Earnings per equity share (for discontinued operation)		
	Basic and Diluted (₹)	(0.16)	(0.21)
viii	Earnings per equity share (for continuing and discontinued operation)		
	Basic and Diluted (₹)	(0.74)	(0.77)

Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in lakh)

As at
31st March, 2025 As at
31st March, 2024

26 CONTINGENT LIABILITIES AND COMMITMENTS

i CONTINGENT LIABILITIES

Claim against the Company/ disputed liabilities not acknowledged as debt

Income Tax	3,690.77	3,690.78
Sales Tax/ Works Contract Tax	665.68	828.19

Future Cash Flows in respect of above matters are determinable only on receipt of judgements/ decisions pending at various forums/ authorities. The Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

ii COMMITMENTS

The Company does not have any Capital Commitments as on 31st March, 2025 (Previous year Nil).

27 The Company had closed the printing press business and discontinued the printing operations.

As at 31st March 2025, the carrying amount of such assets and liabilities of discontinued operations which were not disposed off ₹ 952.32 lakhs (previous year ₹ 952.77 lakhs) and ₹ 65.24 lakhs (previous year ₹ 92.49 lakhs) respectively. During the year, the Company has used cash in operating activities (discontinued operations) ₹ 81.73 lakh (Previous year ₹ 106.81 lakh) and cash flow from investing (discontinued operations) and financing activities (discontinued operations) is Nil (Previous year Nil).

The following statement shows the revenue and expenses of continuing and discontinued operations:

(₹ in lakh)

	Continuing Operations		Discontinued Operations		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Revenue						
Other income	-	1.53	-	-	-	1.53
Revenue	<u>-</u>	<u>1.53</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1.53</u>
Expenses						
Employee benefits expense	-	-	1.71	18.92	1.71	18.92
Finance costs	291.26	281.69	-	-	291.26	281.69
Depreciation and amortization expense	0.31	0.32	-	-	0.31	0.32
Other operating expenses	-	-	80.02	87.89	80.02	87.89
Total Expenses	<u>291.57</u>	<u>282.01</u>	<u>81.73</u>	<u>106.81</u>	<u>373.30</u>	<u>388.82</u>
Profit/ (Loss) Before Tax	<u>(291.57)</u>	<u>(280.48)</u>	<u>(81.73)</u>	<u>(106.81)</u>	<u>(373.30)</u>	<u>(387.29)</u>
Tax Expenses						
Current Tax	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-
Total Tax Expenses	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Profit/ (Loss) After Tax	<u>(291.57)</u>	<u>(280.48)</u>	<u>(81.73)</u>	<u>(106.81)</u>	<u>(373.30)</u>	<u>(387.29)</u>
Other Comprehensive Income	-	-	-	-	-	(0.09)
Total Comprehensive Income for the Year	<u>(291.57)</u>	<u>(280.48)</u>	<u>(81.73)</u>	<u>(106.81)</u>	<u>(373.30)</u>	<u>(387.38)</u>

Notes to the Financial Statements for the year ended 31st March, 2025

28 RELATED PARTIES DISCLOSURES

As per Ind AS 24, the disclosures of transactions with related parties are given below:

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

	Name of the Related Party	Relationship
1	Independent Media Trust	Enterprises Exercising Control
2	Adventure Marketing Private Limited *	
3	Colorful Media Private Limited *	
4	Network18 Media & Investments Limited	
5	RB Holdings Private Limited *	
6	RB Media Holdings Private Limited *	
7	RB Mediasoft Private Limited *	
8	RRB Mediasoft Private Limited *	
9	Siddhant Commercials Private Limited	
10	Watermark Infratech Private Limited *	
11	Reliance Industries Limited	Beneficiary of Independent Media Trust
12	Reliance Industrial Investments and Holdings Limited	Protector of Independent Media Trust
13	e-Eighteen.com Limited #	Fellow Subsidiaries
14	TV18 Broadcast Limited #	

* Control by Independent Media Trust of which Reliance Industries Limited is the sole beneficiary.

Merged with Network18 Media & Investments Limited with appointed date being 1st April, 2023.

28.2 Details of transactions and balances with related parties

		Enterprises Exercising Control	Fellow Subsidiary	(₹ in lakh) Total
A	<u>Transactions during the year</u>			
	<u>(excluding Reimbursements):</u>			
1	Interest expenses	291.26	-	291.26
		281.69	-	281.69
2	Expenditure for services received	-	-	-
		1.80	-	1.80
3	Loans taken	114.35	-	114.35
		120.34	-	120.34
B	<u>Balances at the year end:</u>			
1	Loan payable	3,795.08	-	3,795.08
		3,680.73	-	3,680.73
2	Interest accrued but not due	2,920.01	-	2,920.01
		2,634.57	-	2,634.57

Figures in italic represents previous year amounts

Notes to the Financial Statements for the year ended 31st March, 2025

28.3 Details of transactions and balances with related parties:

		(₹ in lakh)	
	Relationship	2024-25	2023-24
A	<u>Transactions during the year:</u>		
1	Interest expenses		
	Network18 Media & Investments Limited Enterprise Exercising Control	291.26	281.69
2	Expenditure for services received		
	Network18 Media & Investments Limited Enterprise Exercising Control	-	1.80
3	Loans taken		
	Network18 Media & Investments Limited Enterprise Exercising Control	114.35	120.34
		(₹ in lakh)	
	Relationship	As at 31 st March, 2025	As at 31 st March, 2024
B	<u>Balances at the year end:</u>		
1	Loan payable		
	Network18 Media & Investments Limited Enterprise Exercising Control	3,795.08	3,680.73
2	Interest accrued but not due		
	Network18 Media & Investments Limited Enterprise Exercising Control	2,920.01	2,634.57

29 CAPITAL AND FINANCIAL RISK MANAGEMENT

29.1 CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance with support from the parent company.

29.2 FINANCIAL RISK MANAGEMENT

The Company's activities exposes it mainly to credit risk, liquidity risk and market risk. The treasury team identifies and evaluates financial risk in close coordination with the Company's business teams.

i CREDIT RISK

The Company is exposed to credit risk from its financing activities.

ii LIQUIDITY RISK

The Company closely monitors its risk of shortage of funds. The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company assessed the concentration of risk with respect to its debt as medium. As at reporting date, the Company's term loan and all other financial liabilities of the Company are medium term. Further, the Company believes that carrying value of all of its financial liabilities including debt approximates its fair value.

Notes to the Financial Statements for the year ended 31st March, 2025

30 FAIR VALUE MEASUREMENT HIERARCHY

(₹ in lakh)

	As at 31 st March, 2025				As at 31 st March, 2024			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
At Amortised Cost *								
Cash and Bank Balances	58.25	-	-	-	58.67	-	-	-
Other Financial Assets	0.18	-	-	-	0.18	-	-	-
Financial Liabilities								
At Amortised Cost *								
Borrowings	3,795.08	-	-	-	3,680.73	-	-	-
Trade Payables	3.03	-	-	-	3.19	-	-	-
Other Financial Liabilities	2,920.02	-	-	-	2,634.58	-	-	-

* The fair values of the financial assets and liabilities approximates their carrying amounts.

30.1 The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1: Inputs are Quoted prices (unadjusted) in active markets or Net Assets Value (NAV) for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

30.2 Valuation Methodology

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

- The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or Net Asset Value (NAV), as applicable.
- The fair value of the remaining financial instruments is determined based on adjusted quoted price of underlying assets, information about market participants, assumptions and other data that are available including using discounted cash flow analysis, as applicable.

Notes to the Financial Statements for the year ended 31st March, 2025

31 RATIOS

	2024-25	2023-24	% Changes
i Current Ratio *	1.11	0.83	34%
ii Debt-Equity Ratio ^	-	-	-
iii Debt Service Coverage Ratio &	-	-	-
iv Return on Equity Ratio (%) @	-	-	-
v Inventory Turnover Ratio	-	-	-
vi Trade Receivables Turnover Ratio (i.e. Debtors Turnover Ratio)	-	-	-
vii Trade Payables Turnover Ratio **	25.73	29.59	(13%)
viii Net Capital Turnover Ratio #	-	-	-
ix Net Profit Ratio (%) ^^	-	-	-
x Return on Capital Employed (%) !	4.32%	6.55%	(34%)
xi Return on Investment (%)	-	-	-

* Current Ratio is increased due to decrease in Current Liabilities.

^ “ - “ indicates ratio is not measurable due to negative Total Equity.

& “ - “ indicates ratio is not measurable due to negative Earning Before Interest and Tax.

@ “ - “ indicates ratio is not measurable due to negative Average Net Worth.

** Trade Payable ratio decrease due to decrease in other expenses.

“ - “ indicates ratio is not measurable due to negative Average Working Capital.

^^ “ - “ indicates ratio is not measurable due to no income in current year.

! Return on Capital Employed decreased due to decrease in Average Capital Employed.

31.1 Formulae for computation of ratios are as follows -

i Current Ratio	=	$\frac{\text{Current Assets}}{\text{Current Liabilities (Including Current maturities of Non-Current Borrowings)}}$
ii Debt/ Equity Ratio	=	$\frac{\text{Total Debt (Non-Current Borrowings + Current Borrowings)}}{\text{Total Equity}}$
iii Debt Service Coverage Ratio	=	$\frac{\text{Earnings before Interest and Tax}}{\text{Interest Expense + Principal Repayments made during the period for long term loans}}$
iv Return on Equity Ratio (%)	=	$\frac{\text{Profit After Tax}}{\text{Average Net Worth}}$
v Inventory Turnover Ratio	=	$\frac{\text{Cost of Materials Consumed}}{\text{Average Inventories of Goods}}$
vi Trade Receivables Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivables}}$
vii Trade Payables Turnover Ratio	=	$\frac{\text{Purchase (Other Expenses)}}{\text{Average Trade Payables}}$
viii Net Capital Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Average Working Capital (Current Assets - Current Liabilities)}}$
ix Net Profit Ratio (%)	=	$\frac{\text{Profit/ (Loss) after Tax}}{\text{Total Income}}$

Notes to the Financial Statements for the year ended 31st March, 2025

x	Return on Capital Employed (%)	=	Profit/ (Loss) After Tax + Deferred Tax Expenses/ (Income) + Finance Cost (-) Other Income
			Average Capital Employed ^{ss}
xi	Return on Investment (%)	=	Interest Income on Bank Deposits + Net Gain/ (Loss) arising on Financial Assets designated at Fair Value Through Profit or Loss
			Average Cash and Cash Equivalents + Financial Assets designated at Fair Value Through Profit or Loss

Note

^{ss} Capital employed includes Equity, Borrowings and reduced by Cash and Cash Equivalents.

- 32** Details of Loan given, Investment made and Guarantee given covered u/s 186 (4) of the Companies Act, 2013.
- (a) No loan given by the Company to body corporate as at 31st March, 2025 and 31st March, 2024.
- (b) No investment made by the Company as at 31st March, 2025 and 31st March, 2024.
- (c) No Guarantee has been given by the Company as at 31st March, 2025 and 31st March, 2024.
- 33** The Company had discontinued its operations in the earlier years and has incurred net loss of ₹ 373.30 lakh during the year ended 31st March, 2025 and as of that date the Company's accumulated losses amount to ₹ 10,987.08 lakh which has resulted in negative net worth of the Company. The Management is evaluating various options, including starting a new line of business. Network18 Media & Investments Limited, the Holding Company, has given a support letter, for the foreseeable future, to extend any support which may be required by the Company. Considering these factors, the financial statement have been prepared on a going concern basis.
- 34** The Company has discontinued its operations, hence there is no separate reportable business or geographical segments as per Ind AS 108 "Indian Accounting Standard on Operating Segments".
- 35** There are no balance outstanding as on 31st March, 2025 and 31st March, 2024 on account of any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 36 OTHER STATUTORY INFORMATION**
- (a) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 37** Previous year's figures have been regrouped wherever necessary to make them comparable to current year's figures.

Notes to the Financial Statements for the year ended 31st March, 2025

38 The financial statements were approved for issue by the Board of Directors on 16th April, 2025.

As per our Report of even date.
For **Chaturvedi & Shah LLP**
Chartered Accountants
Registration No 101720W/W100355

Sandesh Ladha
Partner
Membership No.: 047841

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

Lalit Kumar Jain
Chairman
DIN : 01451886

Vivek Jain
Director
DIN : 00005034

Ramesh Kumar Damani
Director
DIN : 00049764

Kshipra Jatana
Director
DIN : 02491225

Karanvir Singh Gill
Director
DIN : 07283590

Bindu Navinchandra Trivedi
Director
DIN : 07986509

Ketan Kishore Ravesia
Chief Financial Officer

Pratik Dinesh Sangoi
Manager

Date: 16th April 2025

Tasneem Cementwala
Company Secretary

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Infomedia
Press Limited



(CIN: L22219MH1955PLC281164)

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