

**Gist of the proceedings of the Annual General Meeting of Infomedia Press Limited held on September 30, 2014**

The 59<sup>th</sup> Annual General Meeting ("Meeting") of the Members of the Company was held on September 30, 2014 at 1.00 p.m., at Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi- 110074.

Shri Vinay Chhajlani chaired the proceedings of the Meeting. Shri Rohit Bansal, Non-Executive Director of the Company, chaired the proceedings in respect of the items of the business where Shri Vinay Chhajlani was deemed to be interested.

Total 187 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facilities to the Members of the Company in respect of businesses to be transacted at the Meeting. The e-voting commenced at 10:00 a.m on September 25, 2014 and ended at 10:00 am on September 27, 2014. Shri. B. Narasimhan, Partner, M/s. BN & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 8 (eight) resolutions to be passed at the Meeting. Thereafter, all the 8 (eight) resolutions were proposed and seconded. On invitation of the Chairman, few members gave their suggestions and raised queries on the Company's business, which were replied by the Chairman.

Thereafter, the Chairman ordered for the poll to be taken at the meeting electronically and appointed Shri. B. Narasimhan, Partner, M/s. BN & Associates, Company Secretaries, as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website.

The resolutions passed by the Members, briefly related to:

**ORDINARY BUSINESSES:**

1. Consideration and adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors (Ordinary Resolution)
2. Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

**Infomedia Press Limited**

(CIN - L22219DL1955PLC211606)

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T +91 11 4981 2600 F +91 11 4150 6115

Noida office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh- 201 301  
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**SPECIAL BUSINESSES:**

1. Appointment of Mr. Rohit Bansal as a Director (Ordinary Resolution)
2. Appointment of Mr. Vinay Chhajlani as a Director (Ordinary Resolution)
3. Appointment of Mr. Manoj Mohanka as an Independent Director (Ordinary Resolution)
4. Appointment of Mr. Gagan Kumar as an Independent Director (Ordinary Resolution)
5. Adoption of new Articles of Association of the Company (Special Resolution)
6. Approval of the borrowing power not exceeding an amount of Rs 350 Crores over and above the paid-up capital, free reserves and securities premium account (Special Resolution)

The poll results were notified to the Stock Exchange in the format prescribed under Clause 35A of the Listing Agreement and the details of the said result were also uploaded on the Company's website.

**For Infomedia Press Limited**



**Tasneem Udaipurwala**  
Company Secretary



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Details of Voting Results

<b>Date of the AGM/EGM:</b>	<b>September 30, 2014</b>
<b>Total number of shareholders on record date (i.e. September 12, 2014 - Cut off date for e-voting purpose)</b>	<b>19,255</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	<b>187</b>
<b>Promoter &amp; Promoter Group:</b>	<b>1</b>
<b>Public:</b>	<b>186</b>
<b>No. of Shareholders attended the meeting through video conferencing:</b>	<b>Not arranged</b>
<b>Promoter &amp; Promoter Group:</b>	<b>N.A.</b>
<b>Public:</b>	<b>N.A.</b>

Agenda-Wise

In case of poll/postal ballot/E-voting:

The mode of voting for all resolutions was E-voting and poll (electronically) conducted at the meeting

**Resolution 1: Consideration and Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	3981	504	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917042</b>	<b>504</b>	<b>100.00</b>	<b>0.00</b>

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**Resolution 2: Appointment of Auditors and fixing their remuneration (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	3931	554	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23916992</b>	<b>554</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 3: Appointment of Mr. Rohit Bansal as a Director (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	4031	454	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917092</b>	<b>454</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 4: Appointment of Mr. Vinay Chhajlani as a Director (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	3931	554	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23916992</b>	<b>554</b>	<b>100.00</b>	<b>0.00</b>

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**Resolution 5: Appointment of Mr. Manoj Mohanka as an Independent Director (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	4031	454	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917092</b>	<b>454</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 6: Appointment of Mr. Gagan Kumar as an Independent Director (ordinary resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	4081	404	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917142</b>	<b>404</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 7: Adoption of new Articles of Association of the Company (Special resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of votes- against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	4081	404	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917142</b>	<b>404</b>	<b>100.00</b>	<b>0.00</b>

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**Resolution 8: Approval of borrowing power not exceeding an amount of Rs 350 Crores over and above the paid-up capital, free reserves and securities premium account (Special resolution)**

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of votes-against	% of votes on favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	23913061	23913061	100.00	23913061	0	99.98	0.00
Public Institutional holders	3366218	0	0.00	0	0	0.00	0.00
Public-others	22914893	4485	0.02	4476	9	0.02	0.00
<b>Total</b>	<b>50194172</b>	<b>23917546</b>	<b>47.65</b>	<b>23917537</b>	<b>9</b>	<b>100.00</b>	<b>0.00</b>

**Note:** All the aforesaid resolutions were passed with the requisite majority.



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