Infomedia
Press Limited

August 27, 2018

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Plot No.C/1, G-Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

BSE Limited
Department of Corporate Service - Listing
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Trading Symbol : "INFOMEDIA"

Script Code : 509069

Sub: Submission of Annual Report for the Financial Year 2017-18

Dear Sir/Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for the Financial Year 2017-18, adopted in the Annual General Meeting held on August 24, 2018.

You are requested to take the same on record.

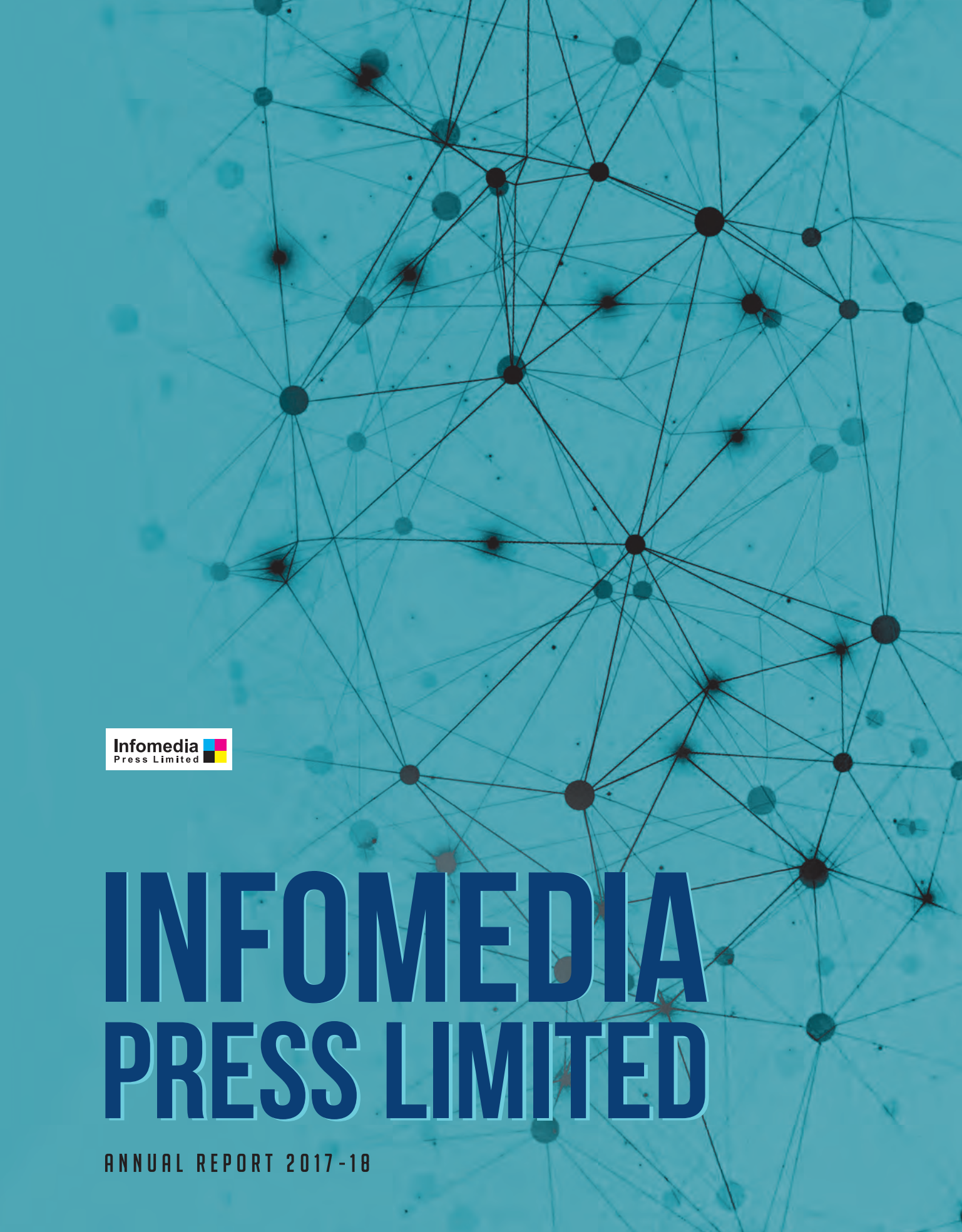
Thanking you,

Yours faithfully,

for **Infomedia Press Limited**

Tasneem Cementwala
Company Secretary

Encl : As above



Infomedia Press Limited

INFOMEDIA PRESS LIMITED

ANNUAL REPORT 2017-18

BOARD OF DIRECTORS

Gagan Kumar	Independent Director and Chairman
Lalit Kumar Jain	Independent Director
Kshipra Jatana	Non-Executive Director
Ratnesh Rukhariyar	Non-Executive Director

KEY MANAGERIAL PERSONNEL

Ruchi Arya	Manager
Sushil Jain	Chief Financial Officer
Tasneem Cementwala	Company Secretary

AUDITORS

Chaturvedi & Shah, Chartered Accountants, Mumbai

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 & SHARE TRANSFER AGENT

Karvy Computershare Private Limited
Karvy Selenium, Tower B, 6th floor,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.
Tel.: +91 40 6716 1700, Fax: +91 40 – 6716 1680
Email id: implinvestor@karvy.com,
Website: www.karvycomputershare.com
Toll Free No. : 1800-425-8998

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NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of **Infomedia Press Limited** ("the Company") will be held on August 17, 2018, 2018 at 12.30 p.m. or soon after conclusion of the Annual General Meeting of Network18 Media Investments Limited convened on the same day, whichever is later at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai- 400 021, 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, 2018 and the reports of the Board of Directors and Auditors' thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors' thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. Ratnesh Rukhariyar (DIN:00004615), who retires by rotation at this Annual General Meeting as Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ratnesh Rukhariyar (DIN:00004615), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By order of the Board of Directors
For **Infomedia Press Limited**

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date: July 9, 2018

Registered Office:
First Floor, Empire Complex,
414, Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra - 400 013
T +91 22 4001 9000 / 6666 7777
CIN: L22219MH1955PLC281164
Website: www.infomediapress.in
Email id: investors@infomedia18.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**

   A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

   A BLANK PROXY FORM IS ENCLOSED HEREWITH AND IF INTENDED TO BE USED, THE FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution/ other valid authorization together with the specimen signatures of the representative(s) authorized under the said Board Resolution / authorization to attend and vote on their behalf at the Meeting.

3. In terms of the provisions of Section 152 of the Companies Act, 2013 (the "Act"), Mr. Ratnesh Rukhariyar, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. The details of Mr. Ratnesh Rukhariyar as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2, are provided under Corporate Governance Report forming part of the Annual Report,

   Further, Mr. Ratnesh Rukhariyar is interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

4. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated

May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of auditors who were appointed in the Annual General Meeting held on September 25, 2017.

5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are sent herewith. **Once the vote on a resolution is cast by member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the meeting but shall not be entitled to cast their vote(s) again at the Meeting.**

6. Members/ Proxies/ Authorised Representatives are requested to bring to the meeting the necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report.

7. 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 Meeting.

8. Relevant documents referred to in the accompanying Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. Copies of such documents shall also be made available for inspection at the Meeting.

9. The Company's Registrar & Share Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 (Unit: Infomedia Press Limited)

10. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/ Karvy.

11. **In accordance with the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all equity shares in respect of which dividend remained unpaid or unclaimed for 7 (seven) consecutive years or more.**

    Members are advised to visit the web-link: http://infomediapress.in/wp-content/uploads/2016/11/Details_transfer_shares_IEPF_Infomedia.pdf **to ascertain details of shares transferred in the name of Investor Education and Protection Fund ("IEPF") Authority. The said details are also available at the website of IEPF Authority at** www.iepf.gov.in.

    Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Members are advised to visit weblink: http://www.iepf.gov.in/IEPFA/refund.html or contact Karvy for lodging claim for refund of shares / dividends from the IEPF Authority.

12. **Members holding shares in electronic mode:**
    - **(a) are requested to submit their Permanent Account Number (PAN) to their respective DPs with whom they are maintaining their demat accounts, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.**
    - **(b) are advised to contact their respective DPs for availing nomination facility.**

13. **Members holding shares in physical form:**
    - **(a) are required to submit their PAN to the Company/ Karvy as mandated by SEBI for every participant in securities market.**
    - **(b) are advised to make nomination as per Section 72 of the Act and are requested to write to Karvy.**

14. **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 Karvy for consolidation into a single folio.**

15. **SEBI has amended Regulation 40 of the Listing Regulations to provide that securities of listed companies can be transferred only in dematerialized form effective from December 5, 2018. In view of above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**

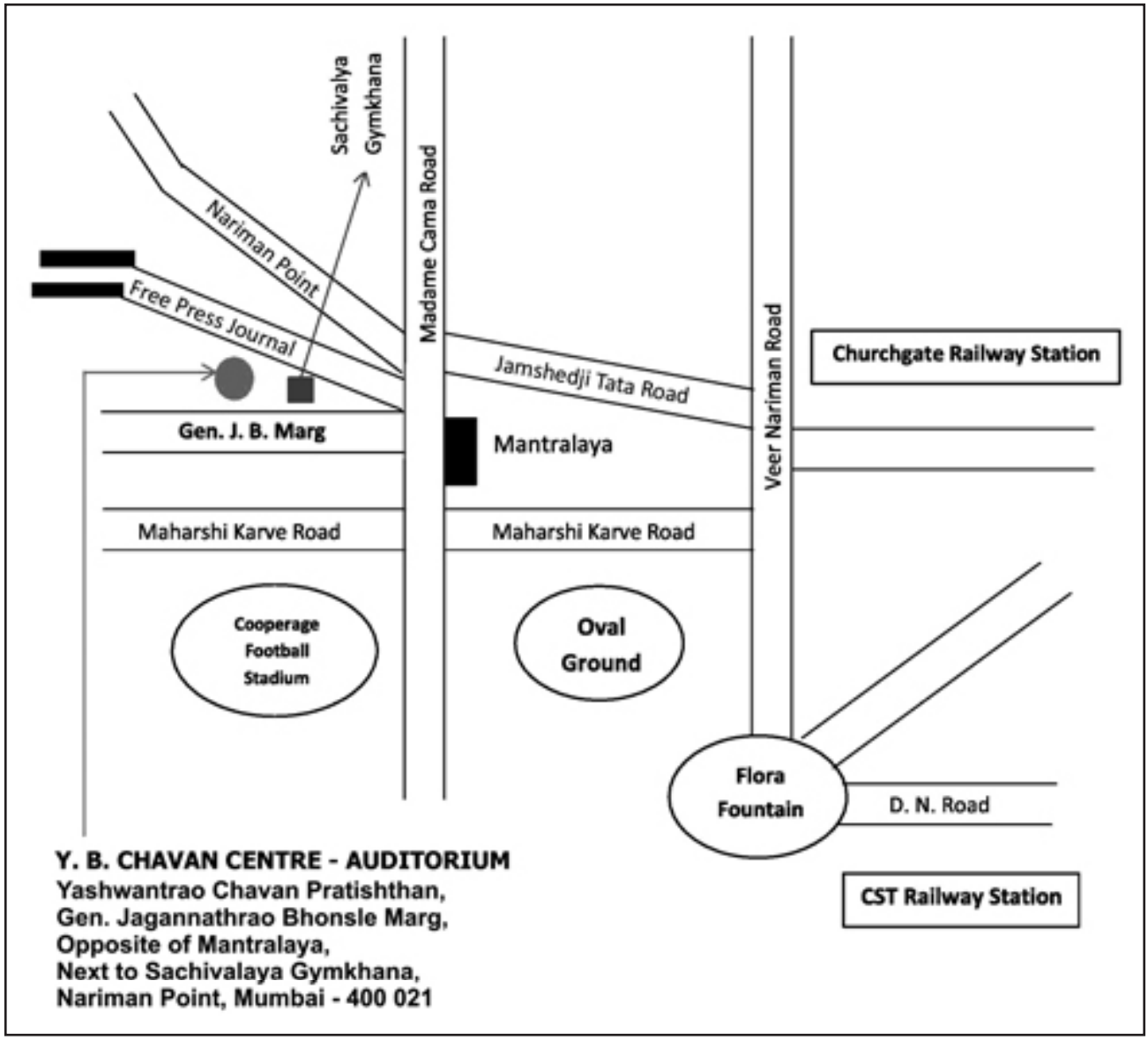
16. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
    a. Change in their residential status on return to India for permanent settlement.
    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. **Members who have not registered / updated their e-mail addresses with the Company/ Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to register / update their e-mail address for receiving all future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

19. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto. **The prominent landmark for the venue of the Meeting is Sachivalaya Gymkhana and Mantralaya. The venue is near to these landmarks.**

ROUTE MAP TO THE VENUE



Landmark:

1) Sachivalaya Gymkhana

2) Mantralaya

BOARD'S REPORT

Dear Members,

The Board of Directors are pleased to present the 63rd Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2018.

Financial Results

The financial performance of the Company for the year ended March 31, 2018 is summarized below:

(₹ In lakhs)

Particulars	**2017-18**	2016-17
Loss before interest and depreciation	**(111.99)**	(120.52)
Less: Finance Cost	**191.82**	223.03
Less: Depreciation and amortization expenses	**6.64**	6.17
Loss before tax	**(310.45)**	(349.72)
Other Comprehensive Income		
Items that will not be reclassified to profit or loss	**0.02**	0.01
Total Comprehensive Income	**(310.43)**	(349.71)

Results of operations and the State of Company's affairs

There is no operating revenue in the Company as the Company has ceased its print operations. The Company has incurred a net loss of ₹ 310.43 lakhs for the year 2017-18.

Dividend

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

Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company from the end of the financial year till date of this Report.

Management's Discussion and Analysis Report

Management's 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 presented in a separate section forming part of the Annual Report.

Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India (SEBI).

The detailed Corporate Governance Report of the Company in pursuance of the Listing Regulations forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached to the Corporate Governance Report.

Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act 2013 ('the Act") and the Articles of Association of the Company, Mr. Ratnesh Rukhariyar, Non-Executive Director, retires by rotation at the ensuing Annual General Meeting of the Company. Based on the recommendation of Nomination and Remuneration Committee, the Board has recommended his appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act read with Regulation 16 of the Listing Regulations.

The following policies of the Company are annexed herewith and marked as **Annexure IA** and **Annexure IB** respectively:

a) Policy for Selection of Directors and determining Directors Independence; and

b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

During the financial year ended March 31, 2018, there has been no change in Director and Key Managerial Personnel of the Company.

Performance Evaluation

The Company has formulated a Policy for Performance Evaluation of Independent Directors, the Board, Committees, and other Individual Directors. The evaluation process inter-alia considers attendance at meetings, acquaintance with business, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc.

On the basis of aforesaid Policy, the process of performance evaluation of the Board, Committee, individual Directors and Chairperson was carried out. The Chairperson of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. The report on performance evaluation of the Individual Directors was reviewed by the Chairperson of the Board and feedback was given to Directors.

Subsidiaries / Joint Ventures/ Associate Companies

The Company does not have any Subsidiary / Joint Venture/ Associate Company, therefore disclosures on Subsidiaries/ Joint Ventures/ Associate Companies are not applicable.

Secretarial Standards

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings

BOARD'S REPORT (Contd.)

of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of 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, 2018, 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, 2018 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, 2018 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.

Number of Meetings of the Board

During the financial year ended on March 31, 2018, four (4) Board Meetings were held. Further, details of the meetings of the Board and its Committees are given in Corporate Governance Report, forming part of the Annual Report.

Audit Committee

The Audit Committee of the Company comprises Mr. Gagan Kumar (Chairman), Mr. Lalit Kumar Jain and Mr. Ratnesh Rukhariyar. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

Risk Management

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

Internal Financial Controls

The Company has adequate system of internal financial controls to safeguard and protect the Company from loss, unauthorized 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 Auditor of the Company checks and verifies the internal financial control systems and monitors them. The internal financial controls have been embedded in the business 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 Company's internal controls and monitors the implementations of the auditor's recommendations.

Vigil Mechanism

The Company promotes ethical behavior in all its business activities. Towards this, the Company has adopted a Policy on Vigil Mechanism and Whistle Blower. The Company has constituted an Ethics & Compliance Task Force to process and investigate a protected disclosure made under the Policy. 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 policy on Vigil Mechanism and Whistle Blower is available on the Company's website and may be accessed at the link: http://infomediapress.in/wp-content/uploads/2017/08/Policy_vigil_mechanism_whistleblower_Infomedia_Press_Ltd.pdf

Related Party Transactions

All the related party transactions were entered on arm's length basis and were in the ordinary course of business. Further, the transactions with related parties were in compliance with applicable provisions of the Act and the Listing Regulations. Omnibus approval was obtained for the transactions which were foreseen and repetitive in nature. A statement of all Related Party Transaction was presented before the Audit Committee on a quarterly basis.

During the year, the Company had not entered into any contract/ arrangement/ transactions with related parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions or are required to

BOARD'S REPORT (Contd.)

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:http://infomediapress.in/wp-content/uploads/2018/01/Policy_Related_Party_Transaction_Infomedia_Press_Ltd.pdf

The details of the transactions with Related Parties are provided in Note No 24 to the Financial Statement.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place Prevention of Sexual Harassment (POSH) Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal complaints committee (ICC) has been set up to redress complaints regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. During the year no complaint on Sexual Harassment was received.

Auditor and Auditors' Report

Statutory Auditor

Chaturvedi & Shah, Chartered Accountants (ICAI Firm Regn No. 101720W) were appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years at the Annual General Meeting held on September 25, 2017. The Company has received confirmation from them to the effect that they are not disqualified for holding the office of the Auditors.

The Note on 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 emphasis of matter 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 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018, is annexed herewith with this report and marked as **Annexure II** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Particulars of Employees and Related Information

None of the employee 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.

Disclosures 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 Companies Act, 2013 and as advised, the Annual Report, excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company on all working days during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Extract of Annual Return

Extract of the Annual Return in the prescribed format is annexed with this report and marked as **Annexure III** to this report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Disclosures on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are not applicable to the Company.

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 issued any shares (including sweat equity shares) to employees of the Company under any scheme.
3. The Company has not made any Investments or given any Loans, Guarantees and Securities therefore disclosure under Section 186(4) of the Act is not applicable.
4. 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.
5. No fraud has been reported by Auditors to the Audit Committee or the Board.

Acknowledgment

The Board of Directors wish to place on record their appreciation for the faith reposed in the Company and continuous support extended by the investors, government authorities and various stakeholders.

For and on behalf of the Board of Directors

Date: April 19, 2018
Place: Noida

Gagan Kumar
Chairman

ANNEXURE IA

Policy for Selection of Directors and Determining Directors' Independence

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1. Introduction

1.1 Infomedia Press Limited (the "Company" or "Infomedia") believes that an enlightened Board of Directors ("Board") consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, Infomedia ensures constitution of a Board with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 Infomedia recognizes the importance of Independent Directors in achieving the effectiveness of the Board. Infomedia aims to have an optimum combination of Executive Directors, Non-executive Directors and Independent Directors.

2. Scope and Purpose:

2.1. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

3. Terms and References:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

3.1. **"Director"** means a director appointed to the Board of the Company.

3.2. **"Nomination and Remuneration Committee"** means the committee constituted by Infomedia's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

3.3. **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

4. Policy:

4.1. QUALIFICATIONS AND CRITERIA

The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its Individual Members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of Individual Board Members, the Nomination and Remuneration Committee shall take into account many factors, including the following:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background;
- Standing in the profession;
- Personal and professional ethics, integrity and values; and
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfill the following requirements:

- Shall possess a director's identification number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavor to attend all Board meetings and wherever he is appointed as a Board Committee ("Committee") Member, the Committee meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, the Listing Regulations and other relevant laws.

The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2. CRITERIA OF INDEPENDENCE

The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

The criteria of independence, as laid down in Companies Act, 2013 and the Listing Regulations, is as below:

An Independent Director in relation to a Company, means a director other than a Managing Director or a Whole-time Director or a Nominee Director —

ANNEXURE IA (Contd.)

Policy for Selection of Directors and Determining Directors' Independence

a. who, in the opinion of the board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the Company or its Holding, Subsidiary or Associate Company;

(ii) who is not related to promoters or Directors in the Company, its Holding, Subsidiary or Associate Company;

c. who, apart from receiving Director's remuneration, has or had no pecuniary relationship with the Company, its Holding, Subsidiary or Associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its Holding, Subsidiary or Associate Company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e. who, neither himself nor any of his relatives—

(i) holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its Holding, Subsidiary or Associate Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its Holding, Subsidiary or Associate Company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its Holding, Subsidiary or Associate Company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoters, directors or its Holding, Subsidiary or Associate Company or that holds two per cent or more of the total voting power of the Company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company.

f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013 and the Listing Regulations.

h. who is not less than 21 years of age.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3. OTHER DIRECTORSHIPS / COMMITTEE MEMBERSHIPS

4.3.1 The Board Members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, Members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Directors of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

4.3.4 A Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committees, Audit Committee and Stakeholders' Relationship Committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.

For and behalf of the Board of Directors

Date: April 19, 2018
Place: Noida

Gagan Kumar
Chairman

ANNEXURE IB

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

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1. Introduction

1.1 Infomedia Press Limited ("Infomedia" or the "Company") recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees ("Policy") keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks; and

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. Scope and Purpose:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board of Directors of the Company ("Board") the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

3. Terms and References:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

3.1. "Director" means a director appointed to the Board of the Company.

3.2. **"Key Managerial Personnel"** means

(i) the Chief Executive Officer or the Managing Director or the Manager;
(ii) the Company Secretary;
(iii) the Whole-time Director;
(iv) the Chief Financial Officer; and
(v) such other officer as may be prescribed under the Companies Act, 2013

3.3. **"Nomination and Remuneration Committee"** means the committee constituted by Infomedia's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

4. Policy:

4.1. REMUNERATION TO EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors within the overall limits approved by the shareholders of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

(i) Basic pay
(ii) Perquisites and allowances
(iii) Stock options
(iv) Commission (applicable in case of Executive Directors)
(v) Retiral benefits
(vi) Annual performance bonus
(vii) Other perquisites/ facilities (including loans/ advances) as per the prevalent policies and practices of the Company

4.1.2 The Annual Plan and Objectives for senior executives and Executive Directors shall be reviewed by the Nomination and Remuneration Committee and the annual performance bonus will be approved by the Nomination and Remuneration Committee based on the achievements against the Annual Plan and Objectives.

4.2. REMUNERATION TO NON-EXECUTIVE DIRECTORS

The Board on the recommendation of the Nomination and Remuneration Committee shall review and approve the remuneration payable to the non-executive Directors ("Non-Executive Directors") within the overall limits approved by the shareholders of the Company.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof. The Non-Executive Directors may also be entitled to profit related commission in addition to the sitting fees, as may be decided by the shareholders of the Company, from time to time.

4.3. REMUNERATION TO OTHER EMPLOYEES

Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Remuneration and other perquisites/ facilities (including loans / advances) shall be governed by the prevalent policies and practices of the Company.

For and behalf of the Board of Directors

Date: April 19, 2018
Place: Noida

Gagan Kumar
Chairman

ANNEXURE II

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

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 governance 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, 2018 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, 2018 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 55A;

(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;

(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, 2009;

  (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; **Not Applicable**

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and 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.

ANNEXURE II (Contd.)

SECRETARIAL AUDIT REPORT

All decisions at Board Meetings and Committee Meetings are 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, regulations and guidelines.

We further report that during the audit period, there was no event having major bearing on the Company's affairs in presence of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Chandrasekaran Associates**
Company Secretaries

Rupesh Agarwal
Partner
Membership No. A16302
Certificate of Practice No. 5673

Date: April 12, 2018

Place: New Delhi

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

ANNEXURE II (Contd.)

SECRETARIAL AUDIT REPORT

ANNEXURE A

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

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.
4. Where ever 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

Rupesh Agarwal
Partner
Membership No. A16302
Certificate of Practice No. 5673

Date: April 12, 2018
Place: New Delhi

ANNEXURE III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on March 31, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1. CIN	L22219MH1955PLC281164
2. Registration Date	30/05/1955
3. Name of the Company	Infomedia Press Limited
4. Category/Sub-category of the Company	Public Company Limited by Shares
5. Address of the Registered Office & contact details	First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai-400013. Tel: +91 22 40019000/ 6666 7777
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 Tel: +91-40-67161700 Fax: +91-40-67161680 Toll free No. 1800-425-8998 (from 9 .00 a.m. to 6.00 p.m.) Email id : implinvestor@karvy.com Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the company
1	NA*	NA	NA

*The Company has discontinued its printing business.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Network18 Media & Investments Limited	First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai-400013.	L65910MH1996PLC280969	Holding	50.69	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	**Promoters**									
(1)	**Indian**									
a)	Individual / HUF	0	0	0	0.00	0	0	0	0.00	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate	25442694	0	25442694	50.69	25442694	0	25442694	50.69	0.00
e)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
	Sub - Total (A) (1) :-	**25442694**	**0**	**25442694**	**50.69**	**25442694**	**0**	**25442694**	**50.69**	**0.00**
(2)	**Foreign**									

ANNEXURE III (Contd.)

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
a)	NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any other									
	Sub - Total (A) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoter(A) = (A)(1) + (A)(2)	**25442694**	**0**	**25442694**	**50.69**	**25442694**	**0**	**25442694**	**50.69**	**0.00**
B	**Public Shareholding**									
1	**Institutions**									
(a)	Mutual Funds	95	516	611	0.00	95	516	611	0.00	0.00
(b)	Banks / FI	150	450	600	0.00	150	386	536	0.00	0.00
(c)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Insurance Companies	625925	0	625925	1.25	625925	0	625925	1.25	0.00
(g)	FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others									
	(i-i) Unit Trust of India	258	0	258	0.00	258	0	258	0.00	0.00
	Sub - Total (B) (1)	**626428**	**966**	**627394**	**1.25**	**626428**	**902**	**627330**	**1.25**	**0.00**
2	**Non-institutions**									
a)	Bodies Corporate									
i)	Indian	2733267	1065	2734332	5.45	2285244	205	2285449	4.55	-0.89
ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individuals									
I)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	8976968	517170	9494138	18.91	8637862	455042	9092904	18.12	-0.80
II)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	10045878	0	10045878	20.01	10848649	0	10848649	21.61	1.60
(c)	Others									
	(c-i) Non Resident Indians	145843	1400	147243	0.29	166644	1309	167953	0.33	0.04
	(c-ii) Clearing Member	14364	0	14364	0.03	0	0	0	0.00	-0.03
	(c-iii) Unclaimed Shares Suspense Account-Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*	51546	0	51546	0.10	51546	0	51546	0.10	0.00
	(c-iv) Investor Education and Protection Fund (IEPF) Authority#	0	0	0	0.00	54245	0	54245	0.11	0.11
	(c-v) Trusts	6510	52	6562	0.01	6510	52	6562	0.01	0.00

ANNEXURE III (Contd.)

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	(c-vi) HUF	1629800	221	1630021	3.25	1616619	221	1616840	3.22	-0.03
	Sub - Total (B) (2)	**23604176**	**519908**	**24124084**	**48.06**	**23667319**	**456829**	**24124148**	**48.06**	**0.00**
	Total Public Shareholding (B) = (B)(1) + (B)(2)	**24230604**	**520874**	**24751478**	**49.31**	**24293747**	**457731**	**24751478**	**49.31**	**0.00**
C.	**Shares held by Custodian for GDRs & ADRs**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Grand Total (A+B+C)	**49673298**	**520874**	**50194172**	**100.00**	**49736441**	**457731**	**50194172**	**100.00**	**0.00**

* The voting rights on these shares shall remain frozen till the rightful owners claim the shares [Refer Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

\# The voting rights on these shares shall remain frozen till the rightful owner claim the shares (Refer to Section 124 of the Companies Act, 2013).

ii) Shareholding of Promoters/Promoter Group

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2017)			Shareholding at the end of the year (As on 31-03-2018)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Network18 Media & Investments Ltd	25442694	50.69	0.00	25442694	50.69	0.00	0.00
2	Adventure Marketing Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
3	Watermark Infratech Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
4	Independent Media Trust (through its Trustee-Sanchar Content Private Limited)	0	0.00	0.00	0	0.00	0.00	0.00
5	Colorful Media Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
6	RB Media Holdings Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
7	RB Mediasoft Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
8	RRB Mediasoft Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
9	Reliance Industries Limited	0	0.00	0.00	0	0.00	0.00	0.00
10	RB Holdings Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
11	Teesta Retail Private Limited	0	0.00	0.00	0	0.00	0.00	0.00
12	Reliance Industrial Investments and Holdings Limited	0	0.00	0.00	0	0.00	0.00	0.00
	Total	**25442694**	**50.69**	**0.00**	**25442694**	**50.69**	**0.00**	**0.00**

Shareholders listed above are Promoters as per disclosure received under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on March 31, 2018.

ANNEXURE III (Contd.)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Change in the Shareholding during the year		Cumulative Shareholding during the year (As on 31-03-2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Shareholding of the Promoter/ Promoter Group	25442694	50.69	-	-	25442694	50.69

Note: There is no change in total shareholding of promoter between April 1, 2017 and March 31, 2018

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of Shareholders	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-2018)	
		No. of Shares at the beginning (01-04-17)/ end of the year (31-03-2018)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Nitinkumar Karsandas Patel	1029661	2.05	1-Apr-2017	0	Nil movement during the year		
		1029661	2.05	31-Mar-2018			1029661	2.05
2	The Oriental Insurance Company Limited	625925	1.25	1-Apr-2017	0	Nil movement during the year		
		625925	1.25	31-Mar-2018			625925	1.25
3	Sanjiv Dhireshbhai Shah	607820	1.21	1-Apr-2017	0	Nil movement during the year		
		607820	1.21	31-Mar-2018			607820	1.21
4	Vijay Omprakash Sethi	536501	1.07	1-Apr-2017	0	Nil movement during the year		
		536501	1.07	31-Mar-2018			536501	1.07
5	Bhavesh Dhireshbhai Shah	463722	0.92	1-Apr-2017				
				4-Aug-2017	7654	Transfer	471376	0.94
				27-Oct-2017	9812	Transfer	481188	0.96
		481188	0.96	31-Mar-2018			481188	0.96
6	Chetan Dhireshbhai Shah	433305	0.86	1-Apr-2017	0	Nil movement during the year		
		433305	0.86	31-Mar-2018			433305	0.86
7	Isha Securities Limited	407240	0.81	1-Apr-2017	0	Nil movement during the year		
		407240	0.81	31-Mar-2018			407240	0.81
8	Chetan D Shah HUF	396317	0.79	1-Apr-2017	0	Nil movement during the year		
		396317	0.79	31-Mar-2018			396317	0.79
9	Kishore Kumar Patni *	47815	0.10	1-Apr-2017				
				21-Apr-2017	200	Transfer	48015	0.10
				19-May-2017	35908	Transfer	83923	0.17
				26-May-2017	11090	Transfer	95013	0.19
				2-Jun-2017	6043	Transfer	101056	0.20
				9-Jun-2017	4716	Transfer	105772	0.21
				16-Jun-2017	33324	Transfer	139096	0.28
				7-Jul-2017	15861	Transfer	154957	0.31

ANNEXURE III (Contd.)

Sl. No.	Name of Shareholders	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-2018)	
		No. of Shares at the beginning (01-04-17)/ end of the year (31-03-2018)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				14-Jul-2017	17324	Transfer	172281	0.34
				21-Jul-2017	4699	Transfer	176980	0.35
				28-Jul-2017	5251	Transfer	182231	0.36
				4-Aug-2017	5921	Transfer	188152	0.37
				11-Aug-2017	448	Transfer	188600	0.38
				18-Aug-2017	5062	Transfer	193662	0.39
				25-Aug-2017	9135	Transfer	202797	0.40
				1-Sep-2017	750	Transfer	203547	0.41
				8-Sep-2017	15332	Transfer	218879	0.44
				15-Sep-2017	4999	Transfer	223878	0.45
				29-Sep-2017	3000	Transfer	226878	0.45
				24-Nov-2017	3226	Transfer	230104	0.46
				1-Dec-2017	5129	Transfer	235233	0.47
				15-Dec-2017	2000	Transfer	237233	0.47
				22-Dec-2017	22442	Transfer	259675	0.52
				29-Dec-2017	2620	Transfer	262295	0.52
				12-Jan-2018	32792	Transfer	295087	0.59
				19-Jan-2018	41427	Transfer	336514	0.67
				16-Feb-2018	2304	Transfer	338818	0.68
		338818	0.68	31-Mar-2018			338818	0.68
10	Nipun Kishorchandra Mahida	311005	0.62	1-Apr-2017	0	Nil movement during the year		
		311005	0.62	31-Mar-2018			311005	0.62
11	Marwadi Shares and Finance Limited #	225450	0.45	1-Apr-2017				
				7-Apr-2017	12074	Transfer	237524	0.47
				14-Apr-2017	79002	Transfer	316526	0.63
				21-Apr-2017	39405	Transfer	355931	0.71
				28-Apr-2017	32924	Transfer	388855	0.77
				5-May-2017	-950	Transfer	387905	0.77
				26-May-2017	-1500	Transfer	386405	0.77
				2-Jun-2017	-64000	Transfer	322405	0.64
				9-Jun-2017	-5127	Transfer	317278	0.63
				16-Jun-2017	-10799	Transfer	306479	0.61
				8-Sep-2017	-1000	Transfer	305479	0.61
				20-Oct-2017	-1000	Transfer	304479	0.61
				10-Nov-2017	-3	Transfer	304476	0.61
				16-Feb-2018	600	Transfer	305076	0.61
		305076	0.61	31-Mar-2018			305076	0.61

* Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.

\# Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2017.

ANNEXURE III (Contd.)

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Directors and Key Managerial Personnel	Shareholding		Change in shareholding during the year			Cumulative Shareholding during the year (01-04-17 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)/ end of the year (31-03-2018)	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reasons for Increase/ Decrease	No. of Shares	% of total shares of the Company
A	**DIRECTORS:**							
1	Gagan Kumar- Independent Director	0	0.00	1-Apr-2017	0	Nil Holding/ no movement during the year	-	-
		-	-	-				
		0	0.00	31-Mar-2018			0	0.00
2	Lalit Kumar Jain- Independent Director	0	0.00	1-Apr-2017	0	Nil Holding/ no movement during the year	-	-
		-	-	-			-	-
		0	0.00	31-Mar-2018			0	0.00
3	Kshipra Jatana- Non-Executive Director	0	0.00	1-Apr-2017	0	Nil Holding/ no movement during the year	-	-
		-	-	-			-	-
		0	0.00	31-Mar-2018			0	0.00
4	Ratnesh Rukhariyar- Non-Executive Director	0	0.00	15-Apr-2017	0	Nil Holding/ no movement during the mentioned period	-	-
		-	-	-			-	-
		0	0.00	31-Mar-2018			0	0.00
B	**Key Managerial Personnels (KMPs)**							
1	Ruchi Arya- Manager	0	0.00	1-Apr-2017	0	Nil Holding/ no movement during the year	-	-
		-	-				-	-
		0	0.00	31-Mar-2018			0	0.00
3	Sushil Kumar Jain- Chief Financial Officer	15	15	1-Apr-2017	15	No movement during the year	-	-
		-	-					
		15	15	31-Mar-2018	15		15	0.00
4	Tasneem Cementwala- Company Secretary	1	0.00	1-Apr-2017	1	No movement during the year		
		-	-		-		-	-
		1	0.00	31-Mar-2018	1		1	0.00

ANNEXURE III (Contd.)

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount ₹ In lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,313.50	-	2,313.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,012.13	-	1,012.13
Total (i+ii+iii)	-	3,325.63	-	3,325.63
Change in Indebtedness during the financial year	-		-	
* Addition	-	142.10	-	142.10
* Reduction	-	(0.07)	-	(0.07)
Net Change	-	142.02	-	142.02
Indebtedness at the end of the financial year	-		-	
i) Principal Amount	-	2455.52	-	2455.52
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,184.76	-	1,184.76
Total (i+ii+iii)	**-**	**3,640.29**	**-**	**3,640.29**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER: During the year, the Company did not have any Managing Director / Whole Time Director. The Manager of the Company was not paid any remuneration from the Company during the year.

B. REMUNERATION TO OTHER DIRECTORS :

(Amount ₹ In lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	**Independent Directors**	**Gagan Kumar**	**Lalit Kumar Jain**	**--**
	Sitting Fee for attending Board / Committee Meetings **	11	11	22
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	11	11	22
2.	**Other Non-Executive Directors@**	**Kshipra Jatana**	**Ratnesh Rukhariyar**	
	Fee for attending board / committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total Managerial Remuneration (1+2)	**11**	**11**	**22**
	Overall Ceiling as per the Act	The Company can pay sitting fee of ₹ 1,00,000 to each of the Directors for attending each meeting of the Board of Directors and its Committees.		

@The Board of Directors unanimously agreed that no sitting fees be paid to Directors, other than Independent Directors in view of the huge accumulated losses in the Company.

** Exclusive of applicable taxes, if any

ANNEXURE III (Contd.)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount ₹ In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Tasneem Cementwala (Company Secretary)	Mr. Sushil Jain (Chief Financial Officer)	Total
1	**Gross salary**		**-**	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.10	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify…	-	-	-
5	Others, please specify (Employers Contribution to Provident Fund, Pension Fund, Gratuity Fund)	0.25	-	-
	Total	**5.35**	**-**	**-**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and behalf of the Board of Directors

Date: April 19, 2018
Place: Noida

Gagan Kumar
Chairman

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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 has ceased its printing operations, hence there is no revenue from printing business during the year.

Expenditure: In view of the discontinued operations, there were no manufacturing expenses incurred by the Company during the year under review. However the Company did incur some expenses relating to employee welfare benefits and statutory items like fee for auditors and legal and professional expenses.

3. Risk and concerns

The company currently has no business operations. If and when decided upon, the risks and concerns as applicable to a new line of business shall be relevant at such a juncture.

4. Internal Control Systems

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

5. Human Resources

The Company had reached a compensation settlement with all but two permanent employees of the Company through a Voluntary Retirement Scheme in earlier years.

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.

CAUTIONARY STATEMENT

Statement in the Management's Discussion and Analysis describing the Company's objectives, projections, estimate, expectations on a go "forward – looking statements" are within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation and industrial relations.

CORPORATE GOVERNANCE REPORT

The report containing details of Corporate Governance systems and processes of 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. Good Corporate Governance is about enhancing value for all our stakeholders. The Company is committed to adopt best practices in Corporate Governance and disclosure thereunder. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is 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 following core values of the Company:

1. Customer Value
2. Ownership Mindset
3. Respect
4. Integrity
5. One Team
6. Excellence

The Company complies with all statutory and regulatory requirements on Corporate Governance and has constituted the requisite committees to look into issues of financial reporting, investor grievances and executive remuneration. This attitude of Infomedia has strengthened the bond of trust with its stakeholders including the society at large.

Ethics / Governance Policies

At Infomedia, we strive to conduct our business and strengthen our relationship in a manner that is dignified, distinctive and responsible. 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 Insiders
- 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 on Determination and Disclosure of materiality of events and information
- Policy for Performance Evaluation of Independent Directors, Board, its Committees and other Individual Directors

2. Board of Directors

Board composition and category of Directors:

Category	Name of Directors
Independent Directors	Mr. Gagan Kumar (Chairman)
	Mr. Lalit Kumar Jain
Non-Executive Non-Independent Directors	Ms. Kshipra Jatana
	Mr. Ratnesh Rukhariyar

CORPORATE GOVERNANCE REPORT (Contd.)

None of the Directors are inter se, related to any other Director on the Board nor are related to any Key Managerial Personnel of the Company. Further, none of the Director holds any share in the Company.

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/ profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and Determining Directors' Independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law. All the Independent Directors have given the requisite declarations of independence during the year.

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every year without the presence of Non-Independent Directors and Management Personnel. Such meetings of Independent Directors are conducted to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the other Independent Directors. Independent Directors take appropriate steps to present their views to the Board.

Performance Evaluation Criteria of Directors

Performance of Independent Directors is evaluated based on the criteria of evaluation of Directors (including Independent Directors) devised by the Nomination and Remuneration Committee of the Board. As per the criteria, the Directors are evaluated based on their attendance and contributions made by them in the meetings, subject knowledge, and awareness of the business and regulatory environment in which the Company operates.

Familiarization Programmes for Board Members

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The Company organizes various programmes and presentations for the Board of Directors in order to familiarize them with their roles, rights, responsibilities in the Company and other related matters.

Presentations are made periodically at the Board and its Committees Meetings, on the performance updates of the Company. Periodical updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are also informed to the Directors.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and may be accessed at: http://infomediapress.in/wp-content/uploads/2018/07/Familiarisation_Programmes_Infomedia_Press_Limited.pdf

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 given below:

It is hereby certified that all the members of the Board and Senior Management Personnel have confirmed to and complied with the applicable Code during the financial year 2017-18 and there has been no instance of violation of the Code.

Sd/-

Manager
April 19, 2018,
Mumbai

CORPORATE GOVERNANCE REPORT (Contd.)

3. Board and Committee Meetings and its Procedures

(a) Institutionalised decision-making process

The Board of Directors is the apex body constituted for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that the stakeholders' long-term interests are being served.

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, depending on business needs.

The Company's internal guidelines for Board / Board Committee meetings facilitate the decision making process at the meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines at the Company.

(b) Scheduling and selection of agenda items for Board Meetings

(i) Minimum four pre-scheduled Board Meetings are held in a financial year. Board Meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

(ii) It is always encouraged to plan things well in advance, particularly with regard to matters requiring discussion / approval / decision at Board / Board Committee meetings. Any such matters requiring Board/ Board Committee approval are communicated to the Company Secretary in advance so that they are included in the agenda for Board / Board Committee Meetings.

(iii) The Board is given presentations / briefed on the quarterly / annual financial results of the Company. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalize the agenda for Board Meetings.

The agenda and notes on agenda are circulated to Directors in advance, in the defined agenda format. All material information is incorporated in the notes to the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

(c) Recording minutes of proceedings of Board and Board Committee meetings

The Company Secretary records minutes of proceedings of each Board and Board Committee meeting. Draft minutes are circulated to the Board/Board Committee members within 15 days from the date of the Board/ Board Committee Meeting for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

(d) Post meeting follow-up mechanism

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at the Board/ Board Committee meetings are communicated promptly to the concerned departments / divisions. Minutes of the previous Board/ Board Committee Meeting(s) are placed at the succeeding Meeting of the Board/ Board Committee for noting. Further, minutes of all the previous Board Committee Meeting(s) is/ are also placed at the succeeding Meeting of the Board.

(e) Compliance

The Company Secretary, while preparing the agenda, notes on agenda, minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations including Companies Act, 2013 read with rules issued thereunder, Listing Regulations and the Secretarial Standards (SS-1 and SS-2) specified by the Institute of Company Secretaries of India.

CORPORATE GOVERNANCE REPORT (Contd.)

4. Details of Board Meetings Held

Four (4) Board meetings were held during the year ended March 31, 2018. The maximum time gap between any two Meetings was less than 120 days. The details of Board meetings are given below:

Date of the Meeting	Board Strength	No. of Directors Present
April 15, 2017	6	4
July 14, 2017	4	4
October 9, 2017	4	4
January 12, 2018	4	4

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		No. of Other Directorship (s)[1] as on 31.03.2018	No. of Membership(s) / Chairmanship(s) of Board Committees as on 31.03.2018[2]
	Board Meetings	AGM		
Mr. Gagan Kumar	4	Yes	6	8 (includes 2 as Chairman)
Mr. Lalit Kumar Jain	4	No	4	6
Ms. Kshipra Jatana	4	Yes	7	1 (as Chairperson)
Mr. Ratnesh Rukhariyar	4	Yes	7	2 (includes 1 as Chairman)

[1] Directorships, held by Directors as mentioned above, do not include Directorships in foreign companies and Section 8 Companies.

[2] In accordance with Regulation 20 of the Listing Regulations, Membership(s) / Chairmanship(s) of only the Audit Committees and Shareholders' / Stakeholders Relationship Committees in all public limited companies (including that of the Company) have been considered.

Video/tele-conferencing facilities are provided to facilitate Directors traveling abroad or present at other locations to participate in the meetings.

The number of Directorships, Committee Memberships and Chairmanships of all the Directors is within the respective limits prescribed under the Companies Act, 2013 and the Listing Regulations.

6. Board Committees

Details of the Board Committees and other related information are provided hereunder:

Audit Committee

1.	Mr. Gagan Kumar (Independent Director, Chairman of the Committee)
2.	Mr. Lalit Kumar Jain (Independent Director)
3.	Mr. Ratnesh Rukhariyar (Non-Executive Non-Independent Director)

Stakeholders Relationship Committee

1.	Mr. Ratnesh Rukhariyar (Non-Executive Non-Independent Director, Chairman of the Committee)
2.	Mr. Gagan Kumar (Independent Director)
3.	Mr. Lalit Kumar Jain (Independent Director)

Nomination and Remuneration Committee

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

Ms. Tasneem Cementwala, Company Secretary and Compliance Officer is the Secretary to all the Committees.

CORPORATE GOVERNANCE REPORT (Contd.)

Meetings of Board Committees held during the year and Directors' attendance:

Particulars	Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee	
	Number of Meetings held during tenure	Number of Meetings attended	Number of Meetings held during tenure	Number of Meetings attended	Number of Meetings held during tenure	Number of Meetings attended
Mr. Gagan Kumar	4	4	1	1	1	1
Mr. Lalit Kumar Jain	4	4	1	1	1	1
Mr. Ratnesh Rukhariyar	4	4	N.M	-	1	1
Ms. Kshipra Jatana	N.M	-	1	1	N.M	-

N.M- not a Member of the Committee during the year

Procedure at Committee Meetings

The Company's guidelines relating to the Board meetings are applicable to Committee meetings as far as practicable. 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.

Terms of Reference and other details of Committees:

(a) Audit Committee

Composition of the Committee:

Mr. Gagan Kumar (Chairman)	Independent Director
Mr. Lalit Kumar Jain	Independent Director
Mr. Ratnesh Rukhariyar	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

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

- To examine and oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend to the Board, the appointment, remuneration and terms of appointment of the Auditors of the Company.
- To review and monitor the Auditor's independence and performance and effectiveness of the audit process.
- To approve payment to statutory auditors for any other services rendered by the statutory auditors.
- To review with the management, the annual Financial Statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' 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
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgement by the management
  - Significant adjustments made in the Financial Statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to Financial Statements
  - Disclosure of related party transaction and
  - Qualification/ modified opinion in the draft audit report.
- To examine the quarterly Financial Statements/ results and auditors' report thereon and review the same with the management before submission to the Board for approval.

CORPORATE GOVERNANCE REPORT (Contd.)

- To monitor end use of funds raised through public offer and related matters and review, 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 purposes other than those stated in the offer documents/ 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.
- To approve transactions of the Company with related parties or any subsequent modification of the same.
- To scrutinize inter-corporate loans and investments.
- To approve the valuation of undertakings or assets of the Company, whenever it is necessary.
- To evaluate internal financial controls and risk management systems.
- To review with the management, performance and independence of auditors effectiveness of audit process, and adequacy of the internal control systems.
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To discuss with Internal Auditors any significant findings and follow up thereon.
- To review 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.
- To discuss 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, if any, in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.
- To approve the appointment of Chief Financial Officer (i.e the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate.
- To review the following information:
  - Management's Discussion and Analysis of financial condition and results of operations
  - Statement of significant related party transactions (as per the Company's Policy) 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 / Internal Auditor(s) shall be subject to review by the Audit Committee
  - Statement of deviation(s), quarterly/ annually of funds utilized for the purpose other than those stated in the Offer Document/ Prospectus/ Notice in terms of Regulation 32 of the Listing Regulations
- 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

General

Executives of Finance and Accounts Department, Secretarial Department and representatives of Statutory and Internal Auditors are also invited to attend the Audit Committee Meetings.

The Internal Auditors reports directly to the Audit Committee.

During the year, four (4) meetings of the Audit Committee were held on April 15, 2017, July 14, 2017, October 9, 2017 and January 12, 2018 and the maximum time gap between any two meetings was less than 120 days.

CORPORATE GOVERNANCE REPORT (Contd.)

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 25, 2017.

(b) Nomination and Remuneration Committee

Composition of the Committee:

Mr. Lalit Kumar Jain (Chairman)	Independent Director
Mr. Gagan Kumar	Independent Director
Ms. Kshipra Jatana	Non-Executive Non Independent Director

The Committee's composition and terms of reference meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 as amended from time to time.

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

- 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.
- To carry out evaluation of every Director's performance.
- 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 performance of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/ review remuneration of the Managing Director(s), Manager and Whole-time Director(s) based on their performance and defined assessment criteria.
- To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme of the Company, if any.
- 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
- To perform such other functions as may be necessary or appropriate for the performance of its duties

During the year, one (1) meeting of the Nomination and Remuneration Committee was held on July 14, 2017.

Remuneration policy and details of remuneration of Non-Executive Directors:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure IB to the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Remuneration Policy is in consonance with the industry practice.

Details of the remuneration / sitting fees paid to the Directors

Remuneration of Non-Executive Directors:

During the year, apart from the sitting fees, no remuneration was paid to the 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: http://infomediapress.in/wp-content/uploads/2017/08/Criteria_Payment_Non_Executive_Directors_Infomedia_Press_Limited.pdf

Sitting fees paid to Non-Executive Directors during the year is given below:

(Amount in ₹)

Name of the Director	Sitting Fee*
Mr. Gagan Kumar (Chairman)	11,00,000
Mr. Lalit Kumar Jain	11,00,000

*Exclusive of applicable taxes, if any

CORPORATE GOVERNANCE REPORT (Contd.)

There were no other pecuniary relationships or transactions of Non- Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

(c) Stakeholders' Relationship Committee

Composition of the Committee:

Mr. Ratnesh Rukhariyar (Chairman)	Non-Executive Non-Independent Director
Mr. Gagan Kumar	Independent Director
Mr. Lalit Kumar Jain	Independent Director

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of Shareholders' / Investors' Complaints. The Committee's composition and the terms of reference meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

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

- To approve the transfer/ transmission/ transposition of any security of the Company and to issue Certificates thereof.
- To approve requests for dematerialization/rematerialization of securities and issue Certificates thereof.
- To issue duplicate Share Certificates including in place of those which are lost, damaged or in which the pages are completely exhausted (provided such original certificates are surrendered to the Company).
- To affix or authorize affixation of the Common Seal of the Company to the Security Certificates (equity, preference or any other security) issued by the Company, wherever necessary or required.
- To redress Security holders' concerns/complaints/grievances.
- To attend to other areas of Stakeholders' services.
- To oversee performance of the Registrar and Transfer Agent of the Company and recommend measure for overall improvement in the quality of investor service.
- To perform such other functions as may be required under the Companies Act, 2013, Rules made thereunder, SEBI Regulations/ Guidelines and the Listing Regulations, as amended from time to time, and/or delegated by the Board of Directors from time to time.

During the year, one (1) meeting of Stakeholders' Relationship Committee was held on January 12, 2018.

Investors Grievance Redressal

The Company received 3 complaints during the year ended March 31, 2018 and the same were promptly resolved. These Complaints were pertaining to inter alia, non-receipt of Annual Report. As on March 31, 2018, there was no outstanding complaint.

Compliance Officer: Ms. Tasneem Cementwala, Company Secretary has been appointed as the Compliance Officer for complying with requirements of Securities Laws, Listing Regulations and SEBI (Prohibition of Insider Trading) Regulation, 2015.

7. General Body Meetings

(i) Annual General Meetings

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

Year	Date	Venue	Time	Special Resolution Passed
2017	September 25, 2017	Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannath Rao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021	12.30 p.m	Nil
2016	September 29, 2016	Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Near Ruparel College, Mumbai-400016	12.30 p.m.	Nil
2015	September 24, 2015	Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi -110 074.	10.00 a.m.	(i) Re-appointment of Mr. Manoj Mohanka as an Independent Director of the Company (ii) Re-appointment of Mr. Gagan. Kumar as an Independent Director of the Company.

CORPORATE GOVERNANCE REPORT (Contd.)

(ii) Special Resolutions passed through Postal Ballot

During the year, there was no Special Resolution passed through Postal Ballot.

(iii) Proposal for Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot.

8. Disclosures

I. Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large

During the period under review, the Company had not entered into material transaction with any related parties.

None of the transactions with the related parties was in conflict with the interest of the Company. The Company has made full disclosures of transactions with the related parties set out in Note No.24 of the Financial Statement, forming part of the Annual Report.

The Related Party Transactions are entered into based on various business exigencies, such as synergy in operations, sectoral specialization and the Company's long term strategy for sectoral investments, optimization of market share, profitability, legal requirements, liquidity and capital resources.

All Related Party Transactions are in the ordinary course of business and are negotiated on arms' 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 can be accessed at: http://infomediapress.in/wp-content/uploads/2018/01/Policy_Related_Party_Transaction_Infomedia_Press_Ltd.pdf

II. 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.

III. The Company has complied with all the mandatory requirements of the Listing Regulations

The detailed disclosure of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations have been made under respective heads of this Corporate Governance Report.

Further the Company has also adopted following Non- Mandatory requirements of Regulation 27 read with Part E of Schedule II to 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.
- **Modified Opinion in Audit Report**
  The Financial Statements of the Company contain no audit qualifications and adverse comment.
- **Separate posts of Chairman and CEO**
  The Company has a Non-Executive Chairman
- **Reporting of Internal Auditors**
  Internal Auditors report to the Audit Committee.

CORPORATE GOVERNANCE REPORT (Contd.)

IV. 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.

V. Commodity Price Risks and Commodity Hedging Activities

The nature of business of the Company does not involve any such risks/ hedging activities.

VI. CEO/CFO certification

The Manager and the Chief Financial Officer of the Company give annual/ quarterly 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 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 control 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.

VII. 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 has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website, and also on the website of the Ministry of Corporate Affairs (MCA).

Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "IEPF Rules"), the Company has transferred to IEPF Authority 54,245 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. The voting rights on the aforesaid shares transferred to the IEPF Authority shall remain frozen until the rightful owner claims the shares.

VIII. Disclosures with respect to demat suspense account/ unclaimed suspense account:

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the demat suspense account/unclaimed suspense account:

Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity Shares	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil		303	51546
Number of shareholder and shares transferred during the year			Nil	Nil
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year			Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year			Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year			303	51546

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

CORPORATE GOVERNANCE REPORT (Contd.)

VIII. Code of Conduct for Prohibition of Insider Trading

The Company has also adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Practices and Procedure of 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 Company Secretary is Compliance Officer in this regard.

9. Means of Communication

The Company has been sending physical copies of the Annual Reports, notices and other communications through the prescribed modes of postage. However, in case where email id of a member is registered, such communications are sent to the registered email id of the members.

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

The quarterly and Annual Results along with additional information are also posted on the website of the Company www.infomediapress.in

The Company's website (www.infomediapress.in) contains a separate dedicated section 'Investors Relation', 'Policies' and 'News and Announcements' where shareholders' information are available.

The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Annual report is displayed on the website of the Company.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical filings like financial results, shareholding pattern, Corporate Governance report, statement of investor complaints among others are filed electronically on NEAPS.

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

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id: The Company has designated the following email-ids exclusively for investor servicing/ complaints:

- For queries on Annual Report: investors@infomedia18.in
- For queries in respect of shares in physical mode: implinvestor@karvy.com

10. General Shareholder Information

Forthcoming Annual General Meeting

Time	12.30 p.m. or soon after conclusion of Annual General Meeting of Network18 Media & Investments Limited convened on the same day, whichever is later.
Venue	Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannath Rao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai- 400 021.
Day and date	Friday, August 17, 2018

Financial Year

April 1 to March 31

CORPORATE GOVERNANCE REPORT (Contd.)

Financial Calendar: [tentative]

Tentative Calendars for declaration of results for the Financial Year 2018-19 is given below:

Results for the quarter ending	Date of Meeting on or before
June 30, 2018	Third week of July 2018
September 30, 2018	Second week of October 2018
December 31, 2018	Second week of January 2019
March 31, 2019	Second week of April 2019
Annual General Meeting	August/ September 2019

Dates of Book Closure: The share transfer books and register of members of the Company shall remain closed from Tuesday, August 14, 2018 to Friday, August 17, 2018 (both days inclusive), for the purpose of Annual General Meeting.

Dividend Payment date: No Dividend is proposed/ declared during the year.

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 ADRs/GDRs during the year under review.
2. There is no outstanding GDRs/ADRs and Convertible Bonds.

Dematerialization of shares

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, 2018, 4,97,36,441 equity shares were held in demat form, constituting 99.09% of the total shareholding of the Company.

Listing on Stock Exchanges and Stock Code

Equity Shares of the Company are listed and traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Stock Exchange and Address	Code/Symbol – Equity Shares
BSE P J Towers Dalal Street, Mumbai – 400 001	509069
National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai- 400 051	INFOMEDIA
ISIN of Equity Shares	INE669A01022

The Company has paid annual listing fees to the Stock exchanges for the financial year 2017-18 within stipulated time.

CORPORATE GOVERNANCE REPORT (Contd.)

Market Price Data:

High Low Rates of Equity Shares during each month in the last financial year are as follows:

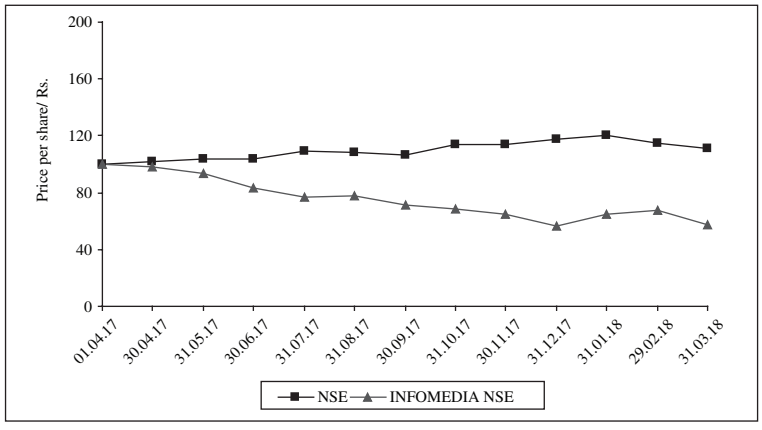
(₹ Per Share)

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-17	5.80	5.02	5.75	5.00
May-17	4.90	4.11	5.10	4.55
Jun-17	5.04	4.34	4.55	4.25
Jul-17	4.13	3.44	4.10	3.90
Aug-17	3.43	3.26	3.95	3.85
Sep-17	3.36	3.10	4.00	3.65
Oct-17	3.66	3.48	3.65	3.50
Nov-17	3.60	3.32	3.45	3.30
Dec-17	3.48	3.31	3.15	2.90
Jan-18	3.46	3.31	3.30	3.00
Feb-18	3.64	3.31	3.60	3.45
Mar-18	3.29	2.95	3.30	2.95

*Source: This information is compiled from the data available on the website of BSE and NSE.

Comparison of the stock performances with NSE NIFTY

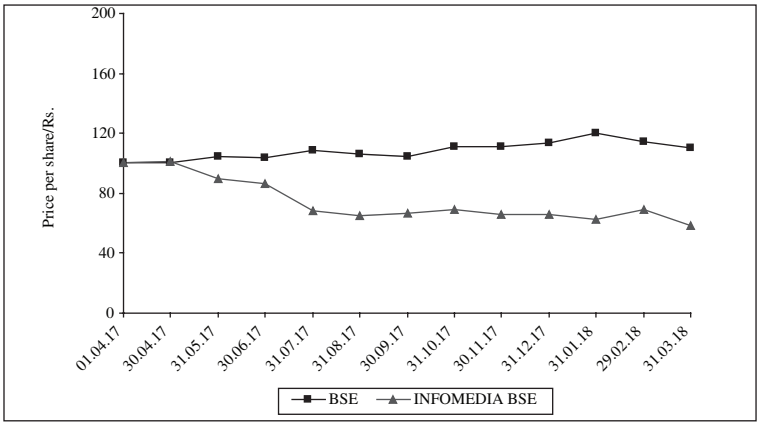
Stock Performances [Indexed to 100 as on April 1, 2017]



CORPORATE GOVERNANCE REPORT (Contd.)

Comparison of the stock performances with BSE SENSEX

Stock Performances [Indexed to 100 as on April 1, 2017]



The details of Company's Registrar & Share Transfer Agents is as given below:

Registrar & Share Transfer Agent
Karvy Computershare Private Limited
Karvy Selenium, Tower B, Plot 31-32, 6th floor, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032
Ph: +91 40 - 6716 1700, Fax: +91 40 - 67161680
email: implinvestor@karvy.com, Website: www.karvycomputershare.com Toll Free : 1800-425-8998

Share Transfer System

Share transfers in physical form are registered and returned within the stipulated time, if documents are complete in all respects.

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer or transmission of upto 1000 equity shares per case to the Manager, Chief Financial Officer and Company Secretary. A summary of transfer/ transmission of securities of the Company so approved is placed at every Board Meeting. The Company obtains from Company Secretary in Practice half – yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

As on March 31, 2018, there were 457731 equity shares in physical form constituting 0.91% of the total shareholding of the Company.

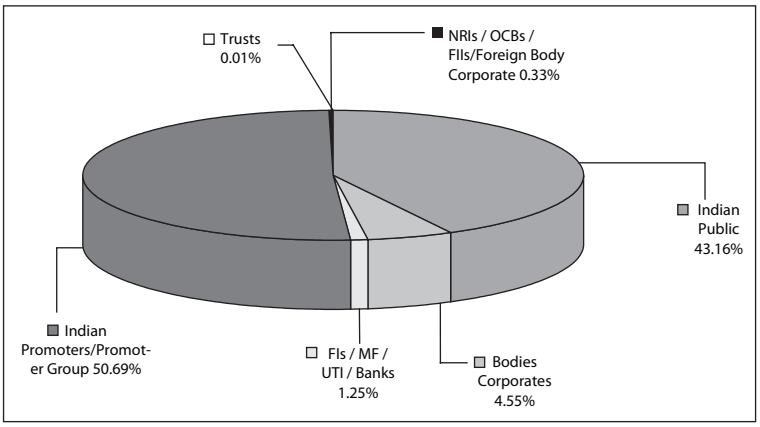
Distribution of shareholding as on March 31, 2018

Sl.no	Category	No. of Equity Shareholders	No. of Equity Shares	Percentage
1	INDIAN PUBLIC	15 591	2 16 64 184	43.16
2	BODIES CORPORATE	212	22 85 449	4.55
3	FIs/MUTUAL FUND/UTI/BANKS	8	6 27 330	1.25
4	PROMOTER AND PROMOTER GROUP[1]	12	2 54 42 694	50.69
5	NRI/OCBs/FIIs/FOREIGN BODY CORPORATE	109	1 67 953	0.33
6	TRUSTS	4	6 562	0.01
	Total:	**15 936**	**5 01 94 172**	**100.00**

[1]As per disclosure under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoters,

CORPORATE GOVERNANCE REPORT (Contd.)

Graphic presentation of the Shareholding Pattern as on March 31, 2018



Distribution Schedule as on March 31, 2018

Sl .No.	Category (Amount)	No. of Holders	% to total Holders	No. of Shares	% to total Shares
1	upto 5000	11 125	69.81	17 31 113	3.45
2	5001 - 10000	2 193	13.76	17 41 641	3.47
3	10001 - 20000	1 272	7.98	19 43 665	3.87
4	20001 - 30000	429	2.69	10 84 600	2.16
5	30001 - 40000	188	1.18	6 76 696	1.35
6	40001 - 50000	188	1.18	8 96 312	1.79
7	50001 - 100000	243	1.52	18 02 621	3.59
8	100001 & Above	298	1.87	4 03 17 524	80.32
	Total:	**15 936**	**100.00**	**5 01 94 172**	**100.00**

Compliance Certificate

Certificate from M/s NKJ & Associates, Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulations is attached with this report.

Details of Directors being re-appointed at this Annual General Meeting:

(a) **Mr. Ratnesh Rukhariyar** (DIN: 00004615), 38 years, is a Fellow Member of the Institute of Company Secretaries of India and is having rich professional experience of more than 15 years. He is having hands on experience in the fields of Corporate Secretarial, Governance, Merger & Acquisitions, Corporate Laws, Investor Relations, Compliances and Corporate matters. He is a member of FICCI's Corporate Law Committee.

Mr. Rukhariyar joined the Board of the Company as a Non-Executive Director on April 15, 2017. He does not hold any shares of the Company in his name.

Mr. Rukhariyar is the Group Company Secretary of Network18 Media & Investments Limited (listed) and the Company Secretary of e-Eighteen.com Limited. He is also on the Board of Colosceum Media Private Limited, Digital18 Media Limited, Reed Infomedia India Private Limited, Moneycontrol.Dot Com India Limited, RRK Finhold Private Limited, RVT Finhold Private Limited and RRB Investments Private Limited.

Mr. Rukhariyar is Chairman of the Stakeholders' Relationship Committee and member of Audit Committee of the Company. He is not related to any other Director, or Key Managerial Personnel of the Company.

CORPORATE GOVERNANCE REPORT (Contd.)

Registered Office Address
Infomedia Press Limited
First floor, Empire Complex,
414-Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: +91 22 40019000 / 6666 7777
CIN: L22219MH1955PLC281164
Website: www.infomediapress.in

Compliance Officer:
Ms. Tasneem Cementwala,
Company Secretary
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

Registrar & Share Transfer Agent
Karvy Computershare Private Limited
Karvy Selenium, Tower B, 6th floor,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032,
Ph: +91 40 - 6716 1700,
email:implinvestor@karvy.com,
website: www.karvycomputershare.com
Toll Free No. : 18004258998

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SCHEDULE V 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 - 400 013

1. We have reviewed the implementation of the corporate governance procedures by Infomedia Press Limited (the Company) during the year ended March 31st 2018, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For N.K.J & ASSOCIATES
Company Secretaries
NEELESH KR. JAIN

Proprietor
Membership No. FCS 5593
Certificate of Practice No. 5233

Date: 19.04.2018
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of Infomedia Press Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Infomedia Press Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, 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 significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs (financial position), loss (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 judgments 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 state of affairs (financial position) of the Company as at 31 March 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to the Note 28 to the financial statement which indicates that the Company had discontinued its operations and has incurred a net loss of ₹ 310.45 lakh during the year ended 31st March, 2018 and as of that date the Company's accumulated losses amount to ₹ 8,559.83 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.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Network18 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.

Other Matter

The Ind AS financial statement of the company for the year ended 31st March 2017 were audited by Walker Chandiok & Co LLP., Chartered Accountants (Firm registration no. 001076N/N500013) who expressed unmodified opinion dated 15th April 2017. Our opinion is not modified in respect of said matter.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 Ind AS financial statements comply with Ind AS prescribed under Section 133 of the Act read with relevant rules there under;

    e. The matter described under Emphasis of Matters paragraph, 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, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 over financial reporting 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 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 22 to the Ind AS 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.

        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.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Registration No. 101720W

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date: April 19, 2018

"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 Ind AS financial statements for the year ended 31st March 2018)

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

(b) As explained to us, fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, frequency of verification of the fixed assets is reasonable having regard to the size of the Company and nature of its assets.

(c) The tittle deeds of immovable properties are held in the name of the Company.

(ii) The Company does not have any inventory at any time during the year. Therefore, the provisions of paragraph 3 (ii) of the Order are not applicable to the Company.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provision of paragraph 3 (iii) of the Order are not applicable to the Company.

(iv) According to the information and explanation given to us, the Company has not made any loan, investment, and guarantees to any person specified under section 185 and section 186 of the Companies Act, 2013. Therefore, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

(v) According to the information and explanation given to us, the Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and Companies (Acceptance of Deposits) Rules, 2014. Therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act in respect of Company's products. Therefore, the provisions of paragraph 3(vi) of the Order are not applicable to the Company.

(vii) (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional tax, Sales tax, value added tax , Service tax, duty of Customs, duty of excise, Cess and other material statutory dues applicable to it, with the appropriate authorities Further, no undisputed amount payable in respect thereof were outstanding at the year-end for a period more than six months from the date they become payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax which have not been deposited on account of any dispute except as mentioned below.

Name of the Statue	Nature of Dues	Amount (Rs. In Lakh)	Amount paid under Protest (Rs. In Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	139.56	-	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	3635.38		A.Y. 2009-10	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	829.20	829.20	A.Y. 2010-11	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	116.96	-	A.Y. 2010-11	Assessing officer (AO)
Income Tax Act, 1961	Income Tax	19.66	-	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
Work Contract Tax Act, 1989	Work contract tax	156.59	9.00	F.Y. 2000-01	Commissioner of Sales Tax (Appeal)
Work Contract Tax Act, 1989	Work contract tax	103.00	6.00	F.Y. 2001-02	Commissioner of Sales Tax (Appeal)
Work Contract Tax Act, 1989	Work contract tax	107.58	6.00	F.Y. 2002-03	Commissioner of Sales Tax (Appeal)
Bombay Sales Tax, 1959	Sales Tax	3.70	1.10	F.Y. 2003-04	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) - II

AY – Assessment Year, FY – Financial Year

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

(viii) The Company does not have loans or borrowings payable to a financial institution or a bank or government and debenture holder. Therefore, the provisions of paragraph 3(viii) of the Order are not applicable to the Company.

(ix) According to the information and explanations given to us, the Company did not raise any moneys by way of initial public offer, further public offer (including debt instruments) and no term loans was raised during the year. Therefore, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

(x) 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 by its officers or employees has been noticed or reported during the year.

(xi) The Company has not paid or provided for any managerial remuneration. Therefore, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

(xii) In our opinion, The Company is not Nidhi Company as per Companies Act 2013. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) 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 etc., as required by the applicable Indian accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

(xv) 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. Therefore, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Registration No. 101720W

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date: April 19, 2018

"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 Ind AS financial statements for the year ended 31st March 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Infomedia Press Limited ("the Company") as of March 31, 2018 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 over financial reporting 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 over financial reporting 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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting 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**
Chartered Accountants
Firm Registration No. 101720W

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date: April 19, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

₹ in lakh

	Notes	As at 31st March 2018	As at 31st March 2017
ASSETS			
Non-current assets			
Property, plant and equipment	1	29.84	36.48
Financial assets			
Other financial assets	2	18.78	18.78
Other non- current assets	3	778.22	778.22
Total Non-current Assets		**826.84**	**833.48**
Current assets			
Financial assets			
Cash and cash equivalents	4	0.45	1.33
Bank balances other than 4 above	5	61.23	61.51
Other current assets	6	0.50	0.16
Total Current Assets		**62.18**	**63.00**
Total Assets		**889.02**	**896.48**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	7	5,019.42	5,019.42
Other Equity	8	(8,413.91)	(8,103.48)
Total Equity		**(3,394.49)**	**(3,084.06)**
LIABILITIES			
Non-current liabilities			
Financials Liabilities			
Borrowings	9	2,455.52	2,313.50
Other financial liabilities	10	1,184.76	1,012.13
Provisions	11	0.60	0.47
Total Non-current Liabilities		**3,640.88**	**3,326.10**
Current liabilities			
Financials Liabilities			
Trade payable	12	63.76	71.75
Other financial liabilities (Other than those specified in Note 15)	13	502.54	502.59
Other current liabilities	14	76.32	80.09
Provisions	15	0.01	0.01
Total Current Liabilities		**642.63**	**654.44**
Total Liabilities		**4,283.51**	**3,980.54**
Total Equity and Liabilities		**889.02**	**896.48**

Significant Accounting Policies and accompanying notes (1 to 30) are part of the financial statements.

As per our Report of even date.
For **Chaturvedi & Shah**
Chartered Accountants

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date : 19th April, 2018

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

Gagan Kumar
Director
DIN : 02989428

Kshipra Jatana
Director
DIN : 02491225

Place: Noida
Date : 19th April, 2018

Sushil Jain
Chief Financial Officer

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date : 19th April, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in lakh

		Notes	2017-18	2016-17
1.	**Income**			
	Other Income		-	-
	Total revenue		-	-
2.	**Expenses**			
	Finance costs	16	191.82	223.03
	Depreciation and amortisation expense	1	6.64	6.17
	Total expenses		**198.46**	**229.20**
3.	**Loss before tax**		**(198.46)**	**(229.20)**
4.	**Tax expense**		**-**	**-**
5.	**Loss for the year from continuing operations (3 - 4)**		**(198.46)**	**(229.20)**
6.	**Loss for the year from discontinued operations**		**(111.99)**	**(120.52)**
7.	**Tax expense of discontinued operations**		**-**	**-**
8.	**Loss from discontinued operations (6 + 7)**		**(111.99)**	**(120.52)**
9.	**Loss for the year (5 +8)**		**(310.45)**	**(349.72)**
10.	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss		(0.02)	(0.01)
11.	**Total comprehensive income for the year (9 + 11)**		**(310.43)**	**(349.71)**
	Earnings per equity share of face value of ₹ 10 each (for continuing operation)			
	Basic and diluted (in ₹)	21	**(0.40)**	**(0.46)**
	Earnings per equity share of face value of ₹ 10 each (for discontinued operation)"			
	Basic and diluted (in ₹)	21	**(0.22)**	**(0.24)**
	Earnings per equity share of face value of ₹ 10 each (for continuing and discontinued operations)			
	Basic and diluted (in ₹)	21	**(0.62)**	**(0.70)**

Significant Accounting Policies and accompanying notes (1 to 30) are part of the financial statements.

As per our Report of even date.
For **Chaturvedi & Shah**
Chartered Accountants

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date : 19th April, 2018

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

Gagan Kumar
Director
DIN : 02989428

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DIN : 02491225

Place: Noida
Date : 19th April, 2018

Sushil Jain
Chief Financial Officer

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date : 19th April, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

₹ in lakh

		2017-18	2016-17
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Loss before tax	(310.45)	(349.72)
	Adjustments for:		
	Depreciation	6.64	6.17
	Interest and other financial charges	191.82	223.03
	Interest income	(1.63)	(1.25)
	Operating loss before working capital changes	**(113.62)**	**(121.77)**
	Decrease / (Increase) in other non current assets	-	0.00
	(Decrease)/ Increase in current liabilities (net)	(12.00)	15.84
	Cash flow from operating activities before taxes	**(125.62)**	**(105.93)**
	Taxes paid	-	-
	Net cash used in operating activities	**(125.62)**	**(105.93)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Decrease/ (Increase) in other bank balances	0.28	0.39
	Interest received	1.63	1.25
	Net cash from investing activities	**1.91**	**1.64**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from long term borrowings	142.02	126.64
	Finance cost	(19.19)	(22.39)
	Net cash from financing activities	**122.83**	**104.25**
	Net decrease in Cash and cash equivalents	**(0.88)**	**(0.04)**
	Cash and cash equivalents as at the beginning of the year	1.33	1.37
	Cash and cash equivalents as at the end of the year	**0.45**	**1.33**
	Cash and cash equivalents		
	Balances with banks:		
	in current accounts	0.45	1.33
	Cash and cash equivalents as per note 4	**0.45**	**1.33**

As per our Report of even date.
For **Chaturvedi & Shah**
Chartered Accountants

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date : 19th April, 2018

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

Gagan Kumar
Director
DIN : 02989428

Kshipra Jatana
Director
DIN : 02491225

Place: Noida
Date : 19th April, 2018

Sushil Jain
Chief Financial Officer

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date : 19th April, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

₹ in lakh

Particulars	Balance as at 1st April, 2016	Changes in equity share capital during the year 2016-17	Balance as at 31st March, 2017	Changes in equity share capital during the year 2017-18	Balance as at 31st March, 2018
Equity Share Capital	5,019.42	-	5,019.42	-	5,019.42

B. Other Equity

₹ in lakh

	Reserves and Surplus		Other Comprehensive Income	Total
	Securities premium	Retained earnings	Remeasurements of the defined benefit plans	
Balance as at 1st April, 2016	145.89	(7,899.66)	-	(7,753.77)
Total Comprehensive Income for the year		(349.72)	0.01	(349.71)
Balance as at 31st March, 2017	**145.89**	**(8,249.38)**	**0.01**	**(8,103.48)**
Balance as at 1st April, 2017	145.89	(8,249.38)	0.01	(8,103.48)
Total Comprehensive Income for the year		(310.45)	0.02	(310.43)
Balance as at 31st March, 2018	**145.89**	**(8,559.83)**	**0.03**	**(8,413.91)**

As per our Report of even date.
For **Chaturvedi & Shah**
Chartered Accountants

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date : 19th April, 2018

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

Gagan Kumar
Director
DIN : 02989428

Kshipra Jatana
Director
DIN : 02491225

Place: Noida
Date : 19th April, 2018

Sushil Jain
Chief Financial Officer

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date : 19th April, 2018

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

A CORPORATE INFORMATION

Infomedia Press Limited ("the Company") is a listed company incorporated in India and having registered office at First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400013. In the previous 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.

B ACCOUNTING POLICIES

B.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

The Company's financial statements are presented in Indian Rupees (₹), which is its functional currency.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) 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. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and arrangements arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

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.

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.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

(b) Borrowings Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

(c) Impairment of non-financial assets

The Company assesses at each reporting dates as to whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

(d) Provisions and Contingencies

Provisions are recognised when the Company has a present obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

(e) Employee Benefits

(i) 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.

(ii) 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 at the present value of the defined benefit obligation as at the Balance Sheet date on the basis of actuarial valuation.

(iii) 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, 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 salary for the 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 and other long term benefits are charged to the Other Comprehensive Income.

(f) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in the comprehensive income or in equity.

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax assets are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

(g) Revenue recognition

Revenue from operations includes sale of goods and services. Sale of services includes advertisement revenue. Sale of goods includes sale of magazines.

Sale of services is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excluding taxes or duties collected on behalf of the government. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from sale of goods, is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

Interest Income from a financial asset is recognised using effective interest rate method.

Dividend income is recognised when the Company's right to received the payment has been established.

(h) Financial instruments

I Financial Assets

i) Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets , which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised using trade date accounting.

ii) Subsequent measurement:

a) Financial assets carried 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.

b) Financial assets 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 asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

d) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

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, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivable. Further, 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.

iii) The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

II Financial liabilities

i) Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

ii) Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

C Critical accounting judgements and key sources of estimation uncertainty:

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

a) Depreciation and useful lives of property, plant and equipment and intangible assets:

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Intangible assets are amortised over its estimated useful lives. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation 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/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

b) Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. 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. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

1 Property, plant and equipment

₹ in lakh

	Description	Gross Block			Depreciation			Net Block	
		As as 1st April, 2017	Addition	As at 31st March 2018	As as 1st April, 2017	For the year	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
1	Leasehold land	18.73	-	18.73	9.63	0.67	10.30	8.43	9.10
2	Buildings	338.86	-	338.86	311.48	5.97	317.45	21.41	27.38
	Total	**357.59**	**-**	**357.59**	**321.11**	**6.64**	**327.75**	**29.84**	**36.48**
	Previous year	(357.59)	-	(357.59)	(314.94)	(6.17)	(321.11)	(36.48)	(42.65)

₹ in lakh

		As at 31st March 2018	As at 31st March 2017
2	**Other non-current financial assets**		
	Security deposits (Unsecured, considered good)	18.78	18.78
	Total	**18.78**	**18.78**
3	**Other non-current assets**		
	Advance Income Tax (Net of Provisions) (Refer Note No. 23)	757.12	757.12
	Balance with statutory authorities (paid under protest)	21.10	21.10
	Total	**778.22**	**778.22**
4	**Cash and cash equivalents**		
	Balance with banks		
	On current accounts	0.45	1.33
	Total	**0.45**	**1.33**
5	**Bank balances other than cash and cash equivalents**		
	Unclaimed dividend accounts	0.01	0.06
	Unclaimed buy back money	56.43	56.66
	In current account - Earmarked balances	4.79	4.79
	Total	**61.23**	**61.51**
6	**Other current assets**		
	Prepaid expenses	0.50	0.16
	Total	**0.50**	**0.16**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

7 Equity Share Capital

₹ in lakh

		As at 31st March 2018		As at 31st March 2017	
		Number of Shares	Amount	Number of Shares	Amount
(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
	(iii) Shares forfeited	-	-	-	-
	Total	**50,194,172**	**5,019.42**	**50,194,172**	**5,019.42**

7.1 The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

7.2 Details of shares held by each shareholder holding more than 5% shares :

	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited	25,442,694	50.69%	25,442,694	50.69%

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

7.3 Shares held by the Holding Company

	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited	25,442,694	50.69%	25,442,694	50.69%

7.4 Aggregate number of shares issued for consideration other than cash during the period of 5 years immediately preceding the Balance Sheet date:

No shares have been issued for consideration other than cash or as bonus shares in the current reporting period and in the last five years immediately preceding the current reporting period.

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

	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares opening balance	50,194,172	5,019.42	50,194,172	5,019.42
Add : Shares issued during the year	-	-	-	-
Equity Shares closing balance	**50,194,172**	**5,019.42**	**50,194,172**	**5,019.42**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

₹ in lakh

		As at 31st March 2018	As at 31st March 2017
8	**Other Equity**		
a.	**Securities premium account**		
	Balance at the beginning of the year	145.89	145.89
	Balance at the end of the year	**145.89**	**145.89**
b.	**OCI Reserve - Actuarial Gain/ loss on employee benefits**		
	Balance at the beginning of the year	0.01	-
	Addition during the year	0.02	0.01
	Balance at the end of the year	**0.03**	**0.01**
c.	**Deficit in the statement of profit and loss**		
	Deficit at the beginning of the year	(8,249.38)	(7,899.66)
	Add: Loss for the year	(310.45)	(349.72)
	Balance at the end of the year	**(8,559.83)**	**(8,249.38)**
	Total	**(8,413.91)**	**(8,103.48)**
9	**Borrowings**		
	(Unsecured)		
	Term loan from holding company	2,455.52	2,313.50
	Total	**2,455.52**	**2,313.50**
	9.1 The above Interest bearing loan is repayable in April, 2019		
10	**Other non-current liabilities**		
	Interest accrued but not due on borrowings	1,184.76	1,012.13
	Total	**1,184.76**	**1,012.13**
11	**Provisions - non current**		
	Provision for gratuity (Refer Note No. 20)	0.43	0.35
	Provision for leave encashment	0.17	0.12
	Total	**0.60**	**0.47**
12	**Trade payables**		
	Micro, Small and Medium Enterprises	-	-
	Others	63.76	71.75
	Total	**63.76**	**71.75**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

12.1 Trade payables

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

₹ in lakh

	As at 31st March 2018	As at 31st March 2017
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
Total	**-**	**-**

13	**Other financial liabilities-current**		
	Unclaimed dividends	0.01	0.06
	Payable to related parties	502.53	502.53
	Total	**502.54**	**502.59**
14	**Other current liabilities**		
	Statutory dues payable	19.89	23.41
	Other payables	56.43	56.68
	Total	**76.32**	**80.09**
15	**Provisions-current**		
	Provision for Gratuity (Refer Note No. 20)	0.01	0.01
	Provision for Leave encashment	0.00	0.00
	Total	**0.01**	**0.01**

₹ in lakh

		2017-18	2016-17
16	**Finance costs**		
	Interest cost	191.82	223.03
	Total	**191.82**	**223.03**
17	**Other Income (Discontinued Operations)**		
	Interest income	1.63	1.25
	Other Income	5.55	-
	Total	**7.18**	**1.25**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

₹ in lakh

		2017-18	2016-17
18	**Employee costs (Discontinued Operations)**		
	Salaries and wages	10.73	3.58
	Contribution to provident and other funds	0.30	0.16
	Gratuity expense (Refer Note No. 20)	0.10	0.06
	Staff welfare expenses	0.24	0.19
	Total	**11.37**	**3.99**
19	**Other expenses (Discontinued Operations)**		
	Director sitting fees	22.00	20.00
	Electricity expenses	21.82	18.86
	Rates and taxes	9.43	24.24
	Legal and professional expenses (Refer Note No. 19.1)	10.42	19.45
	Security charges	21.45	19.53
	Miscellaneous expenses	22.68	15.70
	Total	**107.80**	**117.78**
	19.1 Payments to Auditors:*		
	(a) Auditor:		
	Statutory Audit Fees	3.00	3.00
	Limited Review fess	3.00	3.00
	(b) Out of pocket expenses	-	0.77
	Total	**6.00**	**6.77**

* excludes goods and service tax.

20 Employees Benefits

(a) Defined contribution plans

The Company's defined contribution plans are provident fund, pension scheme and employees state insurance. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs.

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

₹ in lakh

	2017-18	2016-17
Employer's Contribution to Provident Fund	0.08	0.05
Employer's Contribution to Pension Fund	0.17	0.10
Employer's Contribution to Employees State Insurance	0.04	-

(b) Defined benefit plans

The Company provides gratuity (which is unfunded) as employee benefit schemes to its employees.

The following table sets out the status of the defined benefit scheme and the amount recognised in the financial statements:

(i) Reconciliation of opening and closing balances of Defined Benefit Obligation:

₹ in lakh

Particulars	Gratuity	
	As at 31st March 2018	As at 31st March 2017
Defined Benefit obligation at beginning of the year	0.37	0.31
Current Service Cost	0.07	0.05
Interest Cost	0.03	0.02
Past service cost	-	-
Actuarial (gain)/ loss	(0.02)	(0.01)
Benefits paid	-	-
Defined Benefit obligation at year end	**0.45**	**0.37**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

(ii) Expenses recognised during the year:

₹ in lakh

Particulars	Gratuity	
	2017-18	2016-17
Current Service Cost	0.07	0.05
Interest Cost	0.03	0.02
Net Cost	**0.10**	**0.07**
Other Comprehensive Income		
Actuarial gain / (loss) for the year on defined benefit obligation	(0.02)	(0.01)
Total	**(0.02)**	**(0.01)**

(iii) Actuarial assumptions:

Particulars	Gratuity	
	As at 31st March 2018	As at 31st March 2017
Mortality Table	100% of IALM (06-08)	100% of IALM (06-08)
Discount rate (per annum)	7.70%	7.60%
Rate of escalation in salary (per annum)	5.50%	5.50%

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.

(iv) Amounts recognised in current year and previous four years:

₹ in lakh

Gratuity	As at 31st March				
	2018	2017	2016	2015	2014
Defined benefit obligation	0.45	0.37	-	-	-
Actuarial (gain) / loss on plan obligation	(0.02)	(0.01)	-	-	-

(v) The expected contributions for Defined Benefit Plan for the next financial year will be in line with financial year 2017-18.

(vi) Sensitivity Analysis of the defined benefit obligation :

Significant Acturial Assumptions for the determination of the defined benefit obligation are discount trade and expected salary increase. The sensitivity analysis below, have been determined based on resonably possible changes of the assumptions occuring at end of the reporting period , while holding all other assumptions constant. The result of Sesitivity analysis is given below:

₹ in lakh

Particulars	Gratuity	
	As at 31st March 2018	As at 31st March 2017
a) Impact of the change in discount rate		
Present value of obligation at the end of the period	0.45	0.37
i) Impact due to increase of 0.50%	(0.04)	(0.03)
ii) Impact due to decrease of 0.50%	0.04	0.04
b) Impact of the change in salary increase		
Present value of obligation at the end of the period	0.45	0.37
i) Impact due to increase of 0.50%	0.04	0.04
ii) Impact due to decrease of 0.50%	(0.04)	(0.03)

These plans typically expose the Company to actuarial risks such as: interest risk, longevity risk and salary risk.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

(A) Interest risk - A decrease in the discount rate will increase the plan liability.

(B) 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 both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(C) 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.

21	**Earnings per share**		**2017-18**	**2016-17**
	Loss after tax for the year from continuing operations attributable to equity shareholders	₹ in lakh	(198.46)	(229.20)
	Loss after tax for the year from discontinued operations attributable to equity shareholders	₹ in lakh	(111.99)	(120.52)
	Loss after tax for the year from continuing and discontinued operations attributable to equity shareholders	₹ in lakh	(310.45)	(349.72)
	Weighted average number of equity shares in calculating basic/ diluted earnings per share	Number	5 01 94 172	5 01 94 172
	Nominal value of equity share	₹ /share	10	10
	Earnings per equity share (for continuing operation)			
	Basic and diluted	₹ /share	**(0.40)**	**(0.46)**
	Earnings per equity share (for discontinued operation)			
	Basic and diluted	₹ /share	**(0.22)**	**(0.24)**
	Earnings per equity share (for discontinued and continuing operation)			
	Basic and diluted	₹ /share	**(0.62)**	**(0.70)**

22 Contingent liabilities and commitments

Claims against the Company not acknowledged as debts:

i The Company has received demands ascertaining to ₹ 4796.25 lakh (previous year ₹ 4484.25 lakh) towards Income Tax for the assessment years 2006-07, 2008-09, 2009-10, 2010-11 and 2013-14. The Company has disputed the demands and has preferred appeals before appellate authorities.

ii Sales tax/ Works Contract tax matters disputed by the Company relating to issue of applicability, allow ability, etc. aggregating to ₹ 545.87 lakh (previous year ₹4581.35 lakh) for the F.Y 2000-01, 2001-02, 2002-03, 2003-04 and 2004-05.

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

₹ in lakh

		As at 31st March 2018	**As at 31st March 2017**
23	**Taxation**		
	(a) Advance tax (net of provisions)		
	At start of year	757.12	757.12
	Charge for the year	-	-
	Tax paid during the year	-	-
	At the end of the year	757.12	757.12

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

(b) Deferred Tax Assets

In the absence of reasonable certainty, the Company has not recognised the deferred tax assets (net) amounting to ₹ 1113.96 lakh (previous year ₹ 1818.49 lakh) arising out of tangible and intangible assets, financials assets unabsorbed depreciation, brought forward tax losses and other items. The same shall be reassessed at subsequent balance sheet date.

24 Related Parties Disclosures:

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

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

	Name of related party	Relationship
1	Independent Media Trust	Enterprises exercising control
2	Adventure Marketing Private Limited*	
3	Watermark Infratech Private Limited*	
4	Colorful Media Private Limited*	
5	RB Media Holdings Private Limited*	
6	RB Mediasoft Private Limited*	
7	RRB Mediasoft Private Limited*	
8	RB Holdings Private Limited*	
9	Teesta Retail Private Limited*	
10	Network18 Media & Investments Limited	
11	Reliance Industries Limited (RIL)	Beneficiary/Protector of Independent Media Trust
12	Reliance Industrial Investments and Holdings Limited	

* Controlled by Independent Media Trust of which RIL is the sole beneficiary

(b) Transactions during the year

₹ in lakh

	2017-18	2016-17
	Holding Company	
Loan taken during the year		
Network18 Media & Investments Limited	142.02	126.64
Finance costs		
Network18 Media & Investments Limited	191.82	222.94

₹ in lakh

	As at 31st March 2018	As at 31st March 2017
Balance at the year end		
Amounts due to		
Network18 Media & Investments Limited	548.91	550.88
Loan outstanding		
Network18 Media & Investments Limited	2,455.52	2,313.50
(maximum balance outstanding during the year ₹ 2455.52 lakh)		
Interest accrued but not due		
Network18 Media & Investments Limited	1,184.76	1,012.13
(maximum balance outstanding during the year ₹ 1184.76 lakh)		

Note 25(b) also suffice the requirements of schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

25 The Company had closed the printing press business and discontinued the printing operations. As at 31st March 2018, the carrying amount of such assets and liabilities of discontinuing operations which were not disposed off for previous year was ₹ 859.18 lakh (previous year ₹ 860.93 lakh) and ₹ 643.23 lakh (previous year ₹ 654.92 Lakh) respectively. The following statement shows the revenue and expenses of continuing and discontinuing operations:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

₹ in lakh

	Continuing Operations		Discontinuing Operations		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Revenue						
Other income	-	-	7.18	1.25	7.18	1.25
Revenue	**-**	**-**	**7.18**	**1.25**	**7.18**	**1.25**
Expenses						
Employee benefits expense	-	-	11.37	3.99	11.37	3.99
Finance costs	191.82	223.03	-	-	191.82	223.03
Depreciation and amortization expense	6.64	6.17	-	-	6.64	6.17
Other operating expenses	-	-	107.80	117.78	107.80	117.78
Total Expenses	**198.46**	**229.20**	**119.17**	**121.77**	**317.63**	**350.97**
Loss before/after tax	(198.46)	(229.20)	(111.99)	(120.52)	(310.45)	(349.72)
Other Comprehensive Income	-	-	-	-	(0.02)	(0.01)
Loss for the year	**(198.46)**	**(229.20)**	**(111.99)**	**(120.52)**	**(310.43)**	**(349.71)**

26 Capital and Financial Risk Management

26.1 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.

26.2 Financial Risk Management

The Company's activities exposes it mainly to credit risk and liquidity risk. The Board provides guidance for overall risk-management, as well as policies covering specific areas such as credit risk, liquidity risk and investment of excess liquidity.

(a) Credit risk

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

(b) 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.

27 Fair value Measurement:

₹ in lakh

Particulars	As at 31st March, 2018				As at 31st March, 2017			
	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								
Other Financial Assets	18.78	-	-	-	18.78	-	-	-
Cash and Bank Balances	61.68	-	-	-	62.84	-	-	-
Financial Liabilities								
At Amortised Cost								
Borrowings	2,455.52	-	-	-	2,313.50	-	-	-
Trade Payables	63.76	-	-	-	71.75	-	-	-
Other Financial Liabilities	1,687.30	-	-	-	1,514.72	-	-	-

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 level.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

Level 1: Inputs are Quoted prices (unadjusted) in active markets 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.

28 The Company had discontinued its operations in the previous years and has incurred net loss of ₹ 310.45 lakh during the year ended 31st March, 2018 and as of that date the Company's accumulated losses amount to ₹ 8,559.83 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 to extend, for the foreseeable future, any financial support which may be required by the Company. Considering these factors, the financial statement its have been prepared on a going concern basis.

29 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".

30 The financial statements were approved for issue by the Board of Directors on 19th April, 2018

As per our Report of even date.
For **Chaturvedi & Shah**
Chartered Accountants

Vijay Napawaliya
Partner
Membership No. 109859

Place: Mumbai
Date : 19th April, 2018

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

Gagan Kumar
Director
DIN : 02989428

Kshipra Jatana
Director
DIN : 02491225

Place: Noida
Date : 19th April, 2018

Sushil Jain
Chief Financial Officer

Tasneem Cementwala
Company Secretary

Place: Mumbai
Date : 19th April, 2018

NOTES

Infomedia Press Limited

CIN: L22219MH1955PLC281164
Regd. Office: First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
Tel: +91 22 40019000 / 6666 7777, Email: investors@infomedia18.in
Website: www.infomediapress.in

ATTENDANCE SLIP

Name of the sole / first named member: .....

Address of the sole / first named member: .....

Registered Folio No.: .....

DP ID No./ Client ID No.*: .....

Number of shares held: .....

I hereby record my presence at the **63rd Annual General Meeting** of the members of the Company held on Friday, August 17, 2018 at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai- 400 021 at 12.30 p.m. or soon after conclusion of the Annual General Meeting of Network18 Media Investments Limited convened on the same day, whichever is later.

Signature of Member/Proxy present: .....

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.
*Applicable for investors holding shares in electronic form.

Infomedia Press Limited

CIN: L22219MH1955PLC281164
Regd. Office: First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
Tel: +91 22 40019000 / 6666 7777, Email: investors@infomedia18.in
Website: www.infomediapress.in

PROXY FORM

[FORM NO. MGT-11, Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member: .....

Registered Address: .....

E-mail Id: _____ Folio No./ Client ID* DP ID:* _____

*Applicable for investors holding shares in electronic form.

I/We ..... being the member of .....Equity Shares of Infomedia Press Limited, hereby appoint:

1. Name: .....
   Address: .....
   E-mail Id: .....Signature: ..... or failing him
2. Name: .....
   Address: .....
   E-mail Id: .....Signature: ..... or failing him
3. Name: .....
   Address: .....
   E-mail Id: .....Signature: ..... or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 63rd Annual General Meeting of the members of the Company to be held on Friday, August 17, 2018 at 12.30 p.m. or soon after conclusion of the Annual General Meeting of Network18 Media Investments Limited convened on the same day, whichever is later at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai- 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Voting	
		For	Against
1.	Consideration and adoption of Audited Financial Statement for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Ratnesh Rukhariyar, a Director retiring by rotation		

**This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of 2018

Signature of Shareholder

Signature of Proxy Holder(s): 1) ..... 2) ..... 3) .....

Affix Re.1 Revenue Stamp

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

(2) A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.

(5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

(6) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

(7) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

(8) Undated proxy form will not be considered valid.

(9) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Infomedia
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