

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. The Company is committed to adopt best practices in Corporate Governance and disclosure thereunder. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company are an important part of Corporate Governance.

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

The Company 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.

Ethics / Governance Policies

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

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- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information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

2. Board of Directors

Board composition and category of Directors:

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

Category	Name of Directors	Director Identification Number (DIN)
Independent Directors	Mr. Lalit Kumar Jain (Chairman)	01451886
	Mr. Vivek Jain	00005034
Non-Executive Non-Independent Directors	Mr. Ramesh Kumar Damani	00049764
	Ms. Kshipra Jatana	02491225
	Mr. Ratnesh Rukhariyar	00004615
	Mr. Karanvir Singh Gill	07283590

CORPORATE GOVERNANCE REPORT (Contd.)

During the year under review, the second term of Mr. Gagan Kumar as an Independent Director expired on September 23, 2020 and accordingly he ceased to be a Director w.e.f September 24, 2020.

None of the Directors are *inter se*, related to any other Director on the Board or are related to any Key Managerial Personnel of the Company. Further, none of the Directors, except Karanvir Singh Gill, hold any share in the Company. Mr. Karanvir Singh Gill holds 10 shares in the Company.

Directors' Profile

A brief resume of the Directors, nature of their expertise in specific functional areas etc. are available on the website of 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 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 participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, gives a declaration that he meets the criteria of independence as provided under the law and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. All the Independent Directors have given the requisite declarations of independence during the year.

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

Meetings of Independent Directors

The Company's Independent Directors meet at least once every year without the presence of Non-Independent Directors and Management Personnel. Such meetings 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 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, effective contributions in the meetings, domain knowledge, vision and strategy, awareness of the business and regulatory environment in which the Company operates, etc.

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 for the Board of Directors in order to familiarize them with their roles, rights, responsibilities in the Company and other related matters. Updates of the Company are given periodically to the Board and the Committee members. Further, periodical updates on relevant statutory changes and 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: https://infomediapress.in/wp-content/uploads/2021/08/Familiarisation_Programme_ID_2020-21_InfomediaPressLtd.pdf

CORPORATE GOVERNANCE REPORT (Contd.)

Core Skills/ Expertise/ Competencies of the Board of Directors

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

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

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

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

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 2020-21 and there has been no instance of violation of the Code.”

Ruchi Arya
 Manager
 Date: April 17, 2021

3. Board and Committee Meetings and its Procedures

(a) Institutionalised decision-making process

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

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

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.

CORPORATE GOVERNANCE REPORT (Contd.)

(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.
- iv. 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 presented 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. Important decisions taken at the Board/ Board Committee meetings are communicated promptly to the concerned departments / divisions. Minutes of the previous meeting(s) are placed at the succeeding meeting of the Board/ Board Committee for noting. Further, Action Taken Report on decisions on the previous meetings is placed at the succeeding meeting.

(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 the Companies Act, 2013 (“the Act”) read with Rules issued thereunder, Listing Regulations and the Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

4. Details of Board Meetings Held

5 (Five) Board Meetings were held during the year ended March 31, 2021, as against the minimum requirement of four meetings. The details of Board Meetings are given below and the maximum time gap between any two consecutive meetings was less than 120 days:

Date of the Meeting	Board Strength	No. of Directors Present
April 22, 2020	6	4
July 21, 2020	6	5
September 24, 2020	6	5
October 26, 2020	6	5
January 16, 2021	6	5

CORPORATE GOVERNANCE REPORT (Contd.)

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

Name of the Director	Attendance at meetings during 2020-21		No. of Other Directorship (s) as on 31.03.2021*	No. of Membership(s) / Chairmanship(s) of Board Committees as on 31.03.2021 [#]
	Board Meetings	AGM		
Mr. Gagan Kumar ¹	2	Yes	-	-
Mr. Lalit Kumar Jain	5	Yes	3	5 (including 1 as Chairman)
Mr. Vivek Jain ²	2	N.A	1	2
Mr. Ramesh Kumar Damani	4	Yes	10	2 (including 1 as Chairman)
Ms. Kshipra Jatana	2	Yes	8	1 (as Chairperson)
Mr. Ratnesh Rukhariyar	5	Yes	5	2 (including 1 as Chairman)
Mr. Karanvir Singh Gill	4	Yes	2	1

*Directorships held by Directors as mentioned above, do not include Directorships in foreign companies and Section 8 Companies under the Act.

[#]In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including that of the Company) have been considered.

¹Ceased to be Director of the Company w.e.f. September 24, 2020. Two meetings were held during his tenure.

²Appointed as Director of the Company w.e.f. September 24, 2020. Three meetings were held during his tenure.

None of the Directors of the Company are director on the Board of any other listed company.

During the year, all the meetings were held through video conference.

The number of Directorship, Committee Membership / Chairmanship of all the Directors is within the respective limits prescribed under the Act and the Listing Regulations.

6. Board Committees

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

Audit Committee

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

Nomination and Remuneration Committee

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

The composition of the Committees is in accordance with the provisions of Listing Regulations and the Act.

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 the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended
Mr. Gagan Kumar ¹	2	2	1	1	N.A	-
Mr. Lalit Kumar Jain	4	4	1	1	1	1
Mr. Vivek Jain ²	2	2	N.A	-	N.M	-
Ms. Kshipra Jatana	N.M	-	1	1	N.M	-
Mr. Ratnesh Rukhariyar	4	4	N.M	-	1	1
Mr. Karanvir Singh Gill ³	N.M	-	N.M	-	1	1

N.M- Not a Member of the Committee.

N.A – Not Applicable as not a Member of the Committee as on the date of meeting.

¹Ceased to be Director w.e.f. September 24, 2020 and 2 meetings of Audit Committee were held during his tenure.

²Appointed as member of the Audit Committee and Nomination and Remuneration Committee w.e.f. September 24, 2020. Two meetings of Audit Committee were held during his tenure. No meeting of Nomination and Remuneration Committee was held during his tenure.

³Appointed as member of the Stakeholders' Relationship Committee w.e.f. September 24, 2020.

During the year, all the meetings were held through video conference.

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. During the year, all the recommendations made by the respective Committees were accepted by the Board.

Details of Committees

(a) Audit Committee

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

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommendation for appointment, remuneration and terms of appointment of auditors, including cost auditors, of the company
- Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for its approval, with particular reference to:
 - matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;

CORPORATE GOVERNANCE REPORT (Contd.)

- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process
- Approval or any subsequent modification of transactions with related parties of the Company
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing, with the management, performance of statutory and internal auditors
- Reviewing with the management adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow up there on
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors
- To review the functioning of the Whistle Blower mechanism and vigil mechanism
- Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate
- To review the following:
 - Management Discussion and Analysis of financial condition and results of operations
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
 - Management letters / letters of internal control weaknesses issued by the statutory auditors
 - Internal audit reports relating to internal control weaknesses
 - The appointment, removal and terms of remuneration of the chief internal auditor
 - Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations
 - (b) annual statement of funds utilized for purpose other than those stated in the offer document/ prospectus in terms of Regulation 32(7) of Listing Regulations
- To review financial statements, in particular the investments made by the Company's unlisted subsidiaries
- To note report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015
- To review the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments

CORPORATE GOVERNANCE REPORT (Contd.)

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

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 report directly to the Audit Committee.

During the year, 4 (four) meetings of the Audit Committee were held on April 22, 2020, July 21, 2020, October 26, 2020 and January 16, 2021 and the maximum time gap between any two consecutive meetings was less than 120 days.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 21, 2020.

(b) Nomination and Remuneration Committee

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

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

During the year, 1 (one) meeting of the Nomination and Remuneration Committee was held on April 22, 2020.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on September 21, 2020.

Remuneration policy and details of remuneration of Directors:

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

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

CORPORATE GOVERNANCE REPORT (Contd.)

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

(Amount in ₹)

Name of the Director	Sitting Fees*
Mr. Gagan Kumar	4,50,000
Mr. Lalit Kumar Jain	8,75,000
Mr. Vivek Jain	3,00,000

*Exclusive of applicable taxes, if any

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

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

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

During the year, 1 (one) meeting of Stakeholders’ Relationship Committee was held on October 26, 2020.

The Chairman of the Stakeholders’ Relationship Committee was present at the last Annual General Meeting held on September 21, 2020.

Investors Grievance Redressal

The Company had received 4 complaints during the year ended March 31, 2021 and the same were resolved to the satisfaction of the shareholder.

There was no outstanding complaint as on March 31, 2021.

The Company had received total 19 correspondences from investors during the financial year 2020-21 and the response time for attending to investors’ correspondences was in the range of 1 to 4 days.

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

CORPORATE GOVERNANCE REPORT (Contd.)

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
2018	August 24, 2018	Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021	10.30 a.m.	Nil
2019	September 11, 2019	Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021	01.40 p.m.	Nil
2020	September 21, 2020	Held through Video-conference. Deemed Venue was First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel Mumbai – 400013	02.30 p.m.	Yes (one) ¹

¹Special resolution was in respect of approval of re-appointment of Mr. Lalit Kumar Jain as Independent Director for second term.

(ii) Special Resolutions passed through Postal Ballot

No Postal Ballot was conducted during the financial year 2020-21.

(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 year under review, the Company has not entered into material transaction with any of its 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. 28 of the Financial Statement, forming part of the Annual Report.

All Related Party Transactions are in the ordinary course of business and are negotiated on arm’s length basis, and are intended to further the Company’s interests.

The Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions may be accessed at: https://infomediapress.in/wp-content/uploads/2019/04/Policy-of-Materiality-of-RPTs_Infomedia.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 for the aforesaid period.

III. The Company has complied with 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.

CORPORATE GOVERNANCE REPORT (Contd.)

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

- **Non Executive Chairman's Office**
Chairman of the Board is Non-Executive and he is given all the support required to facilitate performance of his duties.
- **Modified Opinion in Audit Report**
The Financial Statements of the Company contain no audit qualification and adverse comment.
- **Reporting of Internal Auditors**
Internal Auditors report to the Audit Committee.

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/ Foreign Exchange Risks and Hedging Activities

The Company does not have such risks.

VI. Credit rating

The Company has not obtained any credit rating.

VII. Fees paid to the Statutory Auditors

The Company does not have any subsidiary. During the financial year 2020-21, the total fees for all the services paid by the Company to the Statutory Auditor was ₹ 6 lakh.

VIII. Prevention of Sexual Harassment of Women at Workplace

The Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. No complain relating to sexual harassment was reported during the year ended March 31, 2021.

IX. CEO/CFO certification

The Manager and the Chief Financial Officer of the Company give quarterly/ annual certification on financial reporting and internal controls to the Board, confirming, *inter-alia*, that the Financial Statements (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; (ii) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; (iii) there are no transactions entered into by the Company during the year/ period which are fraudulent, illegal or violative of the Company's Code of Conduct; (iv) proper internal controls for financial reporting have been established, maintained and are operating effectively and that they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies; (v) they have indicated to the auditors and the Audit Committee (a) significant changes in internal controls over financial reporting during the year (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

X. No Disqualification Certificate from Company Secretary in Practice

The Company has obtained a certificate from M/s Chandrasekaran Associates, Company Secretary in Practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors

CORPORATE GOVERNANCE REPORT (Contd.)

of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority as stipulated under Regulation 34(3) read with provisions of Schedule V to Listing Regulations. The said Certificate is attached with this report.

XI. Annual Secretarial Compliance Report

Pursuant to the SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s Chandrasekaran Associates, Company Secretary in Practice, confirming compliance of SEBI Regulations / Circulars / Guidelines issued thereunder and applicable to the Company.

XII. Transfer of amounts to Investor Education and Protection Fund

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

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

XIII. Code of Conduct for Prohibition of Insider Trading

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

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

In terms of Regulation 39(4) 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 lying in the Unclaimed Suspense Account at the beginning of the year i.e. April 1, 2020	-	-	303	51,546
Number of shareholders who approached the Company/ Registrar and Transfer Agent of the Company for transfer of shares from Unclaimed Suspense Account during the year ended March 31, 2021	-	-	Nil	Nil
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended March 31, 2021	-	-	Nil	Nil
Number of shareholders and the number of shares transferred to Unclaimed Suspense Account during the year ended March 31, 2021	-	-	Nil	Nil
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. March 31, 2021	-	-	303	51,546

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

CORPORATE GOVERNANCE REPORT (Contd.)

9. Means of Communication

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 Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

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

The quarterly and Annual Results 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 is available.

NSE Electronic Application Processing System (NEAPS):

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

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

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

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

10. General Shareholder Information

Forthcoming Annual General Meeting:

Monday, September 27, 2021 at 1:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting. Deemed venue of the Meeting is First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai-400013.

Financial Year

April 1 to March 31

Financial Calendar: [tentative]

Tentative Calendar for declaration of results for the Financial Year 2021-22 is given below:

Results for the quarter ending	Date of Meeting on or before
June 30, 2021	3 rd week of July, 2021
September 30, 2021	3 rd week of October, 2021
December 31, 2021	3 rd week of January, 2022
March 31, 2022	3 rd week of April, 2022
Annual General Meeting	August/ September, 2022

CORPORATE GOVERNANCE REPORT (Contd.)

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 ADR/GDR/ Warrant and Convertible Instrument during the year under review.
2. There is no outstanding GDR/ADR/Warrant and Convertible Instrument.

Dematerialization of shares as on March 31, 2021

Mode of Holding	Number of Shares	% age of Share Capital
Electronic-NSDL	1,37,71,180	27.44
Electronic-CDSL	3,60,09,473	71.74
Physical	4,13,519	0.82
Total	5,01,94,172	100.00

The shares of the Company are tradable on BSE and NSE and are under compulsory demat mode. The Company’s shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2021, 4,97,80,653 equity shares were held in demat form, constituting 99.18% 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 and NSE.

Name and Address of the Stock Exchange	Code/Symbol – Equity Shares
BSE Limited 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 aforesaid Stock exchanges for the Financial Year 2020-21 within stipulated time.

Market Price Data:

Trading in shares of the Company has been restricted on account of Graded Surveillance Measure (GSM) by the Stock Exchanges.

High Low Rates of Equity Shares during each month in the last Financial Year were as follows:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-20	1.73	1.32	3.15	2.00
May-20	2.08	1.81	4.85	3.30
Jun-20	2.62	2.18	4.40	3.70
Jul-20	3.17	2.75	4.60	3.80
Aug-20	3.60	3.28	4.10	3.60
Sep-20	3.60	3.60	3.70	2.55
Oct-20	4.36	3.04	4.50	2.35
Nov-20	4.45	4.02	4.30	4.30
Dec-20	4.20	3.14	4.30	4.10
Jan-21	3.83	3.04	4.10	3.10
Feb-21	4.20	2.68	4.20	2.65
Mar-21	4.27	3.31	4.30	3.00

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

CORPORATE GOVERNANCE REPORT (Contd.)

The Company has been under varying stages of GSM during the year, hence, the stock price performance may not be directly comparable with the broader market indices.

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

Registrar & Transfer Agents

KFin Technologies Private Limited
 Selenium Tower B, 6th floor, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad - 500 032
 Tel: +91 40 6716 1700
 email: implinvestor@kfintech.com
 Website: www.kfintech.com
 Toll Free: 1800 309 8998 (from 9:00 a.m. to 6:00 p.m. on all working days.)

11. Share Transfer System

As per SEBI mandate, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The Communication, *inter-alia*, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail facility of dematerialisation.

During the year 2020-21, the Company obtained, on half-yearly basis, certificate from a Company Secretary in Practice, certifying that all certificates for transmission, sub-division, consolidation and renewal were issued as required under Regulation 40(9) of the Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated April 13, 2020. These half-yearly certificates were duly filed with the Stock Exchanges.

12. Distribution of shareholding as on March 31, 2021

Sl. No	Category	No. of Equity Shareholders	No. of Equity Shares	Percentage
1	Promoter and Promoter Group*	12	2,54,42,694	50.69
2	Indian Public	15,266	2,22,12,036	44.26
3	Bodies Corporate	155	17,72,917	3.53
4	Bank/Mutual Funds/ Insurance Companies	8	6,27,330	1.25
5	NRI/ OCBs/ FIIs/ Foreign Body Corporate/ Foreign Nationals	113	1,32,633	0.26
6	Trusts	4	6,562	0.01
	Total	15,558	5,01,94,172	100.00

*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.

Distribution Schedule as on March 31, 2021

Sl. No.	Category	No. of Holders	% to total Holders	No. of Shares	% to total Shares
1	upto 5000	10,921	70.20	16,81,101	3.35
2	5001 - 10000	2,094	13.46	16,60,631	3.31
3	10001 - 20000	1,242	7.98	19,06,081	3.80
4	20001 - 30000	394	2.53	10,02,418	2.00
5	30001 - 40000	187	1.20	6,70,986	1.34
6	40001 - 50000	187	1.20	8,92,394	1.78
7	50001 - 100000	250	1.61	18,78,339	3.74
8	100001 & Above	283	1.82	4,05,02,222	80.68
	Total	15,558	100.00	5,01,94,172	100.00

CORPORATE GOVERNANCE REPORT (Contd.)

Compliance Certificate

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

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

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 & Transfer Agents

KFin Technologies Private Limited,

Selenium Tower B, 6th floor,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032,
Tel: +91 40 6716 1700
E-mail: implinvestor@kfintech.com
Website: www.kfintech.com
Toll Free No.: 1800 309 8998 (from 9:00 a.m. to 6:00 p.m. on all working days).



CORPORATE GOVERNANCE REPORT (Contd.)

WEBLINK FOR THE MATTERS REFERRED IN THIS REPORT ARE AS UNDER:

Particulars	Website link
Policies and Code	
Code of Conduct	https://infomediapress.in/wp-content/uploads/2019/05/Code_of_Business_Conduct_Infomedia_Press_Ltd1.pdf
Familiarisation Programme for Independent Directors	https://infomediapress.in/wp-content/uploads/2021/08/Familiarisation_Programme_ID_2020-21_InfomediaPressLtd.pdf
Remuneration Policy for Directors, Key Managerial Personnel and other employees	https://infomediapress.in/wp-content/uploads/2019/05/Infomedia_Remuneration_Policy.pdf
Policy for selection of Directors and determining Directors' independence	https://infomediapress.in/wp-content/uploads/2019/05/Infomedia_Policy_on_Selection_of_Directors_Determining_Independence.pdf
Criteria For Making Payment To Non-Executive Directors	https://infomediapress.in/wp-content/uploads/2019/05/Criteria_Payment_Non_Executive_Directors_Infomedia_Press_Limited.pdf
Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions	https://infomediapress.in/wp-content/uploads/2019/04/Policy-of-Materiality-of-RPTs_Infomedia.pdf
Policy on Determination and Disclosure of Materiality of Events and Information	https://infomediapress.in/wp-content/uploads/2019/05/Authorisation_Materiality_Infomedia_Press_Ltd.pdf
Website Archival Policy	https://infomediapress.in/wp-content/uploads/2019/05/Website_Archival_Policy_Infomedia_Press_Ltd.pdf
Vigil Mechanism and Whistle- Blower Policy	https://infomediapress.in/wp-content/uploads/2019/05/Policy_vigil_mechanism_whistleblower_Infomedia_Press_Ltd.pdf
Reports	
Quarterly, Half-Yearly and Annual Financial Results	https://infomediapress.in/management/investors-related-information/
Annual Report	https://infomediapress.in/management/investors-related-information/
Shareholder Information	
Composition of Board of Directors and Profile of Directors	https://infomediapress.in/management/
Composition of various Committees of the Board	https://infomediapress.in/management/
Investor Contacts	https://infomediapress.in/contact-us/

CORPORATE GOVERNANCE REPORT (Contd.)

COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(b) TO (i) OF LISTING REGULATIONS

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Key Compliance observed
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> • Composition and Appointment of Directors • Meetings and quorum • Review of compliance reports • Code of Conduct • Fees / compensation to Non-Executive Directors • Minimum information to be placed before the Board • Compliance Certificate by Chief Executive Officer and Chief Financial Officer • Risk management plan, risk assessment and minimization procedures • Performance evaluation of Independent Directors • Recommendation of Board for each item of special business
2.	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> • Directorships in listed entities
3.	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
4.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
5.	Stakeholders' Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Meetings • Chairperson present at Annual General Meeting • Role of the Committee
6.	Risk Management Committee	21	N.A.	
7.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Vigil Mechanism and Whistle Blower Policy for Directors and employees • Adequate safeguards against victimisation • Direct access to Chairperson of Audit Committee

CORPORATE GOVERNANCE REPORT (Contd.)

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Key Compliance observed
8.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party transactions and dealing with Related Party Transactions Prior approval including omnibus approval of Audit Committee for Related Party Transactions Periodical review of Related Party Transactions Disclosure on Related Party Transactions
9.	Subsidiaries of the Company	24	N.A.	
10.	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> Secretarial Audit of the Company Annual Secretarial Compliance Report
11.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Tenure of Independent Directors Meetings of Independent Directors Cessation and appointment of Independent Directors Familiarisation of Independent Directors Declaration from Independent Directors that he meets the criteria of independence are placed at the meeting of Board of Directors
12.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance with Code of Conduct by Directors and Senior Management Disclosure of shareholding by Non-Executive Directors Disclosures by Senior Management about potential conflicts of interest No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter
13.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance
14.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism / Whistle-blower policy Criteria of making payment to Non-Executive Directors Policy on dealing with Related Party Transactions Details of familiarisation programmes imparted to Independent Directors