Infomedia Press Limited

July 4, 2014

Listing Department
National Stock Exchange of India Ltd
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Department of Corporate Services-Listing
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, 1st Floor,
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Sub.: Submission of Recommendation of Committee of Independent Directors on the Open Offer of Infomedia Press Limited ("the Company" or "Infomedia")

Dear Sir/Madam,

This is in connection with the Detailed Public Statement (DPS) made by Independent Media Trust (represented by its Trustee Sanchar Content Private Limited) along with its PACs Reliance Industries Limited and Reliance Industrial Investment Holding Limited, published on 5th June 2014 to acquire up to **1,30,62,224** Equity Shares of face value of Rs. 10/- each of the Company at an offer price of Rs. 3.00 per Offer Share aggregating to Rs. 3.91 crore payable in cash **("Open Offer")**.

As required under Regulation 26(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011), the Board of Directors of the Company had constituted a Committee of Independent Directors, comprising Mr. Manoj Mohanka and Mr. Gagan Kumar, Independent Directors, **("the Committee")** for the purpose of providing its written reasoned recommendations on the Open Offer to the shareholders of the Company.

The Committee has provided its written reasoned recommendation **("IDC Report")** dated 3rd July 2014 on the Open Offer to the shareholders of the Company, which was published on 4th July 2014 in the following newspapers wherein DPS to the Open Offer was published:

1. Financial Express- all editions,
2. Jansatta- all editions,
3. Navashakti- Mumbai edition

A copy of the IDC Report is enclosed herewith. You are requested to take the same on record.

Thanking you,
Yours faithfully,
For **Infomedia Press Limited**

Infomedia Press Limited New Delhi

(Authorised Signatory)

Encl: As above

Infomedia Press Limited

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of the Target Company under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Date	July 3, 2014
2.	Name of the Target Company (TC)	Infomedia Press Limited
3.	Details of the Offer pertaining to TC	The Offer is being made by the Acquirer along with PAC1 and PAC2 to the public shareholders of the Target Company to acquire up to 1,30,62,224 equity shares at a price of Rs. 3.00/- per share ("**Offer Price**")
4.	Name(s) of the acquirer and PAC with the acquirer	Acquirer – Independent Media Trust PACs with the Acquirer: PAC1 – Reliance Industries Limited PAC2 – Reliance Industrial Investments and Holdings Limited
5.	Name of the Manager to the offer	JM Financial Institutional Securities Limited 7th floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Tel: +91 22 6630 3030, Fax: +91 22 6630 3330 Contract Person: Ms.Lakshmi Lakshmanan Email: infomediaopenoffer@jmfl.com
6.	Members of the Committee of Independent Directors	Mr. Manoj Mohanka (Chairman) Mr. Gagan Kumar
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	All the members of IDC are duly appointed independent directors of the target company. None of the members of the IDC hold any shares in the Target Company Other than their position as director of the Target Company, none of the members of IDC have any contracts/relationship with the Target Company
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the members of IDC have traded in the shares and other securities of the Target Company during the period of twelve months prior to the date of the Public Announcement of the Open Offer on May 29, 2014.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the members of IDC: (i) are directors of Acquirer or PAC (ii) hold any shares or other securities of Acquirer or PAC; and (iii) have any contracts/relationship with Acquirer or with the PACs.
10.	Trading in the Equity shares/other securities of the acquirer by IDC	None of the members of IDC have traded in the shares/other securities of the Acquirer or PAC during

	Members	the period of twelve months prior to the date of the Public Announcement of the Open Offer on May 29, 2014.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC believes that the Open Offer is fair and reasonable and in line with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
12.	**Summary of reasons for recommendation** IDC has reviewed (a) the public announcement in connection with the Offer dated May 29, 2014 issued on behalf of the Acquirer and the PAC's **("PA"/ "Public Announcement")**; (b) the detailed public statement in connection with the Offer, published on behalf of the Acquirer and the PAC's on June 5, 2014("**DPS**"); (c) the draft Letter of Offer ("**DLOF**") dated June 11, 2014. IDC has taken into consideration the following for making this recommendation: (i) based on the review of PA, DPS and DLOF, the IDC is of the opinion that the Offer Price offered by the Acquirer and PAC's (being the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. (ii) The Offer Price is higher than the volume weighted average price of the Equity Shares for a period of 60 trading days immediately preceding the date of PA. (iii) The IDC had sought external financial advice from Price Waterhouse & Co. LLP, who advised the IDC that as of May 29, 2014 (date of the PA), the Offer Price pursuant to the Offer is fair and reasonable from a financial point of view.	
13.	Details of Independent Advisors, if any.	Price Waterhouse & Co. LLP
14.	Any other matter(s) to be highlighted	NIL

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code.

For and on behalf of the Committee of Independent Directors of
Infomedia Press Ltd.

Manoj Mohanka
Chairman – Committee of Independent Directors
Place: New Delhi
Date: July 3, 2014

Infomedia Press Limited

(CIN – L22219DL1955PLC211606)

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