

September 3, 2021

To,

**The Listing Operation Department**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai - 400 001**

Sub: Intimation of 16<sup>th</sup> Annual General Meeting of Jupiter Infomedia Limited

Dear Sir/ Madam,

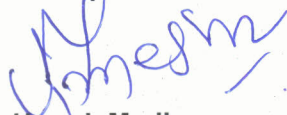
Please take note that the 16<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, September 28, 2021 at 01.30 P.M. (IST) through Video conferencing. Notice of the 16<sup>th</sup> Annual General Meeting and Annual Report are enclosed herewith for your reference.

This is for your information, record and action please.

Thanking You,

Yours faithfully,

For **Jupiter Infomedia Limited**

  
**Umesh Modi**  
**Managing Director**  
**DIN: 01570180**



Encl: as above

**JUPITER INFOMEDIA LIMITED**

CIN No. L22200MH2005PLC152387

Registered Office: 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai, Maharashtra 400 053.

Tel.: 022-61979000. Website: [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com)

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**NOTICE OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of Jupiter Infomedia Limited ("Company") will be held on Tuesday, 28<sup>th</sup> September, 2021 at 01.30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including consolidated audited financial statements) of the Company for the year ended March 31, 2021 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manisha Modi (DIN: 02057625), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

3. Re-Appointment of Mr. Umesh Modi as Managing Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following Resolutions as **Special resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in pursuance to recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to Board of the Company for re-appoint of Mr. Umesh Modi (DIN: 01570180) as a Managing Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from September 20, 2021 on the such terms and conditions including remuneration as set out in the Statement annexed to the Notice.

By order of the Board

Mitali Khunteta  
Company Secretary  
ACS 31602  
Date : August 17, 2021  
Place : Mumbai

## NOTES:

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020, Circular No. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD /CMD2/CIR/P /2021/11 SEBI/HO/CFD /CMD2/CIR/P /2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Annual General Meeting of the Company is ("AGM") is convened through Video Conferencing / Other Audio Visual Means (VC/OAVM).
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Details as required in sub-regulation (4) of Regulation 26 and sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of Director seeking appointment / reappointment at the 16th AGM, forms integral part of the Notice of the 16th AGM as Annexure. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
4. Pursuant to notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending section 139 of the Companies Act, 2013 ("The Act"), the mandatory requirement for ratification of Auditor as every Annual General Meeting (AGM) has been omitted accordingly, the yearly ratification of appointment of the Auditors would not be done at every intervening AGM held after the ensuing AGM i.e. 13th AGM as the requirement has been done away in the Act.
5. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 16th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 16th AGM through VC/OAVM Facility and e-Voting during the 16th AGM.
6. The Members may join the 16th AGM through VC/OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 1:15 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 16th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 16th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 16th AGM without any restriction on account of 'first come first served' basis.
7. The attendance of the Members participating in the 16th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, September 21, 2021.
9. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the MCA Circulars

issued by the MCA and SEBI Circular, the Annual Report for the year 2020- 21 including Notice of the 16th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the 16th AGM of the Company will also be available on the website of the Company at [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) for annual closing and determining the entitlement of the Members to the AGM.
11. Since the 16th AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
13. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
14. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts.
15. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company at [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com) for inspection by the Members up to the date of 16th AGM.
16. The Company has designated Email ID [csc@jupiterinfomedia.com](mailto:csc@jupiterinfomedia.com) for redressal of Members complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
17. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2021 may visit the Company’s website at [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com) or send their queries at [csc@jupiterinfomedia.com](mailto:csc@jupiterinfomedia.com) at least Ten (10) days before the date of 16th AGM. The same will be replied by/on behalf of the Company suitably.
18. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors’ Report, Auditors’ Report and all other documents) through electronic mode.

Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

19. In case of Joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

**Registration of email ID and Bank Account details:**

a) In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Kfin Technologies Private Ltd., [www.kfintech.com](http://www.kfintech.com) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

(ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

20. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, 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.

21. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 25, 2021 at 9:00 A.M. and ends on September 27, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [desaimahadev@gmail.com](mailto:desaimahadev@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id,



mobile number at [csco@jupiterinfomedia.com](mailto:csco@jupiterinfomedia.com). The same will be replied by the company suitably.

22. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2021.

23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting in the AGM.

25. Mr. Mahadev Desai, Chartered Accountant (Membership No. 41280) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours

## **Explanatory statement setting out the material facts pursuant to section 102(1) of the Companies Act, 2013**

### **In respect of item No. 3**

#### **Item no.3**

The Nomination & Remuneration Committee and the Board, after taking into consideration the vast and valuable experience of Mr. Umesh Modi and progress made by the Company under his leadership, approved his reappointment as the Managing Director of the Company for a further period of Five years with effect from September 28, 2021.

Mr. Umesh Modi is the promoter of the Company and is managing the affairs of the company since incorporation. The company has made considerable progress under his leadership. Mr. Umesh Modi is a chartered accountant with more than two decades of experience in business and corporate finance.

At the ensuing Annual General Meeting of the company, Mr. Umesh Modi, Managing Director, retires by rotation and being eligible offers himself for reappointment. He shall continue to hold the office of Managing Director and the reappointment as such Director shall not be deemed to constitute a break in his office of Managing Director.

Other details of Mr. Umesh Modi has been given in the Exhibit to this Notice.

The members are requested to approve the aforesaid appointment. Accordingly, the proposed resolution is placed for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel and / or his relatives except Mrs Manisha Modi, are in any way, financial otherwise, interested or concerned in this resolution.

By Order of the Board  
For **Jupiter Infomedia Limited**

Mitali Khunteta  
Company Secretary  
ACS 31602  
Date : August 17, 2021  
Place : Mumbai

## ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Umesh Modi	Mrs. Manisha Modi
DIN	01570180	02057625
Date of Birth	03.07.1967	18.09.1968
Date of first appointment in the current designation	04.04.2005	28.07.2015
Qualification	Chartered Accountant	B.M, M.A
Experience (including expertise in specific functional area) / Brief Resume	Mr. Umesh Modi, is having 20+ years of experience in business & corporation Finance.	Mrs. Manisha Modi has rich and varied experience in the industry and has been involved in the operations of the Company.  - She is associated with the Company since incorporation of the Company.
Directorships and Committee memberships held in other listing Companies as on 31.03.2020	-	-
Inter-se relationship between directors	Mr. Umesh Modi is related to Mrs. Manisha Modi in the company.	Wife of Mr. Umesh Modi (Managing Director of the Company)
No. of Meetings of the Board attended	5 out of 5 in the F.Y. 2020-21	5 out of 5 in the F.Y. 2020-21
Details of remuneration last drawn	NIL	NIL
Number of Shares held in the Company	30,50,500	32,62,500