

March 08, 2021

To,

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

Ref.: Scrip Code - 534623

Sub. : Notice of Postal Ballot

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

In terms of the subject referred regulation and in continuation of our earlier letter dated March 4, 2021, please find enclosed herewith the Notice of Postal Ballot dated March 4, 2021, alongwith Explanatory Statement appended thereto ("Notice"), seeking approval of Members by way of Ordinary and Special Resolution(s) for:

1. Amendment to the Object Clause of Memorandum of Association of the Company.

Umesh



CIN No. L22200MH2005PLC152387

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

Tel.: 022-26341691. Website: www.jupiterinfomedia.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable

Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020

resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID - Corporate Affairs,

regulations, that the resolutions appended below are proposed for approval of the shareholders of Jupiter Infomedia

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The explanatory statement pursuant to Sections 102, 108, 110, rules made thereunder, the MCA Circulars and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Reg and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors has appointed Mr. Mahadev Desai, Practicing Chartered Accountant, as a Scrutinizer, for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company. The results shall be declared on or before April 10, 2021 at 17:00 Hours (IST) , National Securities Depository Limited

jupiterinfomedia.com.

SPECIAL BUSINESS:

Item No.1

Amendment to the Object Clause of Memorandum of Association of the Company.

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

RESOLVED THAT pursuant to the provisions of section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules of Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of the Registrar of Companies and other appropriate authorities, the approval of shareholders of the Company be and is hereby accorded to amend the main object clause of the Company by inserting new object under sub-clause 3 (A) in the Memorandum of Association of the Company comprising of:

3.To undertake, handle and carry on business of service provider, organizer, distributor, concept, facilitator, consultant, manager, franchises, co-ordinations, in India and abroad, connected with events for different corporate, companies or individuals which includes any happening such as organizing and management events, government & private events, road shows including, expositions, seminars, conferences, brand promotion and management, organising corporate fairs, meets, product launches, concerts, live shows and to provide support services to execute the said business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/ jointly authorised to take all such steps as it may deem necessary, proper or expedient in this regard and to execute all such deeds, documents, agreements to give effect to this resolution and file forms to the registrar of Companies

Item No.2

Approval of Related Party Transaction(s) with Mr. Minesh Modi and Mrs. Rupa Modi.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013

Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to

approval of Securities Exchange Board of India, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Minesh Modi & Mrs. Rupa Modi, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as per the contract(s) / arrangement(s) detailed in the statement annexed to the Notice) and on such other terms and conditions as may be mutually agreed upon between the Company and Related Parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and seek approval from relevant authorities and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to

By order of the Board

Date: March 4, 2021
Place: Mumbai

Mitali Khunteta
Company Secretary
ACS 31602

NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, SEBI LODR Regulations 2015 and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National

as on March 5, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company (www.jupiterinfomedia.com), the relevant section of the websites of BSE and the website of NSDL (<https://evoting.nsdl.com>).

3. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
4. Resolution passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. A shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the shareholders are requested to cast their votes only through remote e-voting as per the procedure provided above.
6. 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 remote e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly Authorised or the Company Secretary of the Company, on or before April 10, 2021, at the registered office and will also be displayed on the website of the Company www.jupiterinfomedia.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
8. All documents referred to in this notice and the explanatory statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection by the members at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m., upto the date of declaration of results of the Postal Ballot.
9. In the event the resolution is approved by requisite majority of Members, the Resolution shall deemed to have been on the last date specified as below for e-voting.

10. Members whose names appear on the Register of Members / List of Beneficial Owners as on March 5, 2021, will be considered for the purpose of voting.

11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of members/ beneficial owners (in case of electronic shareholding) as on cutoff date i.e. March 5, 2021.

12. General Instructions relating to E-voting:

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility to exercise votes on the item of businesses given in the notice through electronic voting system, to shareholders through the e-voting platform provided by the National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system. The e-voting facility will be available during the following voting period:

a) Commencement of e-voting: March 10, 2021 at 9 hours (IST).

b) End of e-voting: April 9, 2021 at 17 hours (IST)

The cutoff date for the purpose of e-voting is March 5, 2021.

13. The Company has designated Email ID cscoc@jupiterinfomedia.com for redressal of members complaints/grievances.

Registration of email ID and Bank Account details:

(a)

Registrar & Sh

-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 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

details in the demat account as per the process followed and advised by the DP.

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

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
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 :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
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

system will prompt you to change your password.
 - c)
 - (i) If your email ID is registered in your demat account or with the

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
 - (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. forgotten your password:
 - a) **Forgot User Details/Password?**
demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**
option available on 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 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. on the check box.
- 8.
9. -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. in which you are holding shares and whose voting cycle is in active status.
 3. 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
 - 6.
 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 with a copy marked to 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

[Forgot User Details/Password?](#)

[Physical User Reset Password?](#)

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 or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

14. 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 March 5, 2021, may obtain the login ID and password by sending a request at 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 or contact NSDL at the following toll free no.: 1800-222-990.

**EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT, 2013**

In respect of item No. 1

The Company is presently engaged in the business of publishers, developers, designer and distributors of online information, web-based publications, portal, websites. The Company intends to undertake, handle and carry on business of organizing and management events which may be conveniently and advantageously combined with existing business. In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same. The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors, Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.

In respect of item No. 2

Mr. Minesh Modi and Mrs. Rupa Modi holds majority shares in Netlink Solutions (India) Limited and the company intends to acquire these shares. Mr. Minesh Modi and Mrs. Rupa Modi is a related party in terms of Regulations 2(1)(zb) of the Listing Regulations. Section 188 of the Companies Act and the applicable Rules framed there under provides that any related Party transaction(s) will require prior shareholders approval through ordinary resolution, if the aggregate value of transaction amounts to 10% or more of the annual turnover of the company. The value of proposed transaction with Mr. Minesh Modi and Mrs. Rupa Modi is likely to exceed the said threshold limit. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s).

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction etc. are as under:

S.NO.	Description	Details
1.	Name of the Related Party	Mr. Minesh Modi and Mrs. Rupa Modi
2.	Name of the Director or Key Managerial Personnel, who is related and Nature of Relationship	Mr. Umesh Modi, director of Jupiter Infomedia Limited and Mr. Minesh Modi, director of Netlink Solutions (India) Limited are the brothers. And Mrs. Manisha Modi, director of Jupiter Infomedia Limited is a wife of Mr. Umesh Modi and Mrs. Rupa Modi, director of Netlink Solutions (India) Limited is a wife of Mr. Minesh Modi.

3.	the nature and particulars of the contract or arrangement	Purchase along with its wholly owned subsidiary, Jineshvar Securities Private Limited the shares of Netlink Solutions (India) Limited. Monetary value of proposed purchase is expected to be Rs.300 lakhs.
4.	the material terms of the contract or arrangement including the value, if any;	NA
5	any advance paid or received for the contract or arrangement, if any;	Nil
6	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Normal business factors.
7	any other information relevant or important for the Board to take a decision on the proposed transaction	NA

Mr. Umesh Modi and Mrs. Manisha Modi, are interested directors and Ms. Aishwarya Modi, Mrs. Kusumben Modi and Mrs. Jigna Shah are interested parties to the related party. The interested Director/ parties shall abstain from E-voting conducted through Postal Ballot for this transaction.

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

Date: March 4 2021
Place: Mumbai

Mitali Khunteta
Company Secretary
ACS 31602