

April 10, 2025

To BSE Limited
25th Floor, P.J.Towers,
Dalal Street, Fort, Mumbai - 400 001

Dear Sir/ Madam,

Ref.: Scrip Code: 534623

Sub.: Submission of information pursuant to Regulation 30 and Regulation 30A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

This is to inform you that the Promoters of the our Company namely, Mr. Umesh Vasantlal Modi, Mrs. Manish Vasantlal Modi and Mrs. Kusumben Vasantlal Modi have entered into a Share Purchase Agreement with M/s Arix Capital Limited, (Acquirer 1), and Mrs. Kajal Gopal Baldha, (Acquirer 2) and for the said purpose, the Acquirer 1 and Acquirer 2 have made Public Announcement on April 09, 2025.

The details as required under clause 5 and (5A) [i.e., Agreements (viz. shareholder agreement(s) and Agreement entered into by the promoters of the listed entity with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed] of Para (A) of Part (A) of Schedule III to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No. SEBI SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, is given in the enclosed Annexure A and Annexure B.

Kindly find the same attached herewith and acknowledge the receipt.

Thanking you,

Yours truly,

For Jupiter Infomedia Limited

Umesh Vasantlal Modi
Managing Director
DIN: 01570180

Annexure – A

DETAILS TO BE PROVIDED WHILE DISCLOSING EVENTS GIVEN IN PART A OF SCHEDULE III OF THE LODR REGULATIONS

Disclosure under clause (5) [i.e., shareholder agreement] of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

| If listed entity is not a party to the agreement | | |
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| 5.1 | name(s) of parties with whom the agreement is entered; | Mr. Umesh Vasantlal Modi, Mrs. Manisha Umesh Modi, Mrs. Kusumben Vasantlal Modi, the promoters of our Company ("Sellers") holding 70,87,500 equity shares representing 70.73% of the paid-up share capital of our Company have entered into a Share Purchase Agreement ('SPA') with M/s Arix Capital Limited ("Acquirer 1") and Mrs. Kajal Gopal Baldha ("Acquirer 2") (together Acquirer 1 and Acquirer 2 referred to as "Acquirers") for the sale of 51,10,000 equity shares representing 51.00% of the current paid-up share capital of our Company. |
| 5.2 | purpose of entering into the agreement; | Negotiated Deal. The Acquirers intend to take over the management and control of the Company |
| 5.3 | shareholding, if any, in the entity with whom the agreement is executed; | NIL |
| 5.4 | significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.; | The SPA is entered into between Acquirers and the Sellers under which the Acquirers agree to acquire, and Sellers agree to sale 51,10,000 equity shares representing 51.00% of the current paid-up share capital of our Company. The brief terms are mentioned below – |

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| | | <p>1. Date of entering SPA – Wednesday, April 09, 2025.</p> <p>2. Consideration - INR ₹25,55,00,000.00/- (Twenty Five Crores Fifty Five Lakhs Only)</p> <p>3. Parties Involved and brief detail of transaction - Mr. Umesh Vasantlal Modi, Mrs. Manisha Umesh Modi, Mrs. Kusumben Vasantlal Modi, the promoters of our Company holding 70,87,500 equity shares representing 70.73% of the paid-up share capital of our Company have entered into a Share Purchase Agreement ('SPA') with M/s Arix Capital Limited and Mrs. Kajal Gopal Baldha for the sale of 51,10,000 equity shares representing 51.00% of the current paid-up share capital of our Company.</p> |
| 5.5 | whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship; | No, the said parties are not related to promoter/promoter group/group companies in any manner. |
| 5.6 | whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"; | No, the transaction would not fall within related party transactions |
| 5.7 | in case of issuance of shares to the parties, details of issue price, class of shares issued; | Not Applicable |
| 5.8 | any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.; | <p>Details of nominee on the board of directors of the listed entity: None</p> <p>There is no potential conflict of interest.</p> |
| 5.9 | in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): | |
| | a) name of parties to the agreement; | Not Applicable |
| | b) nature of the agreement; | Not Applicable |

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| | c) date of execution of the agreement; | Not Applicable |
| | d) details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable |

For Jupiter Infomedia Limited

Umesh Vasantlal Modi
Managing Director
DIN: 01570180

Annexure – B

Disclosure under clause (5A) [i.e., Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

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| a) | if the listed entity is a party to the agreement | |
| i. | details of the counterparties (including name and relationship with the listed entity); | Not Applicable |
| b) | if listed entity is not a party to the agreement, | |
| i. | name of the party entering into such an agreement and the relationship with the listed entity; | <p>(i) Mr. Umesh Vasantlal Modi, (ii) Mrs. Manisha Umesh Modi, (iii) Mrs. Kusumben Vasantlal Modi, the promoters of Jupiter Infomedia Limited (the “Company”)</p> <p>holding 70,87,500 equity shares representing 70.73% of the paid-up share capital of the Company have entered into a Share Purchase Agreement (‘SPA’) with M/s Arix Capital Limited and Mrs. Kajal Gopal Baldha (“Acquirers”) for the sale of 51,10,000 equity shares representing 51.00% of the current paid-up share capital of the Company.</p> |
| ii. | details of the counterparties to the agreement (including name and relationship with the listed entity); | <p>(i) M/s Arix Capital Limited and (ii) Mrs. Kajal Gopal Baldha, the Acquirers</p> |
| iii. | date of entering into the agreement. | April 9, 2025 |
| c) | purpose of entering into the agreement; | Negotiated Deal. |

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| | | The Acquirers intend to take over the management and control of the Company |
| d) | shareholding, if any, in the entity with whom the agreement is executed; | NIL |
| e) | significant terms of the agreement (in brief); | <p>The SPA is entered into between the Acquirers and the Sellers under which the Acquirers agree to acquire, and Sellers agree to sale 51,10,000 equity shares representing 51.00% of the current paid-up share capital of the Company.</p> <p>The brief terms are mentioned below -</p> <ol style="list-style-type: none"> 1. Date of entering SPA - Wednesday, April 09, 2025. 2. Consideration - INR ₹25,55,00,000.00/- (Twenty Five Crores Fifty Five Lakhs Only) 3. Parties Involved and brief detail of transaction - Mr. Umesh Vasantlal Modi, Mrs. Manisha Umesh Modi, Mrs. Kusumben Vasantlal Modi, the promoters of our Company holding 70,87,500 equity shares representing 70.73% of the paid-up share capital of our Company has entered into the Share Purchase Agreement ('SPA') with M/s Arix Capital Limited and Mrs. Kajal Gopal Baldha for the sale of 51,10,000 equity shares representing 51.00% of the current paid-up share capital of our Company. |
| f) | extent and the nature of impact on management or control of the listed entity; | Upon the completion of open offer, the Acquirers i.e., M/s Arix Capital Limited and Mrs. Kajal Gopal |

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| | | Baldha, the Acquirer, and PAC under the open offer will be classified as the Promoters of the Company and existing members of Promoter and Promoter Group will be re-classified into public category, in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015. |
| g) | details and quantification of the restriction or liability imposed upon the listed entity; | Nil |
| h) | whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship; | No, the said parties are not related to promoter/promoter group/group companies in any manner. |
| i) | whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"; | No, the transaction would not fall within related party transactions |
| j) | in case of issuance of shares to the parties, details of issue price, class of shares issued; | Not applicable |
| k) | any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.; | Details of nominee on the board of directors of the listed entity: None There is no potential conflict of interest. |
| l) | in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): | |
| i. | name of parties to the agreement; | Not Applicable |
| ii. | nature of the agreement; | Not Applicable |
| iii. | date of execution of the agreement; | Not Applicable |
| iv. | details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); | Not Applicable |

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| v. | reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier). | Not Applicable |
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For Jupiter Infomedia Limited

Umesh Vasantlal Modi
Managing Director
DIN: 01570180