

August 30, 2022

Department of Corporate Services  
BSE Limited  
Phirojee Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai- 400 001  
Scrip Code: 534623

Dear Sir,

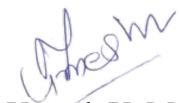
**Sub: - Compliance under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Notice of the 17<sup>th</sup> Annual General Meeting to be held on 22<sup>nd</sup> September, 2022**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 17<sup>th</sup> Annual General Meeting (AGM) of our Company scheduled to be held on Thursday, 22<sup>nd</sup> September, 2022, at 11.00 a.m.(IST) The Annual General Meeting shall be held by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular dated May 12, 2020 and January 15, 2021, dated May 13, 2022 ("SEBI Circulars") issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), and other applicable provisions of the Companies Act, 2013.

The Notice of the AGM and the Annual Report for the Financial Year 2021-22 will be made available on the Company's website at the link: <https://www.jupiterinfomedia.com/>  
Kindly note the same and acknowledge the receipt.

Thanking you,

Yours truly,  
For Jupiter Infomedia Limited,



Umesh V. Modi  
Managing Director  
(DIN: 01570180)  
Enclosure - Copy of Notice

**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)**

**NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**  
**(CIN: L22200MH2005PLC152387)**

**Regd. Office:** 336, Laxmiplaza, Laxmi Indestate, New Link Road, Andheri West, Mumbai-400053 **Website:** [jupiterinfomedia.com](http://jupiterinfomedia.com), **E-mail:** [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com), **Tel:** 91-22-26341691, **Fax:** +91 22 26371746

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Jupiter Infomedia Limited (CIN: L22200MH2005PLC152387) will be held on Thursday, September 22, 2022 at 11.00 a.m. Indian Standard Time ("IST"). The Annual General Meeting shall be held by means of Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following Business. The proceedings of the Annual General Meeting ("AGM") shall deemed to be conducted at the Registered Office of the Company at 336, Laxmi Plaza, Laxmi Ind Estate, New Link Road, Andheri West, Mumbai-400053 which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Umesh Modi (DIN: 01570180), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Ladha Singhal & Associates, Chartered Accountants (ICAI Firm Registration No. 120241W) be and are hereby appointed as the Statutory Auditors of the Company (in place of NGS & CO. LLP, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of the 17th Annual General Meeting of the Company till the conclusion of the 22nd Annual General Meeting at such

remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as recommended by the Audit Committee and approved by the Board of Directors.”

**FURTHER RESOLVED** that the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

#### **SPECIAL BUSINESS:**

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

**“RESOLVEDTHAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules there under (including any statutory modification or re-enactment thereof for the time being in force), pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Umesh Vasantlal Modi, (DIN:01570180) Managing Director and designated as Chairman and Managing Director (“CMD”) of the Company w.e.f. August 1, 2022 for a period of 3 years, on the following terms and conditions:

#### **A. REMUNERATION:**

<b>Particulars</b>	<b>Amount (in Rs. per month)</b>
Basic	1,00,000
House Rent Allowance (HRA)	-
Other/Special/Grade Allowance	-
<b>Gross Salary (A)</b>	1,00,000
<b>Leave Travel Allowance (LTA) (B)</b>	-
Provident Fund (Employer’s Contribution)	-

Statutory Annual Bonus / Ex Gratia	-
<b>Other / Statutory Benefits (C)</b>	-
<b>Total Cost to Company (per month) – A+B+C</b>	1,00,000
<b>Total Cost to Company (per annum)</b>	<b>12,00,000</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) be authorized to do all such acts and take all such steps as it may consider necessary or desirable to give effect to this resolution and the they are further authorised to alter, vary and/or revise the terms and conditions of the said remuneration as it may, in its absolute discretion and full liberty, deem fit and as may be acceptable to Mr. Umesh Vasantlal Modi, provided however that the total Remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein and subject to the provisions of Schedule V, where in any financial year during the tenure of the CMD, the Company has no profits or its profits are inadequate, the Company may pay to the CMD the above remuneration and/or any revision in the remuneration as may be approved by the Board and/or the Nomination and Remuneration Committee in future during the currency of tenure of the CMD, from time to time, as the minimum remuneration for a period of 3 (three) years with effect from August 1, 2022 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified hereinabove subject to receipt of the requisite approvals, if any

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

5. 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 Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules there under (including any statutory modification or re-enactment thereof for the time being in force), pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Manisha Umesh Modi (DIN:02057625) Whole Time

Director and designated as Executive Director and Chief Financial Officer ("ED & CFO") of the Company w.e.f. August 1, 2022 for a period of 3 years, on the following terms and conditions:

**A. REMUNERATION:**

<b>Particulars</b>	<b>Amount (in Rs. per month)</b>
Basic	1,00,000
House Rent Allowance (HRA)	-
Other/Special/Grade Allowance	-
<b>Gross Salary (A)</b>	1,00,000
<b>Leave Travel Allowance (LTA) (B)</b>	-
Provident Fund (Employer's Contribution)	-
Statutory Annual Bonus / Ex Gratia	-
<b>Other / Statutory Benefits (C)</b>	-
<b>Total Cost to Company (per month) – A+B+C</b>	1,00,000
<b>Total Cost to Company (per annum)</b>	<b>12,00,000</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) be authorized to do all such acts and take all such steps as it may consider necessary or desirable to give effect to this resolution and the they are further authorised to alter, vary and/or revise the terms and conditions of the said remuneration as it may, in its absolute discretion and full liberty, deem fit and as may be acceptable to Mrs. Manisha Umesh Modi, provided however that the total Remuneration payable to her shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein and subject to the provisions of Schedule V, where in any financial year during the tenure of the ED & CFO, the Company has no profits or its profits are inadequate, the Company may pay to the ED & CFO the above remuneration and/or any revision in the remuneration as may be approved by the Board and/or the Nomination and Remuneration Committee in future during the currency of tenure of the ED & CFO, from time to time, as the minimum remuneration for a period of 3 (three) years with effect from August 1, 2022 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified hereinabove subject to receipt of the requisite approvals, if any

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all

necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to enter into below mentioned Material Related Party Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Netlink Solutions (India) Limited (Material Subsidiary of the Company) during the financial year FY 2022-23 to FY 2026-27 i.e., five financial years, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party(ies).

Nature of Transaction	Proposed Maximum Amount of Transactions	Nature of Relationship
a) Availing / rendering of any services; b) Sharing or usage of each other's resources and reimbursement of expenses; c) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; d) Purchase / sale / transfer of any security(ies) -equity, debt or otherwise; e) Providing fund based and non-fund based support; f) Any corporate action including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc., by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; g) Any transfer of resources, services or obligations to meet its objectives/requirements.	At an estimated value not exceeding Rs. 1 Crore per annum	Material Subsidiary Company

**RESOLVED FURTHER THAT** Transactions with Related Parties as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek 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** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

**Registered Office:**  
**336, Laxmiplaza, Laxmi Indestate,**  
**New Link Road,**  
**Andheri West,**  
**Mumbai-400053**  
**CIN : L22200MH2005PLC152387**  
**e-mail : jupiter@jimtrade.com,**  
**Website : jupiterinfomedia.com**

**By Order of the Board**

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

**Tel. : +91 022-61979000**  
**Fax : +91 22 26371746**  
**Place: Mumbai**  
**Date: August 26, 2022**

## NOTES:

1. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to [bhavyata.siroyam@gmail.com](mailto:bhavyata.siroyam@gmail.com) and [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further relevant details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
4. All relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, requiring the approval of the Members at the meeting and the statutory registers which are led at the AGM shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to: [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com) their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on website of the Company, i.e. [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com) , website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) , and on the website of the NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form, if any, are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent mentioned at point no. 9.
7. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the



unclaimed dividend in respect of the financial years 2014-15 will be transferred to the IEPF after November 4, 2022. The eligible Members can claim their shares from the Company or RTA as per individual physical notice given to respective Shareholder and details of which is provided on website of the Company at: <https://www.jupiterinfomedia.com>

8. Members can avail of the facility of nomination in respect of shares held by them in physical form, if any, pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned at point no. 8 in the Notes. The prescribed form in this regard may also be obtained from the R&T agent at the address mentioned at point no. 8 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
9. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is KFin Technologies Limited (Formerly known as "KFin Technologies Private Limited"), Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Telangana, Hyderabad- 500032.
10. Members desiring any information relating to the annual accounts of the Company are requested to send an email to the Company at: [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com), at least ten (10) days before the meeting.
11. In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular dated May 12, 2020 and January 15, 2021, dated May 13, 2022 ("SEBI Circulars") issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing / other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company / Depository Participants. For Members who have not registered their email addresses, kindly register the same with RTA at [mohammed.shanoor@kfintech.com](mailto:mohammed.shanoor@kfintech.com), as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Coronavirus) pandemic and as per the Applicable Circulars.
12. Members who have not updated their latest email addresses in the records of the Company/ their Depository Participants are requested to update the same at the earliest by September 8, 2022. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.
13. The Company is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM).

14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
16. The Company has an email id to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com).
17. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
  - a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
18. 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 mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
19. The Register of Members and Share Transfer Books of the Company shall be closed from Tuesday 20th September 2022 to Thursday 22nd September 2022 (Both Days Inclusive).
20. The Results of the e-voting alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
22. Mr. Umesh Modi (DIN: 01570108) being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Umesh Modi, being eligible, has offered himself for re-appointment.
23. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, September 15, 2022, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com)

However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/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.

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [jupiterinfomedia.com](http://jupiterinfomedia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 2/2022 dated May 05, 2022 .

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, September 19, 2022 at 9.00 A.M. and ends on Wednesday, September 21, 2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 15, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 15, 2022.

#### **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: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 etc.
  - 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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [bhavyata.siroyam@gmail.com](mailto:bhavyata.siroyam@gmail.com) and [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com). The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending an email to [jupiter@jimtrade.com](mailto:jupiter@jimtrade.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) from September 13, 2022 to September 16, 2022 and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Anubhav Saxena Email: [AnubhavS@nsdl.co.in](mailto:AnubhavS@nsdl.co.in), Tel: 022-24994835 or Ms. Pallavi Mhatre, Manager, NSDL, Email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 022-24994545.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE  
ANNUAL GENERAL MEETING  
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL  
STANDARD ON GENERAL MEETINGS)**

<b>Name</b>	Mr. Umesh Modi
Directors Identification Number (DIN)	01570180
Designation	Managing Director
Date of Birth	03.07.1967
Age	55 years
Nationality	Indian
Qualification	Chartered Accountant
Brief Profile	Mr. Umesh Modi, is having 20+ years of experience in business & corporation Finance.
Terms and conditions of appointment and re-appointment	Liable to retire by rotation
Expertise in Specific Area	Mr. Umesh Modi, is having 20+ years of experience in business & corporation Finance.
Date of first appointment on the Board of the Company	04/04/2005
Directorship in other limited Companies (excluding Jupiter Infomedia Limited)	Jineshvar Securities Private Limited
Relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Manisha Modi
Membership/Chairmanship of committee of Directors of other companies	NIL
No. of Share held as on 31-03-2022	3050500 Equity Shares
Number of Meetings of the Board attended during the financial year 2021-22	5
Details of remuneration last drawn by such person (FY 2020-21)	NIL
Details of remuneration sought to be paid	1 Lakh Per Month
Listed entities from which director resigned in the past three years	NIL

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

**Item No: 4**

Mr. Umesh Vasantlal Modi (DIN: 01570180) was re-appointed as a Chairman and Managing Director ("CMD") of the Company for a period of five years with effect from September 28, 2021, by means of Special Resolution passed by the Members at the 16<sup>th</sup> Annual General Meeting (16<sup>th</sup> AGM) of the Company held on September 28, 2021, on the terms and conditions including payment of remuneration as mentioned therein.

Mr. Umesh Vasantlal Modi is promoter of the Company. He has founded and built several successful businesses. With his deep understanding of the Jupiter Group's intrinsic strengths and potentials, he plays a key role in aligning the core leadership team towards achieving the goals of the Company. Your Directors proposes to pay remuneration to him as proposed in the resolution set out in Item No. 4 for approval of Members.

However, due to inadequacy of profits, the managerial remuneration paid/payable needs to be approved for the period from August 1, 2022 and onwards

The Nomination and Remuneration Committee, Audit Committee and the Board have at their respective meeting(s) held on July 29, 2022, subject to the approval of the members of the Company, accorded their approvals for payment of aforesaid remuneration to Mr. Umesh Vasantlal Modi w.e.f. August 1, 2022 for a period of 3 years. The Board also, in the interest of the Company, recommends the aforesaid resolution as set out in this Notice for approval of the Members at item no. 4

For this purpose, Special Resolution is required to be passed in the General Meeting and accordingly, your approval is solicited by way of Special Resolution.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 4 of this Notice.

Save and except Mr. Umesh Vasantlal Modi, CMD and Mrs. Manisha Umesh Modi, ED and CFO and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 4

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure – I to the Notice in respect of Mr. Umesh Vasantlal Modi.

**Item No: 5**

Mrs. Manisha Umesh Modi (DIN: 02057625) was appointed as a CFO of the Company from July 28, 2015 and re-appointed as a ED of the Company for a period of Five years with effect from September 30, 2019 by means of Special Resolution passed by the Members at the Annual General Meeting of the Company held on September 30, 2019 on the terms and conditions including payment of remuneration as mentioned therein.

Mrs. Manisha Umesh Modi is promoter of the Company. She has good knowledge of the entire working of the e-commerce and other web-based relating services and being an active Director of the Company, she has deep understanding of the Jupiter Group's intrinsic strengths and potentials which will help for achieving the goals of the Company. Your Directors proposes to pay remuneration to her as proposed in the resolution set out in Item No. 5 for approval of Members.

However, due to inadequacy of profits, the managerial remuneration paid/payable needs to be approved for the financial period from August 1, 2022 and onwards.

The Nomination and Remuneration Committee, Audit Committee and the Board have at their respective meeting(s) held on July 29, 2022, subject to the approval of the members of the Company, accorded their approvals for payment of aforesaid remuneration to Mrs. Manisha Umesh Modi w.e.f. August 1, 2022 for a period of 3 years. The Board also, in the interest of the Company, recommends the aforesaid resolution as set out in this Notice for approval of the Members at item no. 5

For this purpose, Special Resolution is required to be passed in the General Meeting and accordingly, your approval is solicited by way of Special Resolution.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 5 of this Notice.

Save and except Mrs. Manisha Umesh Modi, ED & CFO and Mr. Umesh Vasantlal Modi, CMD and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 5, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure – I to the Notice in respect of Mrs. Manisha Umesh Modi

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO RESOLUTION NO. 4 AND 5 OF THE NOTICE**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

Jupiter Infomedia Limited (the Company), founded in 2005 is a web-infomedia company that owns and manages three distinct online portals related to Business (JimTrade.com), Encyclopedia (IndiaNetzone.com), Yellow pages and (JimYellowpages.com). With these three leading portals the company gained over a decade's experience in e-commerce.

**2. Date or expected date of commencement of commercial production:**

The Company was incorporated on April 4, 2005 and the Certificate of Commencement of Business was granted on April 4, 2005. Since then, the Company had commenced its business.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4. Financial performance based on given indicators:**

		(Rs. In thousands)
Financial year	2021-22	2020-21



## II. INFORMATION ABOUT THE APPOINTEE(S):

### (A) Mr. Umesh Vasanatlal Modi, Chairman and Managing Director

#### a) Background details, Job Profile and his suitability:

Mr. Umesh Vasantlal Modi holds Chartered Accountant degree from Institute of Chartered Accountants of India and a Bachelor's degree in Commerce from the University of Mumbai, is one of the Founder Directors and Promoter of Jupiter Infomedia Limited.

Being one of the First Directors of the company, he has been serving the company for more than 1decades and guided the company through various ups and downs since its inception more than 17 years ago.

He is also the Chairman and Managing Director of Jupiter Infomedia Limited with 17 years' experience with Jupiter itself, experience in Web designing and Web portals as well as in Business and Corporation Finance. He has an immense experience technically and commercially in the company's product segments, and with his contribution to the company becoming a leader in its products segment not only in India but globally. With his experience and knowledge, Company has reached various milestones in achieving a record growth, thereby continuing its leading position in the e-commerce and other web-based relating services worldwide and is continuous guiding light to the company's new vision of achieving greater heights in the industry.

The visionary strategic planning and finance management during last year and purchase of controlling stack in Netlink Solutions India Ltd. has led to turn around in the group performance and profitability.

Further various synergies have been identified in both the companies' operations and business. These new initiatives will require more contribution from Mr. Umesh Modi at managerial and administrative levels.

#### b) Past remuneration and remuneration proposed:

Mr. Umesh Modi was working for the Company for several years now and have been working in an honorary capacity till date and have not drawn any remuneration and have contributed a lot in terms of development of various portal and managing the finance and administration of the Company.

Details on proposed remuneration have been stated in Resolution no. 4 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

Financial Year	Rs. In Lakhs		
	2021-22	2020-21	2019-20
Mr. Umesh Vasantlal Modi	-	-	-

**c) Recognition or awards:**

Nil

**d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):**

Taking into consideration the size of the Company, the profile of the Managing Director, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate and modest and is less than the remuneration packages paid to similar senior levels in other companies.

**e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Umesh Vasantlal Modi has no pecuniary relationship with the Company or its Key Managerial Personnel. As on date of this notice, he holds 30,50,500 shares in the Company in his personal capacity and is Promoter of the Company.

Further, Mr. Umesh Vasantlal Modi is a husband of Mrs. Manisha Umesh Modi, who is ED & CFO of the Company.

**(B) Mrs. Manisha Umesh Modi, Whole-Time Director and Chief Financial Officer**

**a) Background details, Job Profile and his suitability:**

Mrs. Manisha Umesh Modi holds Master's degree in Arts from University of Mumbai. She has been full-time associated with the Company for more than 10 years now. She has been instrumental in transforming the Company's vision dynamically with the introduction of technology and modern manufacturing techniques and harnessing the human capital of the Company, with a core focus on achieving highest levels of efficiencies and has a strong vision for sustainable growth for the Company being achieved through economic, social and environmental sustainability.

She has more than 15 years of experience in total and has been actively involved in the operation of the company since inception.

She has also been serving as the CFO of the Company as an additional responsibility for the last few years.

Her passion, commitment, knowledge and the dynamic approach towards the business, has resulted in tangible and intangible gains for the Company.

The visionary strategic planning and finance management during last year and purchase of controlling stake in Netlink Solutions (India) Ltd. has led to turn around in the group performance and profitability.

Further various synergies have been identified in both the companies' operations and business. These new initiatives will require more contribution from Mrs. Manisha Umesh Modi at managerial and administrative levels.

**b) Past remuneration and remuneration proposed:**

Mrs. Manisha Umesh Modi was working for the Company for several years now and have been working in an honorary capacity till date and have not drawn any remuneration and have contributed a lot in terms of development of various portal and managing the finance and administration of the Company.

Details on proposed remuneration have been stated in Resolution no. 5 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

	<b>Rs. In Lakhs</b>		
<b>Financial Year</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2019-20</b>
Mrs. Manisha Umesh Modi	-	-	-

**c) Recognition or awards:**

Nil

**d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):**

Taking into consideration the size of the Company, the profile of the Whole-Time Director, CFO, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate and modest and is less than the remuneration packages paid to similar senior levels in other companies.

**e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mrs. Manisha Umesh Modi has no pecuniary relationship with the Company or its Key Managerial Personnel other than Rs. 77,50,000 as an outstanding deposit of office premises provided to Company on rent and Rs. 5,000 per month as rent of premises. As on date of this notice, she holds 32,62,500 shares in the Company in her personal capacity and is Promoter of the Company.

Further, Mrs. Manisha Umesh Modi is a wife of Mr. Umesh Vasantlal Modi, who is CMD of the Company.

### III. OTHER INFORMATION:

#### 1. Reason of loss or inadequate profits:

The company has posted a net loss for the financial year ended on March 31, 2022. The main reason for inadequacy is impact of COVID-19 pandemic and subsequent lockdown restrictions by the authorities, due to which the operations of the Company could not be scaled up and various plan to monetise on huge content and subscriber / user base of portals could not be fructified.

#### 2. Steps taken or proposed to be taken for improvement:

The Company has made significant efforts to boost business and revenue by continuous increasing content and user base for portals during the year.

The Company is making consistent efforts to explore new revenue models and product development to increase revenue and profitability. **Expected increase in productivity and profits in measurable terms:**

With increasing market portfolio and technology upgradation, the business is expected to improve in the coming financial year. With the introduction of new products, the Company is hopeful of increase in revenue and profitability. Various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

#### Item No: 6

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the prior consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution, even if the transactions are in the ordinary course of business and at an arm's length basis.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last Audited Financial Statements of the Company. The last Annual Audited Consolidated Turnover of Jupiter Infomedia Limited for the financial year 2021-22 was Rs. 434.16 Lakhs and 10% of the Annual Consolidated Turnover is Rs.43.416 Lakhs.

The maximum annual value of the proposed transactions with the related parties is estimated based on Company's current transactions with them and future business projections.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Netlink Solutions (India) Limited, subject to the approval of the members, which was placed before them at its respective meetings held on July 29, 2022. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Accordingly, the members' approval is sought for the same.

**Details of the Material Related Party Transactions entered / to be entered between the Company and its Related Parties**

<b>Name of the Related Party</b>	<b>Type, Nature, material terms and particulars of the contract or arrangements/transaction</b>	<b>Nature of Relationship</b>	<b>Proposed Maximum Amount of Transactions</b>
Netlink Solutions (India) Limited	a) Availing / rendering of any services; b) Sharing or usage of each other's resources and reimbursement of expenses; c) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; d) Purchase / sale / transfer of any security(ies) -equity, debt or otherwise; e) Providing fund based and non-fund based support; f) Any corporate action including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc., by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; g) Any transfer of resources, services or obligations to meet its objectives/requirements.	Material Subsidiary Company	At an estimated value not exceeding Rs. 1 Crore per annum

**INFORMATION AS PER THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013**

**A. The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions.**

**a. Type, material terms and particulars of the proposed Transaction:-**

- i. Availing / rendering of any services;
- ii. Sharing or usage of each other's resources and reimbursement of expenses;
- iii. Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements;
- iv. Purchase / sale / transfer of any security(ies) -equity, debt or otherwise;
- v. Providing fund based and non-fund based support;
- vi. Any corporate action including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc., by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding;
- vii. Any transfer of resources, services or obligations to meet its objectives/requirements;

**b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):**

<b>Name of the Related Party</b>	<b>Relationship with Listed Entity</b>	<b>Nature of Concern or Interest</b>
Netlink Solutions (India) Limited	Material Subsidiary Company	Jupiter Infomedia Limited individually holds 43.51% and together with its Subsidiary Jineshvar Securities Private Limited holds 61.36% of the Equity Share Capital of the Related Party

**c. Tenure of the proposed transaction:** April 1, 2022 to March 31, 2027

**d. Value of the proposed Transactions:** At an estimated maximum value of all transactions would be not exceeding of Rs. 1 Crore per annum.

**e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction-**Approximately 18.02%

**For a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis:** Approximately 33.84%

- f. Any advance paid or received for the contract or arrangement, if any:** Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business.

- B. Justification for why the proposed transaction is in the interest of the listed entity:** Netlink Solution (India) Limited is a material subsidiary company of Jupiter Infomedia Limited and have been able to render consistent quality services at competitive price in line with the Company's service schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

- C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary**

The proposed Transactions may involve a transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.

- D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders-**

No such valuation or other external report is relied upon as of now. However, Company will provide a copy through the registered email address of the shareholders, in future, if anything in this regards is obtained by the company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, except Mr. Umesh Modi, Chairman & Managing Director ("CMD"), Mrs. Manisha Modi, Executive Director and Chief Financial Officer ("ED" & "CFO"), and their relatives, are in any way concerned or interested in the resolution set out at Item No.6 of the Notice. Further, none of the Directors, Manager and Promoter or Key Managerial Personnel of Jupiter Infomedia Limited holds shareholding interest in the Netlink Solutions (India) Limited exceeding two per cent of the paid-up share capital of the Netlink Solutions (India) Limited.

Accordingly, the Board recommends the resolutions as set out in the item no.6 of the Notice for approval of the members of the Company by way of Ordinary Resolution.

<b>Registered Office:</b> 336, Laxmiplaza, Laxmi Indestate, New Link Road, Andheri West, Mumbai-400053 CIN : L22200MH2005PLC152387 e-mail : <a href="mailto:jupiter@jimtrade.com">jupiter@jimtrade.com</a> Website : jupiterinfomedia.com  Tel. : +91 022-61979000 Fax : +91 22 26371746  Place: Mumbai Date: August 26, 2022	By Order of the Board    Umesh Modi Managing Director DIN: 01570180
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