

Notice To The Shareholders

Notice is hereby given that the 10th Annual General Meeting of the members of **Jupiter Infomedia Limited** will be held on 5th September, 2015 at 10.30 a.m; at Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053; to transact the following businesses :

ORDINARY BUSINESS :

1. To audit financial statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2015 which includes the Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2015, the Auditors' Report thereon and the Directors' Report.
2. To declare dividend on Equity shares for the Financial year ended 31st March, 2015.
3. To appoint a Director in place of Ms. Manisha Modi who retires by rotation and being eligible offers herself for reappointment.
4. To ratify the appointment of Auditors', M/s Mahadev Desai Associates, Chartered Accounts (ICAI Firm Registration No.105737W) and to authorise board to fix their remuneration.

SPECIAL BUSINESS :

5. Appointment of Mr. Akshay Desai (DIN 07110316) as an Independent Director:

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 provision of section 149, section 150 and section 152 read with Schedule IV and other applicable provisions of the Companies Act 2013, relevant provisions of the Listing Agreement, Mr. Akshay Desai, DIN 07110316 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th March, 2015 and who holds office till the date of AGM, in terms of section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Akshay Desai as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 15th March, 2020 and that he shall not be liable to retire by rotation."

6. Appointment of Mr. Jay Desai (DIN 05265036) as an Independent Director:

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 provision of section 149, section 150 and section 152 read with Schedule IV and other applicable provisions of the Companies Act 2013, relevant provisions of the Listing Agreement, Mr. Jay Desai, DIN 05265036 who was appointed as an Independent Director of the company, whose period of office is liable to determination by retirement by rotation and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Independent Director of the company, be and is hereby appointed as an Independent Director of the company to hold office for a term upto 4th September, 2019 and that he shall not be liable to retire by rotation."

By order of the Board
For Jupiter Infomedia Limited

Meenali Jain
Company Secretary
(ACS : A37789)

Place : Mumbai
Date : 28.07.2015

Notes :

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. (For more details you may refer Section 105 of the Companies Act, 2013).

The instrument appointing proxies, in order to be effective must be received at the Company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies,

partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

2. The relevant documents referred to in the accompanying Notice and the Statement are available for inspection at the Registered Office of the Company on all working days, except holidays, during business hours up to the date of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of the ensuing Annual General Meeting from 30th August, 2015 to 5th September, 2015 (both days inclusive) and for payment of dividend for the Financial Year 2014-2015.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Computer Share Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
5. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on or after 8th September, 2015 to those members whose names shall appear on the Company's Register of Members on 29th August, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Members desirous of any information in respect of accounts of the Company and accounts of subsidiary company, are requested to write to the company at an early date so as to enable the Management to keep the information ready at the Meeting.
7. Members who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Share Transfer Agent to consolidate their holdings in one folio.

8. **Voting through Electronic Means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 1st September, 2015 (9:00 am) and ends on 4th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :**
 - i. Open email and open PDF file viz; "Jupiter Infomedia Limited remote e-Voting. pdf" with your Client ID or

- Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "Jupiter Infomedia Limited".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to desaimahadev@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.

<u>EVEN</u> (Remote e-voting Event Number)	<u>USER ID</u>	<u>PASSWORD/PIN</u>
--	----------------	---------------------
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29th August, 2015.
 - X. 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. 29th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or einward.ris@karvy.com.

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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XIII. The Board of Directors have appointed Mr Mahadev T Desai of M/s Mahadev Desai Associates, Practicing Chartered Accountants, (Membership No. 041280) as the Scrutinizer to scrutinize the voting by remote e-voting process (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting), the Ballot Form received from the Members who do not have access to the e-voting process and

voting through electronic system at the Annual General Meeting, in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6

Pursuant to the Listing Agreement, **Mr. Akshay Chhotubhai Desai** and **Mr. Jay Ishwarlal Desai**, are holding the office of Directors categorized as Independent Directors of the Company. As per the provisions of Section 149 of the Companies Act, 2013 and Listing Agreement, it would be necessary to have atleast one half of the total number of directors as independent directors. The provisions of sub Section 10 of Section 149 further stipulates that an independent director shall hold office for a term upto five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

It is proposed to appoint **Mr. Akshay Chhotubhai Desai** as Independent Director for a period of five years effective from the date of his appointment by the Board. The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that all the Independent Directors fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

It is proposed to appoint present Independent Director, **Mr. Jay Desai**, DIN 05265036 in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years effective from date of previous Annual General Meeting for a term upto 4th September, 2019 and that he shall not be liable to retire by rotation.

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of each of the independent directors is as under:

Mr. Akshay Chhotubhai Desai, aged 50 years is a Non Executive Independent Director of our company. He has studied B.E. (Mechanical) from Bangalore University. He has experience of more than 25 years into Manufacturing Industry. In 1988-1989 he started his career with Compton Greaves Limited, a part of Avantha Group as Jr. Engineer. Subsequently he started his own venture into manufacturing of Electrical Motors called as "Krishna Technocrat" & currently even managing family business.

He was appointed on our board on March 16, 2015 as an Additional Director.

Mr. Jay Ishwarlal Desai, aged 54 years is a Non Executive Independent Director of our company. He has completed Bachelors in Commerce, he further studied and successfully completed his course in Chartered Accountancy from The Institute of Chartered Accountants of India in the year 1984 He is the founding partner of M/s T. P. Ostwal & Associates. He is a chartered accountant by professional qualification. He has considerable experience in advising multinational clients – Indian as well as foreign, on various issues related to audit & assurance, management consulting and company law. He has an experience of more than 30 years in leading management consultancy, audit and investigation services of the firm.

He was appointed on our board on April 9, 2012.

As per the provisions of sub Section (7) of Section 149 of the Companies Act, 2013, the Board of Directors of the Company has received declaration from all the Independent Directors that they meet with the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013. The Company has also received from all the proposed appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they have not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letters for the appointment of all the proposed appointees as Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the working hours on all working days upto the date of AGM. Independent Director shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings and profit related commission, if any, as may be approved by the members.

As per the provisions Section 160 of the Companies Act, 2013, the Company has received notice under Section 160 of the said Act from shareholders proposing the candidature, for the office of a Director of the Company along with the deposit of Rs. 1,00,000/- for each of the Directors.

Mr. Akshay Chhotubhai Desai and **Mr. Jay Ishwarlal Desai** are deemed to be interested or concerned in their respective resolution for appointment. Apart from the said directors, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

Your Directors recommend the resolutions as mentioned in Item Nos. 5 & 6 of the Notice for the approval of the members of the Company.

Jupiter Infomedia Limited

Registered Office : 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai-400053

Website: www.jupiterinfomedia.com • **Tel:** (022) 61979000 • **Fax:** (022) 26341693

CIN: L22200MH2005PLC152387

Only Shareholders or the Proxies will be allowed to attend the meeting

ATTENDANCE SLIP

Registered Folio No./ DP ID/ Client ID	
Registered Folio No./ DP ID/ Client ID	
Joint Holder 1	
Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company being held on 5th September, 2015 at 10.30 A.M. at Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053

Signature of Shareholder(s) /Joint Member/Proxy attending the Meeting

Note: Fill-in this Attendance Slip by Member/Proxy attending the Meeting and hand it over at the entrance of the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	User Id	Password
102397		

Note : The E-Voting starts from 1st September, 2015 at 9 A.M. and ends on 4th September, 2015 at 5 P.M.

FORM No. MGT - 11 PROXY FORM

Jupiter Infomedia Limited

CIN: L22200MH2005PLC152387

Registered Office : 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai-400053

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :
Registered Address :
Email ID :
Folio No./DP ID/Client ID :

I/We, being the member(s) of shares of the above named company, hereby appoint:

- Name Address :
E-mail Id Signature or failing him;
- Name Address :
E-mail Id Signature or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on, 5th September, 2015 at 10.30 A.M. at Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053 and at any adjournment thereof in respect of such resolutions:

- Adoption of Accounts and Reports
- Declaration of Dividend
- Appointment of Directors retire by rotation
- Appointment of Auditors
- Appointment of Mr. Akshay Desai Independent Director
- Appointment of Mr. Jay Desai as Independent Director

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 10th Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.