

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Jupiter Infomedia Limited ("Company") will be held at the Registered office of the Company at 336, Laxmi Plaza, Laxmi Ind. Estate, New Link Road, Andheri (west), Mumbai – 400053, Maharashtra, India, on Wednesday, 23<sup>rd</sup> April 2014 at 11:00 A.M. to transact the following businesses :-

### **SPECIAL BUSINESS:**

#### **1. INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION:**

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

"RESOLVED THAT pursuant to the provisions of sections 94, 97 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded that the Authorized Share Capital of the Company be and is hereby increased from Rs 3.50 Crores (Rupees three crores and fifty lakhs Only) divided into 35,00,000 Equity Shares of Rs 10/- each to Rs 11.00 Crores (Rupees Eleven Crores Only) divided into 1,10,00,000 shares of Rs 10/- each, with a power of Company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify or reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions, or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of Articles of Association of the Company or legislative provisions for the time being in force for that behalf.

RESOLVED FURTHER THAT Clause V (a) of the Memorandum of Association of the Company be substituted with the following:

V. a. The authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all such acts, deeds and things and to file any such forms and execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

#### **2. ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT**

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

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, read with Companies Act, 2013 as applicable till date, the Memorandum and Articles of Association of the Company, the listing agreement entered into between the Company and the BSE Limited, the Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2009, as amended, (hereinafter referred to as the "SEBI (ICDR) Regulations"), the Foreign Exchange Management Act, 1999 and the regulations framed thereunder, the Reserve Bank of India and subject to all other applicable guidelines and/or regulations in force, statutory approvals, consents, permissions or sanctions, as may be necessary, and subject to such conditions and modifications, as may be prescribed by anyone or more of them while granting any such approval, consent, permission and/or sanction which may be agreed to by the Board of Directors of the Company (the "Board", which expression shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise powers (including the power conferred by this resolution) and subject to such terms and conditions as may be determined by the Board, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, issue and allot, for cash on a preferential basis, up to 15,20,000 (Fifteen lakhs twenty thousand) equity shares of face value of Rs.10.00 (Rupees ten only) ("Equity Share") at Rs. 30 (Rupees thirty only) per Equity Share including premium, as may be determined and approved by the Board in accordance with the SEBI (ICDR) Regulations to the persons mentioned below on a preferential basis:-

Sr. No.	Name and Address of the proposed Allottees	No. of Equity shares to be allotted (upto)	Category	Allottee Type	Beneficial Owner
1	Mr. Umesh V. Modi	4,60,000	Promoter	Natural Person	Self
2	Mrs Manisha V. Modi	5,50,000	Promoter	Natural Person	Self
3	Mr. Jayesh H. Pandya	2,50,000	Non-promoter	Natural Person	Self
4	Mrs Bhavna J Pandya	2,60,000	Non-promoter	Natural Person	Self
	Total	15,20,000			

**"RESOLVED FURTHER THAT**

- (a) the Equity Shares, to be issued and allotted in pursuance of this resolution, shall rank pari-passu, in all respects, with the then existing fully paid up Equity Shares of the Company, including entitlement to dividend.
- (b) the Equity shares, to be issued and allotted in pursuance of this resolution, shall be locked-in on their allotment as per the provisions of SEBI (ICDR) Regulations.
- (c) the Equity Shares, on their allotment shall be listed on BSE Limited."

"RESOLVED FURTHER THAT the relevant date for the purpose of determining the issue price under SEBI (ICDR) Regulations relating to the Equity Shares to be issued on a preferential basis shall be March 24, 2014".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot such number of Equity Shares as may be required to be issued and is also hereby authorized to determine the terms and conditions of the issue including face value, quantity, issue price (including price range), manner of calls, etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company subject to applicable law, and to approach the BSE Limited and/or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the said special resolution under section 81 (1 A) and other applicable provisions of the Companies Act, 1956 or Companies Act, 2013 as applicable, the Board be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including in relation to issue or allotment of the aforesaid securities and listing thereof with the BSE

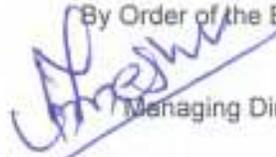
Limited as appropriate, resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the Equity Shares, and to sign all documents and undertakings as may be required and generally do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT if the Company does not receive in full the consideration from any proposed allottee as set out in SEBI (ICDR) Regulations, Equity Shares shall be allotted to such allottee to the extent of the subscription so received and the size of the proposed Issue shall stand reduced accordingly."

"RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the New Equity Shares on Preferential basis."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or anyone or more of the powers conferred upon It by this resolution, to any committee(s) of directors established by it or to any director or directors or to any other officer or officers of the Company or to any other person or persons as it may deem fit for the purposes of giving effect to this resolution."

Place: Mumbai  
Date : 24<sup>th</sup> March, 2014.

By Order of the Board  
  
Managing Director 

NOTES :

- 1) A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- 2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- 3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.

## ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

### **ITEM NO. 1**

The Present Authorized Share Capital of the Company is Rs 3.50 Crores (Rupees Three Crores & fifty lakhs Only) divided into 35,00,000 Equity shares of Rs. 10/- each. Keeping in view the expansion plans of the company for the future, the Company is planning to increase the Capital to Rs 11.00 Crores (Rupees Eleven Crores Only) divided into 1,10,00,000 shares of Rs 10/- each ranking pari-passu with the existing Equity Shares. In order to carry out the Expansion plans of the Company, It is required that more Capital Resource be arranged to carry out the Development activities of the Company. In view of this, the Board of Directors of the Company recommend in infusing more capital.

The proposal for Increase in Authorised Share Capital requires the approval of the Members of the Company in General Meeting under Section 94 of the Companies Act, 1956. The Board of Directors recommends passing the necessary Resolution.

None of the Director is interested in this Resolution except as a member of the Company.

### **ITEM NO. 2**

The Board of Directors of the Company give below disclosures that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 81 (1A) of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investors Protection) Guidelines.

#### **1) Object and the Manner of Activities of proceed of the issue to be Utilized :**

The Company is planning about further expansion of its operations, business and activities. The Development plans require infusion of more capital into the company. This would enable the Company to invest in Areas of opportunities and expansion to spread out its Activities. The objects of the funds proposed to be raised by the preferential issue of Equity Shares are for the purpose of investing in a proposed subsidiary finance Company, content development and maintenance of company's various web portals, working capital requirement and to meet issue expenses. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected persons only so as to meet its Capital Requirement in due course.

#### **2) Quantum of funds proposed to be raised through this preferential issue of Equity Shares**

Equity Shares up to 15,20,000 at a price of Rs. 30/- including premium of Rs.20/- per Equity Share, On the basis aforesaid, the Company will receive up to Rs. 4.56 Crore (Rupees four crore fifty six lakhs only),

#### **3) Intention of the promoters/Directors/Key Management persons or their associates and relatives to subscribe to the offer :**

Some of the Promoters intend to subscribe to this preferential issue of Equity Shares, the details of which are mentioned in this statement.

#### **4) Shareholding Pattern before and after the offer :**

The Shareholding Pattern of the Company, before and after the Preferential Allotment would be as follows:

Sr.No.	Category	Equity Shareholding before the Preferential Issue		Allotment of Equity Shares in Preferential Issue (upto)	Equity Shareholding after the Preferential Issue (upto)	
		No. of Equity Shares	% of Total Capital	No. of Equity Shares	No. of Equity Shares	% of Total Capital
<b>A</b>	<b>Promoter Holding</b>					
1	Promoters & Promoter Group	22,63,960	64.87	10,10,000	32,73,960	65.35
	<b>Sub-Total (A)</b>	<b>22,63,960</b>	<b>64.87</b>	<b>10,10,000</b>	<b>32,73,960</b>	<b>65.35</b>

B	Public Share Holding					
1	HUF	26,000	0.74		26,000	0.52
2	Body Corporates	1,40,070	4.01		1,40,070	2.80
3	Resident Individuals	10,59,970	30.37	5,10,000	15,69,970	31.34
	<b>Sub-Total (B)</b>	<b>12,26,040</b>	<b>35.13</b>	<b>5,10,000</b>	<b>17,36,040</b>	<b>34.65</b>
	<b>Grand Total (A+B)</b>	<b>34,90,000</b>	<b>100</b>	<b>15,20,000</b>	<b>50,10,000</b>	<b>100</b>

a) The above equity shareholding pattern has been prepared on the basis of shareholding as on Friday, March 14, 2014 reported on March 18, 2014 as provided by the Company's Registrar and Share Transfer Agent.

b) The equity shareholding pattern after the preferential issue has been arrived based on the assumption that 15,20,000 Equity Shares are to be issued. Please note that the shareholding pattern is subject to change on account of actual allotment. No fractional shares shall be issued and the allottee/s shall be refunded without any interest/cost the amount in excess, if any, to that extent.

**5) Proposed time within which the allotment shall be completed :**

The issue and allotment of Equity Shares on a preferential basis shall be completed within 15 days from the date of the Members' approval or from the date of approval, if any, required from any regulatory authorities or the Central Government/RBI, as the case may be, whichever is later. If the Company does not receive the consideration from any proposed allottee as set out in SEBI (ICDR) Regulations, no Equity Shares shall be allotted to such allottee and the size of the proposed issue shall stand reduced accordingly.

**6) Lock in Period.**

The Equity Shares to be allotted on a preferential basis shall be subject to lock in as provided in the SEBI (ICDR) Regulations.

**7) Identity of the Proposed allottees and percentage of pre and post-preferential issued capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue :**

Sr. No.	Name and Address	Category	No. of Equity Shares		% of Total Capital	
			Pre-Preferential Issue	Post-Preferential Issue (upto)	Pre-Preferential Issue	Post-Preferential Issue (upto)
1	Mr. Umesh V. Modi	Individual (Promoter)	7,62,000	12,22,000	21.83	24.39
2	Mrs Manisha V. Modi	Individual (Promoter)	10,56,960	16,06,960	30.29	32.07
3	Mr. Jayesh H. Pandya	Individual (Non-Promoter)	1,50,000	4,00,000	4.30	8.00
4	Mrs Bhavna J Pandya	Individual (Non-Promoter)	1,50,000	4,10,000	4.30	8.20
	TOTAL		21,18,960	36,38,960	60.72	72.64

The preferential issue will not result in any change in the control or management of the Company. The above table has been prepared based on the assumption that 15,20,000 Equity Shares are to be issued. Please note that the shareholding pattern is subject to change on account of actual allotment.

**8) Pricing of the preferential issue :**

i) Under the SEBI (ICDR) Regulations, since the Equity Shares have been listed on a recognized

stock exchange for a period more than twenty six weeks as on the Relevant Date, the Equity Shares shall be issued and allotted at a price not less than the higher of the following:-

- (a) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the Relevant Date; or
- (b) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date.

*ii) Explanation*

(a) As per SEBI (ICDR) Regulations, "Relevant Date" for the purpose of the preferential issue means the date that is thirty days prior to the date on which the meeting of a general body of Members is held and in case the Relevant Date falls on a weekend/holiday, the day preceding the weekend/holiday will be reckoned to be the Relevant Date. In the present case the Relevant Date is March 24, 2014, The date on which the meeting of the general body of Members is scheduled, in terms of section 81 (1 A) of the Companies Act, 1956, to consider the proposed issue of Equity Shares on a preferential basis is April 23, 2014 and the 30th day prior to that is March 24, 2014.

(b) As per SEBI (ICDR) Regulations, "Stock Exchange" for the purpose of the preferential issue means any of the recognized stock exchanges in which the Equity Shares are listed and in which the highest trading volume in respect of the Equity Shares has been recorded during the preceding twenty six weeks prior to the Relevant Date. The stock exchange, in the present case, is the BSE Limited.

9) The Minimum price calculated pursuant to SEBI (ICDR) Regulations at which the Equity Shares can be issued to all proposed allottees is Rs. 28.80 per Equity Share (inclusive of a premium). In view of the above, it is proposed to issue up to 15,20,000 (Fifteen lakhs ten thousand) Equity Shares on a preferential basis for Rs. 30 per Equity Share (comprising face value of Rs. 10/- and premium of Rs. 20/- per Equity Share), M/s. Mahadev Desai & Associates, Chartered Accountants, the statutory auditors of the Company, have issued a certificate dated March 24, 2014 certifying that the pricing for the preferential issue is in accordance with the SEBI (ICDR) Regulations. The certificate of M/s. Mahadev Desai & Associates and the Memorandum and Articles of Association of the Company are available for inspection at the registered office of the Company for inspection by the Members on all working days except Sundays, between 11.00 a.m. to 1.00 p.m. up to April 19, 2014, and at the Extraordinary General Meeting on April 23, 2014.

**10) Requirement as to re-computation of price of Equity Shares :**

Since the Equity Shares of the Company have been listed on a recognized stock exchange for a period more twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the Equity Shares to be allotted nor, therefore, required to submit the undertakings specified under Regulation 73(1) (f) and (g) of SEBI (ICOR) Regulations.

**11) Approvals :**

The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of Equity Shares.

**12) SEBI Takeover Code :**

In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the investors do not intend to make an open offer and comply with formalities related to an open offer for this Preferential Allotment.

**13) Holding of Shares in D-mat Account, Non-Disposal of Shares by the proposed allottees and lock-in period of shares :**

The proposed allottees have not sold or disposed off any Equity Share of the company during the six months period prior to the relevant date and further they will not sale or dispose off any shares held by them during the period of six months from the date of trading approval of the Shares on Preferential Basis. The Equity Shares so allotted shall be subject to lock in as provided in the SEBI (ICDR) Regulations.

**14) Approval under the Companies Act, 1956 :**

Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by a further issued and allotment of shares, such shares shall be first allotted to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decided otherwise in General Meeting by way of Special Resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 81 and all other applicable provisions of the Companies Act, 1956, SEBI Guidelines and the Provisions of the Listing Agreement with the Stock Exchange for authorizing the Board to offer, issue and allot Equity Shares as stated in the resolution, which would result in further issuance of securities of the Company to the Selected Group of Persons on a Preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of this resolution as a Special Resolution as set out in ITEM NO. 2 of the Notice.

Mr. Umesh Modi Managing Director and Mrs Manisha Modi whole time director are interested in this resolution to the extent of their shareholding.

Place : Mumbai  
Dated : 24<sup>th</sup> March 2014

By Order of the Board  
  
Managing Director



## ATTENDANCE SLIP

(To be filled by Shareholders)

Name of the Shareholder :

Folio No. / Client ID No. :

No. of Shares :

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Equity Shareholders of the Company to be held at the Registered Office of the Company at 336, Laxmi Plaza, Laxmi Ind. Estate, New Link Road, Andheri (west), Mumbai - 400053 on Wednesday, 23<sup>rd</sup> April 2014 at 11.00 a.m.

(Member's Signature)

Notes :

1. A Member / Proxy attending the meeting must complete the Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a Proxy should complete the Proxy Form given below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

(Proxy's Signature)

## PROXY FORM

(To be filled by Shareholders)

Folio No. / Client ID No. :

No. of Shares :

I/We \_\_\_\_\_ being a Member/Members of JUPITER INFOMEDIA LIMITED, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my / our Proxy to vote for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held at 336, Laxmi Plaza, Laxmi Ind. Estate, New Link Road, Andheri (west), Mumbai - 400053 on Wednesday, 23<sup>rd</sup> April 2014 at 11.00 a.m. and at any adjournment thereof.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2014.

(Signature)

Affix Re.1 Revenue Stamp

N.B. : The proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.