

Date: September 10, 2018

JIM/613/2018

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

Sub.: Notice of the 13th Annual General Meeting

Dear Sir / Madam,

Please find enclosed herewith the notice of the 13th Annual General Meeting for your information and record.

Thanking you,

Yours faithfully,
For **Jupiter Infomedia Limited**


Umesh Modi
Managing Director
DIN No. 01570180



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

NOTICE OF THE 13TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 13th Annual General Meeting of the Members of Jupiter Infomedia Limited ("The Company") will be held at Classique Club, New Link Road, Andheri (W), Mumbai 400 053 on Friday, the 28th day of September, 2018 at 4.30 p.m. to transact the following business:

1. To receive, consider and adopt the Audited financial statements (including consolidated audited financial statements) of the Company for the year ended 31st March, 2018 along with 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 and, being eligible, offers himself for re-appointment.
3. Ratification of appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration number 119850W), as the Auditor of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of the Members at the twelfth Annual General Meeting ("AGM") of the Company held on September 28, 2017, the Company hereby ratifies the appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 119850W) as the Auditors of the Company, from the conclusion of the twelfth AGM to hold office until the conclusion of the seventeenth AGM of the Company to be held in the year 2022.

SPECIAL BUSINESS

4. Appointment of Mr. Anilkumar Agrawal as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification the following Resolutions as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provision of section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Anilkumar Agrawal (DIN 07659883), who was appointed as an Additional Director of the company with effect from May 30, 2018 by the Board of Directors of the company and who hold office upto the conclusion of this AGM, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company, being eligible to offer himself for appointment and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from Member and recommended by Nomination and Remuneration Committee signifying their intention to propose the candidature of Mr. Anilkumar Agrawal for the office of Director, be and is hereby appointed with immediate effect as an Independent Director of the Company, who is not liable to retire by rotation for a term of 5 years."

By order of the Board
For **Jupiter Infomedia Ltd.**

Arpit Goyal

Company Secretary
ACS52657

Date: August 10, 2018

Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Pursuant to notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending section 139 of the Companies Act, 2013 ("The Act"), the mandatory requirement for ratification of Auditor at every Annual General Meeting (AGM) has been omitted accordingly, the yearly ratification of appointment of the Auditors would not be done at every intervening AGM held after the ensuing AGM i.e. 13th AGM as the requirement has been done way in the Act.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES 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 total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from the, Saturday 22nd day of September, 2018 to the Friday, 28th day of September 2018 (both days inclusive).
5. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office well in advance so that the same may reach him at least 10 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.
6. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent of the Company, viz. Karvy Computershare Pvt. Ltd or the Secretarial Department at the Registered Office of the Company. Members are requested to note that dividends which are not claimed within seven years from the date of transfer of the Company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

7. Members holding shares in dematerialised 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 Registrar and Share Transfer Agent, Karvy Computershare Private Limited, to provide efficient and better services.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act and Rules made thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
9. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. This Notice and the Annual Report 2017-18 are available on the Company's website viz. www.jupiterinfomedia.com.
10. The route map showing directions to reach the venue of the 13th AGM is annexed herewith.
11. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the Meeting. A proxy form for the AGM is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolutions / authorities, as applicable. Member/ proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
12. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting at least 3 days before the AGM.
13. Members, Proxies and Authorized Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips or copies of the Report and Accounts will not be made available at the venue of the AGM.
14. In case of Joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. 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 form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
16. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, immediately of :
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, and to support the 'Green Initiative', companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with Depository Participant(s). The Members who havenot registered their e-mail addresses are requested to register the same with the Company's Registrar and ShareTransfer Agent/Depositories for receiving all communications.
18. Details as required in sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges in respect of the Director seeking re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Director has furnished the requisite declaration for his re-appointment.
19. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 (AGM) 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 shall commence on Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th September, 2018 (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 Friday 21st September, 2018, 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:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nSDL.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL by opening web browser and typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login details. 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
- (iv) 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*** |

(v) Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to 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, your 'initial password' is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com.
 - b. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Step 2:

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
 - (iii) Select "EVEN" of company for which you wish to cast your vote.
 - (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) 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.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(ix) 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

(x) 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.

VI. 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).

VII. 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 21st September, 2018.

VIII. 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. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sanghi.sandeep@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?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. 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.

X. 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.

XI. Mr. Mahadev Desai, Chartered Accountant (Membership No. 41280) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. 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 remote e-voting or 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.

XIII. 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.

XIV. 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 setting out the material facts pursuant to section 102(1) of the Companies Act, 2013
In respect of item No. 4**

The Board of Directors of the Company on May 30, 2018, have appointed Mr. Anilkumar Agrawal (DIN:07659883), as an Additional Director of the Company, categorised as Independent, pursuant to Section 161(1) of the Companies Act, 2013. The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member and recommended by Nomination and Remuneration Committee signifying their intention to propose the candidature of Mr. Anilkumar Agrawal for the office of Independent Director, be and is hereby appointed with immediate effect as an Independent Director of the Company, who is not liable to retire by rotation for a term of 5 years.

Mr. Anilkumar Agrawal (Aged 59 years) is a Fellow Member of the Institute of Chartered Accountants of India and holds Master's degree in M.Com from Bombay University.

Mr. Agrawal has 29 years of experience in the areas of Finance, Accounts, Administration, Budgeting, Taxation, and Corporate Laws. Mr. Agrawal has 25 years of experience as a Chief Accounts Officer in the City & Industrial Development Corporation of Maharashtra Ltd. (CIDCO) from 1991 to 2016.

None of the Directors, Key managerial personnel or their relatives is concerned or interested in the proposed resolution set out in the notice.

By Order of the Board
For Jupiter Infomedia Limited

Date: August 10, 2018
Place: Mumbai

Arpit Goyal
Company Secretary
ACS 52657

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

13TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Name of the Member(s): _____

Name(s) of the Joint-holder(s), if any: _____

Registered address: _____

Folio No/ Client Id/ DP ID: _____

I / We record my/ our presence at the 13th Annual General Meeting of the Company on Friday, September 28, 2018 at 4.30 p.m. at Classique Club, New Link Road, Andheri (W), Mumbai 400 053

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Notes:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk.
2. Only Shareholders or the Proxies will be allowed to attend the meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)

USER ID

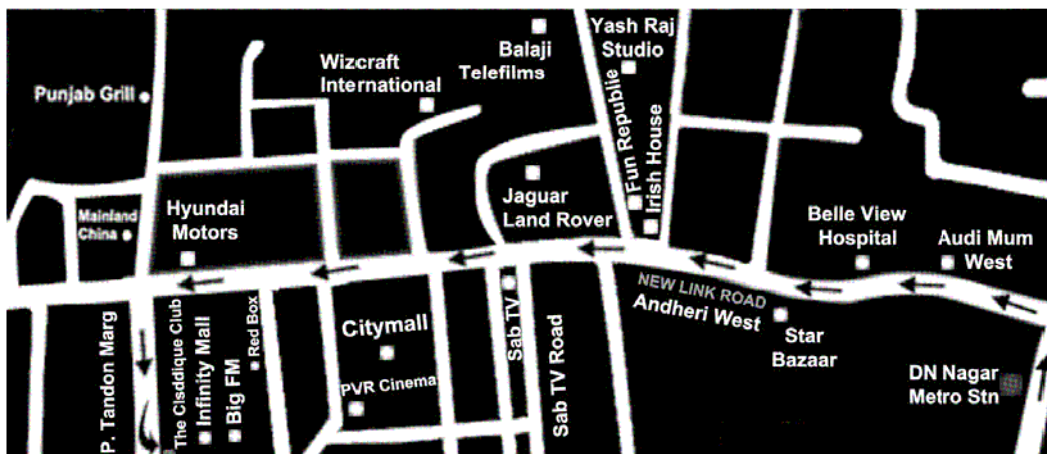
PASSWORD/PIN

Note:

The e-voting starts from Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. Kindly refer the instructions printed in the Notice of 13th Annual General Meeting before exercising your vote.

The Route Map to the AGM Venue

Venue: Classique Club, New Link Road, Andheri (W), Mumbai 400 053



Landmark: Near Infinity Mall

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

**FORM NO. MGT-11
PROXY FORM**

[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:	
Registered E-mail Id:	
Folio No/ Client Id/ DP ID:	

I/ We being the member of Jupiter Infomedia Ltd. Holding shares, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of members of the Company, to be held on Friday, 28th September, 2018 at 4.30 p.m. at the Classique Club, New Link Road, Andheri (W), Mumbai 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	No. of Shares	For I/We assent to the Resolution	Against I/We dissent to the Resolution
1	To receive, consider and adopt the audited financial statements, Reports of the Board of Directors and Auditors thereon for the year ended 31 st March, 2018			
2	Re-appointment of Mr. Umesh Modi as a Director of the Company, liable to retire by rotation.			
3	Ratification of appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration number 119850W), as the Auditor of the Company and fix their remuneration.			
4	Appointment of Mr. Anilkumar Agrawal as Director of the Company			

Signed this _____ day of September, 2018

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



Notes:

- This form of proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting. (i.e. on or before Wednesday, 26th September, 2018 at 5.00 pm)
- It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.