

# Jupiter Infomedia Limited

CIN No. : L22200MH2005PLC152387

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

## NOTICE

Notice is hereby given that the 11th Annual General Meeting ("**AGM**") of the members of **Jupiter Infomedia Limited ("JIM" or "the Company")** will be held on 30th September, 2016 at 04.30 p.m; at Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053; to transact the following businesses :

### ORDINARY BUSINESS:

1.To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

2.To ratify the appointment of Auditors' M/s Mahadev Desai Associates, Chartered Accountants (ICAI Firm Registration No.105737W) and to authorize board to fix their remuneration. 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Mahadev Desai Associates, Chartered Accountants (ICAI Firm Registration No.105737W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

3.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 Section 152, 196, 197, 198, and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and subject to such other consents, approvals and permissions if any needed, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Umesh V. Modi as Managing Director of the Company for a period of Five Years with effect from 15th May, 2015 with further liberty to the Board including any Committee thereof, to alter, modify or revise from time to time, the terms and conditions of reappointment of Mr. Umesh V. Modi in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT Mr. Umesh V. Modi, Managing Director, being hereby reappointed as Director liable to retirement by rotation, shall continue to hold his office of Managing Director, and the reappointment as such Director shall not be deemed to constitute a break in his office of Managing Director.

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board of Directors or any Committee thereof and / or Ms. Prajakta Sule, Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question.

By order of the Board  
**For Jupiter Infomedia Limited**

**Prajakta Sule**  
Company Secretary  
(ACS : A39893 )

Date: 13.08.2016

Place: Mumbai

### Important Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.

2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of annual general meeting.

**3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE 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 ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, 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.

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.

6. In case of joint holders attending the AGM, the Members 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.

7. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.

8. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

9. The Notice of the AGM along with the Annual Report 2015-16 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. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com)

10. The route map showing directions to reach the venue of the eleventh AGM is annexed.

#### **11. Voting through Electronic Means:**

I. In compliance with provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

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

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 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (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 23rd September, 2016, 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.

12. The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):

(i) Open the e-mail and also open PDF file, namely, "Jupiter Infomedia Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.

(ii) Open the internet browser and type 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) The 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](mailto:desaimahadev@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- (i) Initial password is provided in the enclosed attendance slip: **EVEN** (Remote e-voting Event Number) **USER ID & PASSWORD /PIN**
  - (ii) Please follow all steps from Sl. No. 12. A (i) to (xii) above, to cast vote.
  - (iii) 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone nos. +91 22 2499 4600/ +91 22 2499 4360 who will also address the grievances connected with the voting by electronic means.
  - (iv) 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 Password' option available on the site to reset the password.
  - (v) 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.
  - (vi) 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 23rd September, 2016.
  - (vii) 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. 23rd September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - (viii) 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.
  - (ix) 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.
  - (x) The Scrutinizer shall after the conclusion of voting at the AGM, 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.
  - (xi) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com) and on the website of NSDL immediately. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

### Item no.3

The Nomination & Remuneration Committee and the Board, after taking into consideration the vast and valuable experience of Mr. Umesh Modi and progress made by the Company under his leadership, approved his reappointment as the Managing Director of the Company for a further period of Five years with effect from May 15, 2015.

Mr. Umesh Modi is the promoter of the Company and is managing the affairs of the company since incorporation. The company has made considerable progress under his leadership. Mr. Umesh Modi is a chartered accountant with more than two decades of experience in business and corporate finance.

At the ensuing Annual General Meeting of the company, Mr. Umesh Modi, Managing Director, retires by rotation and being eligible offers himself for reappointment. He shall continue to hold the office of Managing Director and the reappointment as such Director shall not be deemed to constitute a break in his office of Managing Director.

Other details of Mr. Umesh Modi has been given in the Exhibit to this Notice.

The members are requested to approve the aforesaid appointment. Accordingly, the proposed resolution is placed for your approval as an ordinary resolution.

None of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

By order of the Board  
**For Jupiter Infomedia Limited**

**Prajakta Sule**  
Company Secretary  
(ACS : A39893 )

Date: 13.08.2016

Place: Mumbai

## **EXHIBIT TO NOTICE**

**Pursuant to Regulation 36(3) of SEBI LODR Regulations, following information is furnished in respect of the Director proposed to be reappointed.**

Name of the Director	Mr. Umesh Modi
DIN	01570180
Date of Birth	03/07/1967
Father's name	Mr. Vasantlal Modi
Age	49 Years
Date of Appointment	04/04/2005
No. of Board Meetings attended during 2015-16	5
Designation	Managing Director
Experience in specific functional areas	Mr. Umesh Modi, is having 20+ years of experience in business & corporation finance.
Qualifications	B.Com, F.C.A
Disclosure of Relationship Between Directors inter se	Husband of Mrs. Manisha Modi
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
No. of shares held in the company	2593000 (equity shares) as on 31.03.2016

# 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	
Name and Address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the 11th Annual General Meeting of the Company being held on 30th September, 2016 at 04.30 P.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/ PIN

The E-Voting starts from Tuesday, 27th September, 2016 at 9.00 A.M. and ends on Thursday, 29th September, 2016 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 eleventh AGM before exercising your vote.

# 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:

- (1) Name.....Address.....  
 E-mail Id.....Signature ..... or failing him;
- (2) Name.....Address.....  
 E-mail Id.....Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on, 30th September, 2016 at 04.30 P.M. at Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053 and at any adjournment thereof in respect of such resolutions:

	Vote (Optional) (Please put a (√) mark or please mention no. of shares)		
	For	Against	Abstain
<b>Ordinary Business</b> 1. Adoption of Accounts and reports 2. Appointment of Auditors			
<b>Special Business</b> 3. Re- appointment of Managing Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

- Notes:
- 1.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.
  - 2.For Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 11th Annual General Meeting.
  - 3.It is optional to put a '√' in the appropriate column against the Resolutions indicated in the Box, being a direction to proxy to vote accordingly. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

### The Route Map to the AGM Venue

Venue: Embassy Hall, Classique Club, New Link Road, Andheri West, Mumbai – 400053



Landmark: Near Infinity Mall, Andheri West, Mumbai