

TRANSCRIPT OF THE 17th ANNUAL GENERAL MEETING (AGM) OF JUPITER INFOMEDIA LIMITED HELD ON THURSDAY, SEPTEMBER 22, 2022 AT 11:00 AM IST, THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY

Welcome Address by Company Secretary – Ms. Mitali Khunteta

Good morning, everyone,

I am Mitali Khunteta, Company Secretary and Compliance officer of Jupiter Infomedia Limited.

Dear Members,

It is our pleasure to welcome you all at the 17th Annual General Meeting of Jupiter Infomedia Limited held through Video Conferencing.

With respect to the participation, the facility of joining this AGM through VC is made available on first come first serve basis. All members who have joined this meeting are by default placed on the mute mode by the host to avoid any disturbance arising from the background noise and ensure smooth and seamless conduct of this meeting. Once the Questions Answer Session starts, Chairman will announce the name of the Members who have registered as speaker shareholder one by one. The speaker shareholder will thereafter be un-muted by the host to start the Question & Answer, Members are requested to click the video ON button. If the shareholder is not able to join the video due to any reason, the shareholder can speak through audio mode only, while speaking we would request the speaker to use the earphones so that he is clearly audible, minimize any noise in the background, ensure that wi-fi is not connected to any other devices, no other background applications are running and there is a proper lighting to have a good video and audio experience.

If there is any connectivity problem at speakers end we will ask next speaker to join. Once the connectivity improves the speaker shareholder will be called again to speak once the other speaker shareholders complete their turns. We would request shareholders to kindly limit their speech to the agenda related to AGM only. During the AGM if the member faces any technical issue, they may contact the helpline number mentioned in the Notice of the AGM.

All the Directors including Chairman and Managing Director, Mr. Umesh Modi, Mrs. Manisha Modi, Whole Time Director and Chief Financial Officer, Mr. Akshay Desai, the Chairman of the Audit Committee, Nomination and Remuneration and Stakeholders Relationship Committee, Other Independent Directors Mr. Jay Desai, and Mr. Digesh Rambhia, and Akshay Desai are present through Video Conferencing from their respective locations, Mr. Anilkumar Agrawal was unable to attend the meeting due to their pre-occupation. The representative of statutory auditors, Mr. Ashok A. Trivedi of M/s. NGS & CO. LLP, Chartered Accountants, Ms. Minali Jain/Disha Maheshwari of Disha Maheshwari,-Secretarial Auditor and Mr.

Mukesh Siroya and/or Ms. Bhavyata Acharya of M/s. Siroya and BA Associates, Company Secretaries- Scrutinizer are also present at the meeting through Video Conferencing.

Pursuant to recent MCA and SEBI circulars as mentioned in the Notice, the attendance of the Members attending the AGM through VC shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The requisite quorum for the Meeting is present.

Company Secretary introduced Chairman as follows:

Mr. Umesh Modi

Mr. Umesh Modi is Managing Director and Promoter of Jupiter Infomedia Limited and with his deep understanding of the Jupiter Group's intrinsic strengths and potentials, he plays a key role in aligning the core leadership team towards achieving the goals of the Company.

Ms. Mitali Khunteta, Company Secretary, requests Mr. Umesh Modi to occupy the Chair and take forward the proceedings of the Meeting.

Chairman:

Good Morning Ladies and Gentlemen.

The requisite quorum being present, I call the Meeting in order.

I welcome all the Members to the 17th Annual General Meeting of the Company. I hope all of you are safe and in good health.

Chairman introduced other Board members as follows:

Mrs. Manisha Modi

Mrs. Manisha Modi is also one of the Directors, Chief Financial Officer and Promoter of Jupiter Infomedia Limited. Mrs. Manisha Modi has good knowledge of the entire working of the e-commerce and other web-based relating services and being an active Director of the Company.

Mr. Akshay Desai

Mr. Akshay Desai is an Independent Director of the Company.

Mr. Jay Desai

Mr. Jay Desai is an Independent Director of the Company.

Mr. Digesh Rambhia

Mr. Digesh Rambhia is an Independent Director of the Company.

During the last year we had acquired the substantial stake in other listed company "Netlink solutions (India) Limited" as a strategic decision. Company's main focus is on e-commerce verticals, company's got three e-commerce verticals at present. First is Jimtrade.com, which is a business directory it features manufacturer and product information. Second is Jimyellowpages.com which is a yellow pages features B2B Listing of Indian suppliers, manufacturer and traders at present we have around more than 200 Cities and more than 2 million listing are live. Third is IndiaNetzone.com features various articles related to India. Last year companies focus was on consolidating the content and user base of verticals. Along with that company has acquired the majority of stake in Netlink Solutions (India) Limited now what we are looking at is to synergize the strength of both the companies.

Chairman

Notice convening the 17th Annual General Meeting has already been circulated to the Members and therefore I take the same as read.

Now coming to the financial part.

The Statutory Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2022 does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company. Accordingly, Auditor's Report is not required to be read out before the meeting as provided under Section 145 of the Companies Act, 2013.

The Members may note that Since, the AGM is being held through Video Conferencing, pursuant to MCA & SEBI Circulars, the facility to appoint proxy to attend and cast vote on behalf of the members is not available.

The manner of transacting the business contained in the Notice of the AGM is through remote e-voting and e-voting during the AGM as arranged by the Company. The instruction for e voting is provided in the Notice.

Pursuant to the provisions of the Companies Act, 2013 read with the Rules notified thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to provide an e-voting facility to its shareholders to enable them to cast their votes electronically for all resolutions to be passed at general meetings. E-voting would ensure proportionate voting principle i.e. "one share one vote".

In accordance with this, your Company has provided remote e-voting facility (through the platform provided by NSDL) to the members and also facility to vote during the meeting for members who are present in the

Meeting through VC and have not casted their vote by remote e-voting.

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, i.e., Thursday, September 15, 2022, only shall be entitled to avail the facility of e-voting.

The remote e-voting period commenced on Monday, September 19, 2022 at 9.00 A.M. (IST) and concluded on Wednesday, September 21, 2022 at 5.00 P.M. (IST).

Since the AGM is being held through VC, and the resolutions mentioned in the notice have already being put to vote through e-voting no proposing or seconding of resolutions is required. With this, I now proceed with the agenda as per the Notice:

As an Ordinary Business:

Resolution 1: To receive, consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

I now request Mr. Akshay Desai to take the Chair as I am interested in the next proposed agenda items.

Mr. Akshay Desai

Resolution 2: To appoint a Director in place of Mr. Umesh Modi (DIN: 01570180), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Resolution 3: To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

As a Special Business:

Resolution 4 : To approve payment of remuneration to Mr. Umesh Modi, (DIN : 01570180) Managing Director and designated as Chairman and Managing Director ("CMD") of the Company w.e.f August 1, 2022 for the period of 3 years, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution

Resolution 5 : To approve payment of remuneration to Mrs. Manisha modi, (DIN : 02057625) Whole Time Director and designated as Executive Director and Chief Financial Officer (“ED & CFO”) of the Company w.e.f August 1, 2022 for the period of 3 years, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution

Resolution 6 : To approve related party transaction with Netlink Solutions (India) Limited, a material subsidiary company.

Mr. Akshay Desai

I now request Mr. Umesh Modi to again take the chair and continue the proceedings.

Chairman

Before proceeding with the e-voting in the AGM, I would like to Inform the members that company has not received any registration request as speakers with the Company, within the time frame mentioned in the AGM Notice.

I now request members who have not already voted to vote via e-voting system provided by NSDL and the instruction of the same is given in the Notice of the AGM, whereby the members can vote during the AGM in terms of Section 108 of the Companies Act 2013, on all the Ordinary & Special Business as set out in the Notice of AGM.

Members are requested to note that those Members who have already voted electronically through remote e-voting are not eligible to vote in the AGM.

Members, please note that e-voting facility during the AGM is opened for next 15 minutes and the members are requested to vote on the proposed resolution number 1 to 6 as set out in the Notice of the AGM.

The Company has appointed Mr. Mukesh Siroya and/or Ms. Bhavyata Acharya of M/s. Siroya and BA Associates, Practicing Company Secretaries, as the Scrutinizer for remote e-voting and also for the votes casted by members during the AGM by e-voting system under Section 108 of the Companies Act, 2013 and to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall submit his/her report in the prescribed manner to me within 48 hours of the conclusion of the meeting.

The results of the e-voting will be informed not later than 48 hours of the conclusion of the AGM to the Stock Exchange i.e. BSE and will also be uploaded on the Company’s website i.e. <https://www.jupiterinfomedia.com/>

Members are requested to vote on each of the resolutions.

Chairman - After around 20 minutes period of the e-voting

[On the letter head of the company.]

I believe that all the members have voted on all the resolutions and if not, than the members are requested to vote the same and scrutinizer shall disable the e-voting in sometime.

Voting Results on each resolution will be an aggregation of remote e-voting and votes casted through e-voting during the AGM, in favour or against.

All resolutions contained in the Notice if carried with requisite majority shall be deemed to be passed on the date of the AGM.

With the completion of the above, I declare the meeting as concluded. I would like to thank all members for having their valuable time and taking initiative to attend this Annual General Meeting through VC.

The meeting commenced at 11:00 AM (IST) and concluded at 11:35 AM (IST) (including time allowed for e-voting at AGM).