Jupiter Infomedia
Ltd.

Registered Office: 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053.
Phone No: 91 22 61979000, 91 22 26341691/ 92/ 93; Fax No: 91 22 26341693
CIN: L22200MH2005PLC152387

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given, pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr. Mahadev Desai, Chartered Accountant, Proprietor, M/s. Mahadev Desai Associates, Chartered Accountants, Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the Company's Registered Office at 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai 400053 Maharashtra, on or before 05.30 P.M. on 31st January, 2015. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company. The results will also be posted on the website of the Company i.e. www.jupiterifomedia.com.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 19th December, 2014, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

Item of Business requiring consent of shareholders through Postal Ballot:

1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By Order of the Board
For Jupiter Infomedia Limited

Umesh Modi
Place: Mumbai   **Managing Director**
Date : 23rd December, 2014.   **DIN : 01570180**

NOTES:

1) The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013, is appended herein below.

2) The Company has appointed Mr. Mahadev Desai, Chartered Accountant, Proprietor, M/s. Mahadev Desai Associates, Chartered Accountants, Mumbai, to act as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.

3) The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on 19th December, 2014.

Voting Through Electronic Means

4) In compliance with Clause 35B of the Listing Agreement, provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.

5) E-voting is optional.

6) **INSTRUCTIONS FOR E-VOTING :** Members are requested to follow the instructions below to cast their vote through e-voting:

a) User ID and Password for e-voting is provided in the table given on the face of this annexure to Postal ballot Notice. Please note that the Password is an Initial Password.

b) Launch the internet browser by typing the following https:/lwww.evoting.nsdl.com/

c) Click on "Shareholder-Login:

d) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.

e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits **/** characters or a combination thereof.

Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

f) Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.

g) Select "EVEN (E-Voting Event Number)" of Jupiter Infomedia Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

h) Now you are ready for "e-voting" as "Cast Vote" Page opens.

i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.

j) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : desaimahadev@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: csco@jupiterinfomedia.com.

k) Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.

l) The Voting Period commences on 9.30 A.M on Thursday, 1st January, 2015 and ends at 5.30 PM on Saturday, 31st January, 2015.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The Company has been listed and traded on the 5MB Platform for a more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

By Order of the Board
For Jupiter Infomedia Limited

Umesh Modi
Place: Mumbai   **Managing Director**
Date : 23rd December, 2014.   **DIN : 01570180**

JUPITER INFOMEDIA LIMITED

CIN : L22200MH2005PLC152387

Regd. Office : 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai 400053.

POSTAL BALLOT FORM

Sr.No.	Particulars	Details
1	Name(s) of Shareholders (s) (in block letters) (including joint holders, if any)	
2	Registered address of the sole / first named shareholder	
3	Registered folio No. (for those holding physical shares)	
4	DP ID No. and Client ID No (for those holding shares in dematerialised form).	
5	Number of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (☐) mark at the appropriate box below:

Sr.No.	Brief Particulars of Resolution	No. of Shares	For (I/we assent to the resolution)	Against (I/we dissent to the resolution)
1	Resolution for migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited			

Place:

Date :

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**Signature of the Shareholder/
Authorised representative**

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User Id	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote

Last date for receipt of Postal ballot Forms by Scrutinizer is Saturday, 31st January, 2015.

INSTRUCTIONS

GENERAL INFORMATION

1) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer. M/s. Mahadev Desai Associates, Chartered Accountants, at 102, Shubham Premises, Cardinal Gracious Road, Chakal, Andheri (e), Mumbai 400049 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

2) The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.

3) The Form should be completed and signed by the Shareholder(s) (as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

4) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours Le at 5.30 P.M, on Saturday, 31st January, 2015, Postal Ballot Forms received thereafter will be considered invalid.

5) There will be one Postal Ballot Form / e-voting for every Client JD No. / Folio No., irrespective of the number of joint holders. Proxy shall not exercise the postal ballot.

6) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc,). the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization letter, with the specimen signature(s) of the authorised signatory (ies) duly attested.

7) Votes will be considered invalid on the following grounds:
   a) If the Ballot Form is unsigned.
   b) If member's signature does not tally,
   c) If the member has marked both in favour and also against in the ballot paper,
   d) On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.

8) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars - Karvy Computer Share Pvt.Ltd 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081 or to the e-mail ID: ramesh.deshpande@karvy.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of 5.30 PM on Saturday, 31st January, 2015.

9) Voting rights shall be reckoned on the paid up Value of shares registered in the name of the shareholders as on Friday, 19th December, 2014.

10) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal. Ballot" as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper if found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.

11) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

12) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

13) The Company is pleased to provide e-voting facility as an alternate, for all Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional.

14) The date of declaration of the result i.e 2nd February , 2015 shall be the effective date of passing the Special resolution.

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