

September 23, 2022

To,  
BSE Limited  
25th Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

**Subject: Compliance with Regulations 30 of the Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Proceedings of the Annual General Meeting**

Dear Sir,

This is to inform you that 17<sup>th</sup> Annual General Meeting ("AGM"/"Meeting") of Jupiter Infomedia Limited was held on Thursday, September 22, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), deemed venue was 336, Laxmi Plaza, Laxmi Indestate, New Link Road, Andheri (W), Mumbai- 400053. The AGM was held in compliance with Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

As per the provisions of the Act and SEBI Listing Regulations read with the aforesaid MCA Circulars the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically to the resolutions proposed in the notice of the 17<sup>th</sup> AGM. The e-voting was open from Monday, September 19, 2022 at 9.00 a.m. (IST) to Wednesday September 21, 2022 at 5.00 p.m. (IST) and e-voting conducted at the AGM.

Pursuant to provisions of Section 107 of the Act, there was no voting on the Resolutions by Show of Hands at the AGM and voting at the AGM was therefore conducted through e-voting.

The Board of Directors had appointed Ms. Bhavyata S Acharya, Partner, M/s. Siroya and BA Associates, Practicing Company Secretaries (Membership No. A25734), having office at A-103, Samved Building (Madhukunj), near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066, as Scrutinizer for e-voting; Ms. Bhavyata has carried out the scrutiny of all the electronic votes and she will submit her Report within 48 hours of the conclusion of AGM.

In this regard, please find enclosed the proceeding of the 17<sup>th</sup> AGM of the Company pursuant to Regulation 30 of the SEBI Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For Jupiter Infomedia Limited

Umesh Modi

Chairman & Managing Director

DIN: 01570180





**Proceeding of the 17<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The 17<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Members of Jupiter Infomedia Limited (“The Company”) was held on Thursday, September 22, 2022, at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), deemed venue was the registered office of the Company at 336, Laxmi Plaza, Laxmi Indestate, New Link Road, Andheri (W), Mumbai-400053. The Meeting was held in compliance with Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations (“Listing Regulations”).

The Company Secretary welcomed all the Members present through VC. She informed the members that, the MCA and in accordance with circulars issued by the SEBI providing relaxations (collectively “Applicable Circulars”), permitted the holding of the Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circular, the Meeting of the Company is held through VC and the Company had taken all requisite steps to enable Members to participate and vote on the items being considered in the AGM. He informed the Members about some basic instructions with respect to the participation at the AGM through VC. He further informed the Members about the presence of Directors, Scrutinizer.

The Company Secretary introduced the Chairman of the Board and requested him to take the Chair.

Mr. Umesh Modi, Chairman and Managing Director, chaired the Meeting. He welcomed the members present at the Meeting and introduced the Directors and Key Executives of the Company attending the Meeting through VC. The requisite quorum being present, Chairman called the Meeting to order. The Chairman himself, Mrs. Manisha Modi, Executive Director & Chief Financial Officer and Mr. Akshay Desai - the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, were present through Video Conferencing from their respective, leave of absence was granted to Mr. Anilkumar Mohanlal Agrawal, Independent Director of the Company, as he could not able to attend the AGM due to pre-occupation. The Chairman also apprised members a brief about the business operations of the Company

As per the attendance record 21 Members were present.

The Chairman further informed that, there are no qualifications, observations or adverse comments in the Auditor’s Report on the financial statements and Secretarial Audit Report for the financial year ended March 31, 2022. The notice of the 17<sup>th</sup> AGM, Report of the Board of Directors, Auditors Report and Secretarial Audit Report were taken as read with the permission of the Members present.



He further informed that pursuant to MCA and SEBI Circulars the facility to appoint proxy to attend and cast vote on behalf of the Members is not available.

He further informed the Members that the Company, in accordance with the Act and the Listing Regulations, had provided facility to all the Members as on September 15, 2022 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by the National Securities Depository Limited. 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). The Chairman apprised the Members about the availability of e-voting system during the AGM for those present in the AGM and who have not cast their votes through e-voting earlier.

The Chairman proceeded towards the agenda items as per the Notice

The following items of business as laid down in the Notice of 17<sup>th</sup> AGM dated September 22, 2022, were transacted at the Meeting:

1. consideration and adoption of 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.

At this stage, in view of interest of Mr. Modi in the next business items, Mr. Modi requested Mr. Mr. Akshay Desai, Independent Director of the Company to take Chair and conduct further AGM proceeding.

On request of Mr. Modi Mr. Desai took Chair and conducted further AGM process.

2. Appointment of a Director in place of Mr. Umesh Modi (DIN: 01570180), who retires by rotation and being eligible, offers himself for re-appointment
3. Appointment of Statutory Auditors and fix their remuneration and in this regard
4. Approval of 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 by Special Resolution
5. Approval of 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 by Special Resolution
6. Approval of related party transaction with Netlink Solutions (India) Limited, a material subsidiary company.

The Chairman informed that the Company has not received any registration for the speaker shareholder during the given time period.

No queries were raised by the Members present in the Meeting.

The Chairman instructed that the e-voting window shall remain open for another 15 minutes and requested the Members who have not already voted to vote through e voting system before the said time.

It was also informed to the Members that there would be no voting by "show of hands".

The Board of Directors had appointed Ms. Bhavyata S Acharya of M/s. Siroya and BA Associates, Company Secretaries (Membership No. A25734), as Scrutinizer for E-voting process for the 17<sup>th</sup> AGM.

The e-voting on the resolutions was conducted through e-voting prior to the AGM and e-voting during the AGM.

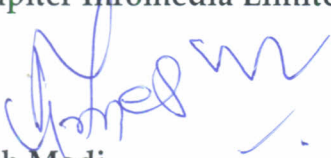
It was announced that the voting results for the resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to the Stock Exchanges in compliance with the provisions of the Act and the Listing Regulations.

The Chairman thereafter thanked the Members for attending and participating in the Meeting.

The results of e-voting prior to the AGM and e-voting during the AGM along with the scrutinizers report shall be disseminated to the stock exchanges separately.

The Meeting commenced at 11:00 AM (IST) and concluded at 11:16 AM (IST) post which the E-voting window was opened for next 19 minutes i.e. till 11:35 AM (IST) (including time allowed for e-voting at AGM).

**For Jupiter Infomedia Limited**



**Umesh Modi**  
Chairman & Managing Director  
DIN : 01570180