

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 14TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 14th 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 Monday, the 30th day of September, 2019 at 4.30 p.m. to transact the following business:

ORDINARY 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, 2019 along with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. To reappointment of Mrs. Manisha Modi (DIN 02057625) as Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in pursuance to recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to Board of the Company for re-appoint of Mrs. Manisha Modi (DIN: 02057625) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of her present term of office, that is, with effect from September 30, 2019 on the such terms and conditions including remuneration as set out in the Statement annexed to the Notice.

3. To reappointment of Mr. Digesh Rambhia (DIN: 01332484) as an Independent Non-Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, in pursuance to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for reappointment of Mr. Digesh Rambhia (DIN: 01332484), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 12th September, 2019 to 11th September, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT any Director of the Board and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.

By order of the Board

Date: August 12, 2019

Place: Mumbai

Mitali Khunteta
Company Secretary
ACS 31602

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 as 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 HIM SELF / HER SELF. 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, Monday, 23rd day of September, 2019 to Monday, 30th day of September 2019 (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 Fintech 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 Fintech 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 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 2018-19 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 2018-19 are available on the Company's website viz. www.jupiterinfomedia.com.
10. The route map showing directions to reach the venue of the 14thAGM 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 have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer 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 appointment / re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Director has furnished the requisite declaration for his/her re-appointment in **Annexure- A**.
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 Friday, 27th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (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 Monday, 23rd September, 2019, 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.nsd.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.nsd.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.nsd.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 holdshares 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.

(v) Your password details are given below:

(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.

(v) Your password details are given below:

(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 23rd September, 2019.

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. 23rd September, 2019, 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. 2

The Board of Directors of the Company ("the Board") at its meeting held on August 12, 2019 has, subject to approval of members, reappointed Mrs. Manisha Modi (DIN: 02057625) as a Wholetime Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mrs. Manisha Modi as a Wholetime Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Manisha Modi are as under:

- I. The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/ Managing Director and the functions of the Wholetime Director will be under the overall authority of the Managing Director.
- II. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- III. The Whole-time Director shall adhere to the Company's Code of Conduct.
- IV. The office of the Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing. Mrs. Manisha Modi has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mrs. Manisha Modi as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mrs. Manisha Modi as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act. Save and except as provided in the foregoing paragraph, Mrs. Manisha Modi satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Manisha Modi under Section 190 of the Act. Details of Mrs. Manisha Modi are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Manisha Modi is a wife of the Mr. Umesh Modi, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

In respect of item No. 3

Mr. Digesh Rambhia was appointed as Independent Non-Executive Director of the Company by the Members for a period of 5 year commencing from September 13, 2014 upto September 12, 2019 As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Digesh Rambhia, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 12th September, 2019 to 11th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Digesh Rambhia fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Digesh Rambhia as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Digesh Rambhia as an Independent Director for another term of five consecutive years with effect from 12th September, 2019 to 11th September, 2024, for the approval by the shareholders of the Company.

Except Mr. Digesh Rambhia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Digesh Rambhia is not related to any Director of the Company.

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

Date: August 12, 2019
Place: Mumbai

Mitali Khunteta
Company Secretary
ACS 31602

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

14TH 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 14th Annual General Meeting of the Company on Monday, September 30, 2019 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 Friday, September 27, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 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 14th Annual General Meeting before exercising your vote.

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:

1. Name: E-mail Id:
Address:.....
..... Signature:.....
.....or failing him
2. Name: E-mail Id:
Address:.....
..... Signature:.....
.....or failing him
3. 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 14th Annual General Meeting of members of the Company, to be held on Monday, 30th September, 2019 at 4.30 p.m. at the Classique Club, New Link Road, Andheri (W), Mumbai 400053 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 31st March, 2019			
2	Re-appointment of Mr. Manisha Modi as Whole Time Director of the Company.			
3	Re-Appointment of Mr. Digesh Rambhia as an Independent Director of the Company.			

Signed this _____ day of _____, 2019

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

At:
No. 11-
Nariman
Point

- Notes:**
1. 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 Friday, 27th September, 2019 at 5.00 pm)
 2. 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.

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

ANNEXURE TO AGM NOTICE**Annexure-A****The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:**

Name of the Director	ManishaModi	Digesh Rambhia
DIN	02057625	1332484
Date of Birth	18.09.1968	28.05.1981
Date of first appointment in the current designation	28.07.2015	13.09.2014
Qualification	B.M, M.A	B.com., F.C.A.
Experience (including expertise in specific functional area)/Brief Resume	<p>Mrs. Manisha Modi has rich and varied experience in the industry and has been involved in the operations of the Company.</p> <p>• She is associated with the Company since incorporation of the Company.</p>	<p>He has 9 years of experience in corporate & business tax practice, • During his career, he has worked with renowned Chartered Accountancy Firms like T. P. Ostwal & Associates, KPMG & BMR Advisors.</p> <p>• Currently he is partner in Gawande & Associates</p>
Directorships and Committee member-ships held in other listing Companies as on 31.03.2019	-	-
Inter-se relationship between directors	Wife of Mr. Umesh Modi (Managing Director of the Company)	-
No. of Meetings of the Board attended	4	2
Details of remuneration last drawn	-	4,000
Number of Shares held in the Company	32,62,500	-