

To,  
The General Manager  
BSE Limited  
P J Towers, Dalal Street  
Mumbai 400 001.

Date: 1<sup>st</sup> June 2026

**BSE Scrip: 534623:**  
**Sub: Outcome of Board Meeting and Notice of Extra ordinary general meeting:**  
**Ref: Regulation 30 of the Securities and Exchange Board of India (LODR) Regulations, 2015**  
**("SEBI Listing Regulations").**

Dear Sir,

Please note that the meeting of the Board of Directors of the Company was held today, 1<sup>st</sup> June 2026 at 7.00 pm. The Board of Directors considered and approved the following:

1. Alteration the Main Object Clause of the Memorandum of Association by addition of Object Clause. The brief details of proposed additional Object Clause of the Company is attached as **Annexure I** to this disclosure.
2. Approval of notice of Extra ordinary general meeting to be held on 24<sup>th</sup> June 2026 through Audio Visual means.

The Board Meeting was concluded at 8.00 pm on the same day.

Kindly take the same on record

For, Jupiter Infomedia Limited

Viren  
Sudhirbhai  
Bakraniya

Digitally signed by Viren  
Sudhirbhai Bakraniya  
Date: 2026.06.01  
22:48:44 +05'30'

Viren Bakraniya  
Managing Director  
DIN: 10931691

## **Annexure I Brief details of the proposed addition of Object**

1. To develop, manufacture, trade, Export, Import, provide comprehensive IT solutions, maintenance & consultancy of software's, Artificial Intelligence (AI), machine learning, IoT, data analytics and all areas of information technology including computer hardware and all types of software, data communication, telecommunications, manufacturing and process of control and automation, Digital platforms for energy optimization, smart grid management, predictive maintenance and efficient energy utilization.
2. To collaborate, partner, or enter into agreements or joint venture with domestic or international entities, firms, corporate, governments, institutions, and organizations for development and promotion of IT solutions, Artificial Intelligence (AI), machine learning, IoT, data analytics, sustainable and clean energy solutions, renewable energy projects and infra projects.
3. To manufacture, assemble, import, export, buy, sell, and deal in equipment, components, machinery, and systems related to renewable energy, nuclear energy, bio-gas, hydrogen technologies, batteries, smart grids, alternative energy solutions and AI-based energy solutions.
4. To undertake research and development (R&D), innovation, and commercialization of new technologies in green energy, hydrogen production, storage, transportation, and AI-driven energy systems.
5. To engage in the business of energy storage, including development, manufacturing, installation, operation, and maintenance of Battery Energy Storage Systems (BESS) and other advanced energy storage technologies.
6. To act as consultants, advisors, engineers, sub-contractors, quasi contractors, EPC contractors, project developers, and service providers in the field of whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or private works and to undertake contracts and sub contracts relating to civil, infra, renewable energy, hydrogen, ammonia gas and oil, construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.
7. To promote digitally for sustainability, carbon reduction, and environmental protection through adoption of renewable energy, green hydrogen, and innovative technologies.



**Notice of  
Extra ordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting of the Members of M/s Jupiter Infomedia Limited will be held through VC/OAVM on Wednesday, 24<sup>th</sup> June 2026 at 11.00 pm to transact the following special businesses:

**1. Confirmation of appointment of Ms. Kajal Gopal Baldha (DIN: 07406583) as Non-Executive Director under the Promoter Category:**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and according to the Articles of Association of the Company, Ms. Kajal Gopal Baldha (DIN: 07406583), who was appointed as an Additional Director of the company with effect from 26<sup>th</sup> March 2026 by the Board of Directors and who has submitted her eligibility to get appointed as the Director of the Company as provided under the Act and the Listing Regulations, her appointment be and is hereby confirmed as Non-Executive Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 26<sup>th</sup> March 2026."

**2. Confirmation of appointment of Mr. Viren Sudhirbhai Bakraniya (DIN: 10931691) as Managing Director under the Professional Category:**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and according to the Articles of Association of the Company, Mr. Viren Sudhirbhai Bakraniya (DIN: 10931691), who was appointed as an Additional Director of the company with effect from 26<sup>th</sup> March 2026 by the Board of Directors and who has submitted his eligibility to get appointed as the Director of the Company as provided under the Act and the Listing Regulations, his appointment be and is hereby confirmed as Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 26<sup>th</sup> March 2026."

**3. To confirm the appointment of Mr. Ankit Dave as the Professional Executive Director of the Company:**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and according to the Articles of Association of the Company, Mr. Ankit Dave (DIN: 02774431), who was appointed as an Additional Director of the company with effect from 27<sup>th</sup> May 2026 by the Board of Directors and who has submitted his eligibility to get appointed as the Director of the Company as provided under the Act and the Listing Regulations, his appointment be and is hereby confirmed as Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 27<sup>th</sup> May 2026."

4. **To confirm the appointment of Ms. Payal Dhamecha as the Independent Director of the Company:**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and pursuant to Articles of Association of the Company, Ms. Payal Dhamecha (DIN: 10217549), who was appointed as an Additional Independent Director of the company with effect from 27<sup>th</sup> May 2026 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, her appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 27<sup>th</sup> May 2026."

5. **Alteration of Object Clause by addition of New Objects to the Existing Object Clause of the Company:**

To consider and if thought to pass with or without modification the following resolution as Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(9) of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions and subject to the rules framed thereunder, the existing Main Object clause of the Memorandum of Association of the Company be and is hereby altered by addition of additional main object clause as clause number III [A][3], III[A][4], III[A][5], III[A][6], III[A][7], III[A][8], III[A][9] respectively as follows:

Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

3. To develop, manufacture, trade, Export, Import, provide comprehensive IT solutions, maintenance & consultancy of software's, Artificial Intelligence (AI), machine learning, IoT, data analytics and all areas of information technology including computer hardware and all types of software, data communication, telecommunications, manufacturing and process of control and automation, Digital platforms for energy optimization, smart grid management, predictive maintenance and efficient energy utilization.
4. To collaborate, partner, or enter into agreements or joint venture with domestic or international entities, firms, corporate, governments, institutions, and organizations for development and promotion of IT solutions, Artificial Intelligence (AI), machine learning, IoT, data analytics, sustainable and clean energy solutions, renewable energy projects and infra projects.
5. To manufacture, assemble, import, export, buy, sell, and deal in equipment, components, machinery, and systems related to renewable energy, nuclear energy, bio-gas, hydrogen technologies, batteries, smart grids, alternative energy solutions and AI-based energy solutions.
6. To undertake research and development (R&D), innovation, and commercialization of new technologies in green energy, hydrogen production, storage, transportation, and AI-driven energy systems.
7. To engage in the business of energy storage, including development, manufacturing, installation, operation, and maintenance of Battery Energy Storage Systems (BESS) and other advanced energy storage technologies.
8. To act as consultants, advisors, engineers, sub-contractors, quasi contractors, EPC contractors, project developers, and service providers in the field of whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or private works and to undertake contracts and sub contracts relating to civil, infra, renewable energy, hydrogen, ammonia gas and oil, construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks,

gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.

9. To promote digitally for sustainability, carbon reduction, and environmental protection through adoption of renewable energy, green hydrogen, and innovative technologies.

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient to give effect to this resolution and to forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

**6. Alteration of Name Clause of the Company**

To consider and if thought to pass with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to provision of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for alteration of Name Clause of the Company to change the name of the Company from “Jupiter Infomedia Limited” to “Arix EnergiX Limited” or such other name as may be approved by the Registrar of Companies.

“RESOLVED FURTHER THAT the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following and that new Clause I shall read as under

**I. THE NAME OF THE COMPANY IS “ARIX ENERGI X LIMITED”.**

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

**7. Alteration of Registered Office Clause of the Company to shift the registered office from the state of Maharashtra to the State of Gujarat**

To consider and if thought to pass with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 12(4), 12(5), 12(6) & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from the State of Maharashtra to the State of Gujarat.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded

for substituting Clause II of the Memorandum of Association of the Company with the following clause and that Clause II shall read as under:

**II. The Registered office of the company will be situated in the State of Gujarat.**

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient to give effect to this resolution and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

**8. Alteration of Capital Clause to increase in Authorized share capital of the Company:**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 64 (1) and other applicable provisions, if any, of the Companies Act, 2013 Act) and other applicable rules under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and with the consent of members the Authorized Share Capital of the company be and is hereby increased to Rs. 20,00,00,000/- (Rupees twenty crores only) divided into 2,00,00,000 (two crore) Equity Shares of Rs. 10/- (Rupees ten) each.”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered and shall read as follows:

**Clause V: The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees twenty crores only) divided into 2,00,00,000 (two crore) Equity Shares of Rs. 10/- (Rupees ten) each.”**

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient to give effect to this resolution and forward authorized copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

**9. To raise the funds through preferential issue of 81,95,000 Convertible Warrants of Rs. 10/- each at issue price of Rs. 61/- per warrant.**

To consider and if thought to pass with or without modification the following resolution as special resolution:

“RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to Memorandum of Association and clause “Power to issue shares on preferential basis” clause of Articles of Association of the Company, provisions of SEBI (ICDR) Regulations 2018, SEBI (SAST) Regulations, 2011 as amended from time to time as may be applicable to the Preferential Issue of convertible warrants and other applicable regulations of SEBI read with regulation 163 and 166A of SEBI (ICDR) Regulations 2018, if any, and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to offer, issue and allot up to 81,95,000 (eighty

one lakh ninety five thousand) convertible warrants (“Warrants”) by way of a preferential issue, carrying an entitlement to subscribe for equivalent number of equity shares on making payment for balance 75% amount, at the price of Rs. 61/- (rupees sixty-one only) per convertible warrant (including premium of Rs. 51/- per convertible warrant) aggregating to Rs. 49,98,95,000/- (Rupees forty nine crores ninety-eight lakhs ninety-five thousand only) to the persons as mentioned herein below for consideration to be received in cash from such respective allottees, based on the price calculated pursuant to the requirement of 164(1) of SEBI (ICDR) Regulations 2018 and on such other terms and conditions that the Board may deem appropriate in its absolute discretion:

Sr. No	Name of the Person to whom the warrants are proposed to be issued	Category of the person	Number of Warrants Proposed to be issued
1	Arix Capital Limited	Body Corporate – Promoter	42,00,000
2	Manoj Chandubhai Bodar	Individual Non-Promoter	375,000
3	Easyfin Investment Solutions	Partnership Firm Non-Promoter	350,000
4	Manoj Chandubhai Bodar (HUF)	HUF Non-Promoter	320,000
5	PC Wealth Solution	Partnership Firm Non-Promoter	300,000
6	KR Consultancy	Partnership Firm Non-Promoter	250,000
7	Bodar Bhumi Manoj	Individual Non-Promoter	190,000
8	Bodar Chandubhai Ghusabhai	Individual Non-Promoter	190,000
9	Dayaben Chandubhai Bodar	Individual Non-Promoter	190,000
10	Hardik Shambhubhai Ghiyal	Individual Non-Promoter	190,000
11	Ghiyal Shruti Hardikbhai	Individual Non-Promoter	190,000
12	Hirani Narshibhai Damjibhai	Individual Non-Promoter	190,000
13	Ankit Dave	Individual Non-Promoter	150,000
14	Shriyansh Wealth Solution	Partnership Firm Non-Promoter	140,000
15	Chandubhai Ghusabhai Bodar (HUF)	HUF Non-Promoter	113,650
16	Giyal Jaydeep Sureshbhai	Individual Non-Promoter	91,270
17	Moliya Rajesh Bhikhabhai	Individual Non-Promoter	91,270
18	Moliya Mamta Rajeshbhai	Individual Non-Promoter	91,270
19	Meghani Bhavesh Rameshbhai	Individual Non-Promoter	91,270
20	Dipti Bhavesh Meghani	Individual Non-Promoter	91,270
21	Jigish Maheshbhai Lakhani	Individual Non-Promoter	80,000
22	Priti Jigish Lakhani	Individual Non-Promoter	80,000
23	Bakaraniya Manglaben Sudhirbhai	Individual Non-Promoter	40,000
24	Nidhiben Rajnishkumar Amipara	Individual Non-Promoter	40,000
25	Kalpesh Jagdish Bavishi	Individual	40,000

		Non-Promoter	
26	Payal Divyangbhai Dhamecha	Individual Non-Promoter	30,000
27	Ajaykumar Bhikhabhai Sangani	Individual Non-Promoter	15,000
28	Hiren Jayantibhai Vora	Individual Non-Promoter	15,000
29	Sharma Nikhil Ranjeet	Individual Non-Promoter	15,000
30	Rajnishkumar Gopalbhai Amipara HUF	HUF Non-Promoter	15,000
31	Samik Mansukhlal Kumbhani	Individual Non-Promoter	15,000
32	Sonalben A Chothani	Individual Non-Promoter	15,000
	Total		81,95,000

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been derived in accordance with the requirement of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date 25.05.2026 determined pursuant to regulation 161 of the SEBI (ICDR) Regulations, 2018 i.e., thirty days prior to the date on which this extra ordinary general meeting is to be held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

- (i) Each Warrants shall carry an entitlement to subscribe to One Equity Share of face value of Rs. 10/- each (Rupees Ten only) of the Company at a price of Rs. 61/- (Rupees sixty one only) per Equity Share;
- (ii) An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants;
- (iii) The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion;
- (iv) In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under sub clause (ii) and (iii) above, the Warrants shall lapse and the deposit of 25% as indicated in sub clause (ii) above shall stand forfeited by the Company;
- (v) In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.
- (vi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.
- (vii) The Equity Shares to be issued and allotted to the Proposed Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the

- provisions of the Memorandum of Association and the Articles of Association of the Company.
- (viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.
- (ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

“RESOLVED FURTHER THAT the Warrants shall be allotted within a period of 15 days from the date of general meeting in which members of the company approves the resolution for issue of warrants provided that where the allotment of warrants is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.”

“RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Warrants pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Chartered Accountant / Practicing Company Secretary certifying that the above issue of the Convertible Warrants is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares on conversion of such warrants in to Equity Shares and shall make an application to the BSE Limited and to CDSL and NSDL being the depositories for admission of the said new equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and Company Secretary & Compliance officer of the Company be and are hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**10. To approve the reclassification request received from the Promoters of the Company**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT the reclassification application as received from the existing promoters of the Company, being (i) Mr. Umesh Vasantlal Modi (ii) Mrs. Manisha Umesh Modi (iii) Mrs. Kusumben Vasantlal Modi and Ms. Aishwarya Umesh Modi pursuant to regulation 31A of SEBI (LODR) Regulations 2015, and as approved by the Board of Directors of the Company in their Board meeting held on 27<sup>th</sup> May 2026, be and is hereby approved and THAT the name of the above mentioned promoters be classified in to the Public Category of the shareholders, subject to approval of the BSE Limited.”

Registered Office: Jupiter Infomedia Limited 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400053 CIN: L22200MH2005PLC152387 E-mail: <a href="mailto:jupiter@jimtrade.com">jupiter@jimtrade.com</a> Website: <a href="http://www.jupiterinfomedia.com">www.jupiterinfomedia.com</a> Date: 01.06.2026, Place: Mumbai	By Order of the Board  Sd/- Viren Bakraniya Managing Director DIN: 10931691
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Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India (“SEBI”) Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to [admin@jupiterinfomedia.com](mailto:admin@jupiterinfomedia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further relevant details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {“SEBI (LODR) Regulations”} and Secretarial Standard on General Meetings (“SS-2”), issued by The Institute of Company Secretaries of India, is also annexed.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
7. All relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, requiring the approval of the Members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to [admin@jupiterinfomedia.com](mailto:admin@jupiterinfomedia.com) mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. Members may note that the Notice of this EGM will also be available on website of the Company, i.e. [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of the NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
9. Members holding shares in physical form, if any, are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self-attested copy of their PAN Card(s), unsigned copy of the

Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent mentioned at point no. 10 hereinbelow.

10. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Kfin Technologies Limited., Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032.
11. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
13. Mr. Malay Desai, Practicing Company Secretary, (Membership No. ACS 48838, Certificate of Practice No. 26051) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. In line with the MCA Circulars and SEBI Circular the Notice calling the EGM has been uploaded on the website of the Company at [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Sunday, 21<sup>st</sup> June, 2026 at 09:00 A.M. and ends on Tuesday, 23<sup>rd</sup> June, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 17<sup>th</sup> June 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 17<sup>th</sup> June 2026.

**How do I vote electronically using NSDL e-Voting system?**

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in to <https://eservices.nsdl.com/> with your existing IDEAS login. 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.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 hold shares 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***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [malaydesai21@gmail.com](mailto:malaydesai21@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [admin@jupiterinfoemdia.com](mailto:admin@jupiterinfoemdia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [admin@jupiterinfoemdia.com](mailto:admin@jupiterinfoemdia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [admin@jupiterinfoemdia.com](mailto:admin@jupiterinfoemdia.com). The same will be replied by the company suitably.
6. Shareholders who wish register themselves as speaker are requested to send email to the company on or before 17<sup>th</sup> June 2026 on the email id of the company at [admin@jupiterinfomedia.com](mailto:admin@jupiterinfomedia.com).

**Explanatory Statement pursuant to Section 102 of Companies Act 2013:**

**Item No. 1:**

The Board of Directors appointed Ms. Kajal Gopal Baldha (DIN: 07406583) as an Additional Director – Non-Executive Director (Promoter Category) of the Company with effect from 26<sup>th</sup> March 2026. Her Appointment was made under the promoter group as Additional Director – Non-Executive Director by the Board of Directors subsequent to the completion of open offer given by M/s Arix Capital Limited. Pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder and pursuant to Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), she is entitled to hold the office of Director till the ensuing general meeting and at the same time her appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm her appointment for the period of five (Five) Consecutive years with effect from 26<sup>th</sup> March 2026 as Promoter Director – Non-Executive Director under the Promoter Category.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Kajal Gopal Baldha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Ms. Kajal Gopal Baldha as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure A" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 1 of this Notice.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved and recommended to the members to pass this resolution. The brief profile Ms. Kajal Gopal Baldha is appended hereinbelow as Annexure A to this explanatory statement.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the notice for approval by the members.

**Item No. 2:**

The Board of Directors appointed Mr. Viren Sudhirbhai Bakraniya (DIN: 10931691) as a Additional Director – (Professional Category) of the Company with effect from 26<sup>th</sup> March 2026. Pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), he is entitled to hold the office of Director till the ensuing general meeting and at the same time his appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm his appointment for the period of five Consecutive years with effect from 26<sup>th</sup> March 2026 as Director under the Professional Category.

Further company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Viren Bakraniya is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in

terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Viren Sudhirbhai Bakraniya as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure B" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 2 of this Notice.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved and recommended to the members to pass this resolution. The brief profile Mr. Viren Sudhirbhai Bakraniya is appended hereinbelow as "Annexure B" to this explanatory statement.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the notice for approval by the members.

**Item No. 3:**

The Board of Directors appointed Mr. Ankit Dave (DIN: 02774431) as an Additional Director under the Professional Category of the Company with effect from 27<sup>th</sup> May 2026. Pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), he is entitled to hold the office of Director till the ensuing general meeting and at the same time his appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm his appointment for the period of five Consecutive years with effect from 27<sup>th</sup> May 2026 as Director under the Professional Category.

Further company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Ankit Dave is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Ankit Dave as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure C" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of this Notice.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved and recommended to the members to pass this resolution. The brief profile Mr. Ankit Dave is appended hereinbelow as "Annexure C" to this explanatory statement.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the members.

**Item No. 4:**

The Board of Directors appointed Ms. Payal Dhamecha (DIN: 10217549) as an Independent Director of the Company with effect from 27<sup>th</sup> May 2026 who in terms of the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1C) of the said regulations, (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), is eligible to hold the office of Independent Director. Her appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm her appointment for the period of five consecutive years with effect from 27<sup>th</sup> May 2026 as an Independent Director pursuant to provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, as amended from time to time.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Payal Dhamecha is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013, (iv) declaration of independence for being appointed as Independent Director, and (v) proof of her registration with Independent Director's Data Bank.

Additional information in respect of Ms. Payal Dhamecha as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure D" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 4 of the Notice.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved and recommended to the members to pass this resolution. The brief profile Ms. Payal Dhamecha is appended hereinbelow as "Annexure D" to this explanatory statement.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

#### **Item No. 5**

At present the Company is engaged in to the business of Information Technology. The Board of Directors are of the opinion to also add the additional activity of dealing in extended scope of Information Technology and also to step in to the new line of business of renewable energy, Battery Storage system and EPC Contractor for expansion of new business line under the new management.

The Company has also identified the investors for raising the funds for this new line of business. Considering the profitability and increasing demand for Information Technology and Renewable Energy segment, the Board of Directors of the Company are of the view to expand the main line of business by addition of new object clause to the Memorandum of Association of the Company. The Company will operate in to the following line of business post approval of the Shareholders of the Company:

- 1) Information Technology with Artificial Intelligence
- 2) Renewable Energy Projects and Plant and Machinery related thereto
- 3) Battery Energy Storage Systems
- 4) EPC Contractor

Addition of main line of business activity requires an alteration of Main Object Clause of the Memorandum of Association of the Company which in turn requires approval of the members of the Company by passing special resolution.

Hence, pursuant to the provisions of Section 13(9) of the Companies Act, 2013, it is proposed to pass the special resolution for alteration of the object clause by addition of new object clause to the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved to alter the main object clause by addition of new objects to the Main Object Clause of the Memorandum of Association.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the members.

**Item No. 6**

The present name of the Company is Jupiter Infomedia Limited which indicates the main line of business of the Company i. e. dealing in various Information Technology related activities. The Board of Directors of the Company proposes to extend and expand the main line of business activities in to Information Technology, Artificial Intelligence and Renewable Energy Segment.

Hence, On commencement of new line of business, the major revenue of the Company would flow from the Information Technology and Renewable Energy segment and hence it is essential and requirement of law to make sure that the name of the Company reflect the main line of business of the Company.

The Board of Directors of the Company in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved to change the name of the Company as either "Arix EnergiX Limited" or such other name as may be made available by the Registrar of Companies. On the date of this approval of the notice, the company has not received the approval for reservation of name and the same is under process. Company has applied for reservation of name "Arix EnergiX Limited". If Company does not receive approval for reservation of name, the Company may send addendum to the notice with the new name as may be approved by the Registrar of Companies.

To change the name of the Company, it is required to alter the Name Clause of the Company. Further, alteration of Name Clause of the Company requires approval of the members of the Company by passing special resolution pursuant to the provisions of Companies Act 2013.

The draft copy of Memorandum of Association of the Company would be available for inspection during the EGM online.

Hence, it is proposed to pass the Special Resolution for the special business item no. 6.

**Item No. 7**

At present, the Registered office of the Company is situated in the State of Maharashtra. The Company has been taken over by the new management of the Company. The Promoter and the Directors of the Company are based in the State of Gujarat. The Company is also planning to set up new line of business in the State of Gujarat.

Hence, the Board of Directors think it fit to shift the Registered office of the Company in the State of Gujarat.

To shift the registered office of the Company from the State of Maharashtra to the State of Gujarat requires alteration of Clause II of Memorandum of Association of the Company. This alteration of Clause II of Memorandum of Association of the Company requires approval of the members of the Company by way of passing special resolution. Hence this alteration shall be subject to approval of the members of the Company in this Annual General Meeting and shall also be subject to the subsequent approval of the concerned Regional Director, Ministry of Corporate Affairs.

It is proposed to pass the resolution mentioned under item no. 7 as Special Resolution pursuant to the provisions of Companies Act 2013.

**Item No. 8**

The present authorized share capital of the Company is Rs. 11,00,00,000/- (Rupees eleven crores only) divided in to 1,10,00,000 Equity shares of Rs. 10/- each fully paid up. As per the resolution proposed under item no. 9 for issue of 81,95,000 convertible warrants of Rs. 10/- each to the identified shareholders, it is required to increase the authorized share capital of the Company. Hence, it is proposed to increase the authorized share capital of the Company to Rs. 20,00,00,000/- (Rupees twenty crores only) divided in to 2,00,00,000 Equity shares of Rs. 10/- each.

Pursuant to the provisions of Companies Act 2013, increase in authorized share capital of the Company requires alteration of clause V of the Memorandum of Association of the company which further requires approval of shareholders of the Company by passing ordinary resolution.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved and recommended to the members to pass this resolution.

Hence, it is proposed to pass the resolution for increase in authorized share capital by passing an ordinary resolution.

**Item No. 9**

The Board of Directors of the Company in their Board Meeting held on 27<sup>th</sup> May 2026 have resolved to offer and issue and allot up to 81,95,000 convertible warrants at an issue price of Rs. 61/- per share.

Pursuant to the provisions of Regulation 164(1) of SEBI (ICDR) Regulations 2018, the price for issue of share on preferential basis is derived at Rs. 60.75 /- per convertible warrant and pursuant to the provisions of Regulation 166A of SEBI (ICDR) Regulations 2018, the issue price for issue of shares on preferential basis is derived at Rs. 60/- per share.

Hence, the resolution mentioned at item no. 9 is proposed to offer, issue and allot the said 81,95,000 convertible warrants of Rs. 10/- each at the issue price of Rs. 61/- per convertible warrant.

Relevant disclosures for preferential issue of 81,95,000 convertible warrants of Rs. 10/- each at the price of Rs. 61/- per convertible warrant are made hereunder.

The purpose of raising the fund is to introduce Working Capital, Capital Expenditure and General Corporate Purpose in the new line of business of the Company during the span of two years.

Pursuant to the provisions of Regulation 164(1) of SEBI (ICDR) Regulations 2018, the price for issue of share on preferential basis is derived at Rs. 60.75/- per convertible warrant. And pursuant to the provisions of Regulation 166A of SEBI (ICDR) Regulations 2018, the issue price for issue of shares on preferential basis is derived at Rs. 60/- per convertible warrant.

Hence, the Board of Directors are proposing to offer, issue and allot up to 81,95,000 Convertible Warrants at the issue price of Rs. 61/- per convertible warrant on preferential basis to the identified investors.

Against the offer, issue and allotment of convertible warrants, an amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants;

**Rational behind the raising of the funds:**

The Board of Directors of the Company proposes to raise the funds for making investment in the renewable energy and advanced Information Technology segment. The resolution for addition of new line of business is proposed in the same General Meeting at item no. 5 of this notice.

The Board of Directors have proposed to initiate new line of business by addition of new object clause to the Main Object Clause of the Memorandum of Association in this proposed Extra ordinary general meeting. The Board of Directors proposes to initiate new line of business of dealing in Renewable Energy Segment and advanced Information Technology segment.

Hence, the entire proceedings of the preferential issue i. e. proceeds out of issue and allotment of 81,95,000 convertible warrants of Rs. 10/- each to be issued at Rs. 61/- per convertible warrant will be used for dealing in the Renewable Energy Segment and advanced Information Technology segment.

The funds to be raised aggregating to Rs. 49,98,95,000/- shall be utilized as under:

- 1) Capital Expenditure Rs. 0.50 Crore
- 2) Working Capital Rs. 41.99 Crores
- 3) General Corporate Purpose – Rs. 7.50 Crore.

**DISCLOSURES:**

The relevant disclosures providing information pertaining to the preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought to offer, issue and allot 81,95,000 convertible warrants of Rs. 10/- each at the price of Rs. 61/- per convertible warrant.

**I. Objects of the preferential issue for consideration in Cash as required under Rule 14(a) and (b) of Companies (Prospectus and Allotment of securities) Rules, 2014:**

The Company proposes to offer, issue and allot up to 81,95,000 convertible warrants at issue price of Rs. 61/- per convertible warrant for raising an aggregate funds of approximate Rs. 49.98 Crores during a span for two years for working capital and capital expenditure and General corporate purpose for new line of business of advanced Information Technology and Renewable Energy Segment.

The Company has obtained the valuation report from CS Abhishek Chhajed, IBBI Registered Valuer, RV Registration Number IBBI/RV/03/2020/13674 being an Independent Registered Valuer.

The Board of Directors of the Company have passed the resolution for issue of the above-mentioned securities to the identified investors in their board meeting held on 27<sup>th</sup> May 2026. It is subject to approval of the members to be obtained in this General Meeting to be held on 24<sup>th</sup> June 2026.

**II. Maximum number of specified securities to be issued:**

According to the resolution passed by the Board of Directors of the Company in their Board Meeting held on 27<sup>th</sup> May 2026, the Company can issue and allot 81,95,000 convertible warrants at issue price of Rs. 61/- per convertible warrant to the identified investors for the consideration to be received in Cash.

**III. Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:**

The Promoter of the Company M/s Arix Capital Limited has shown the interest to participate in the proposed preferential issue of Convertible Warrants up to 42,00,000 Convertible Warrants.

Mr. Ankit Dave Executive Director of the Company has shown his interest to participate in the proposed preferential issue of Convertible Warrants up to 150,000 Convertible Warrants.

Ms. Payal Dhamecha Independent Director of the Company has shown her interest to participate in the proposed preferential issue of Convertible Warrants up to 30,000 Convertible Warrants.

The Convertible Warrants shall be offered and issued on the same terms and conditions.

**IV. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed equity shares, except fractional allotment)**

Sr. No	Category	Pre-Issue holding			Post issue holding **	
		No of shares	% of shares	Proposed issue of shares	No of shares	% of shares
A	Promoter shareholding					
1	Promoters	5788097	57.77	4200000	9988097	54.83
	Sub-total (A)	5788097	57.77	4200000	9988097	54.83
B	Public shareholding					
1	Institutions	0	0.00	0	0	0.00

2	Non- Institutions					
(i)	Bodies Corporate	125659	1.25	0	125659	0.69
(ii)	Individuals	3986181	39.78	2521350	6507531	35.73
(iii)	NRIs	19953	0.20	0	19953	0.11
(iv)		0	0.00	0	0	0.00
(v)		0	0.00	0	0	0.00
(vi)		0	0.00	0	0	0.00
(vii)	HUF	100110	1.00	433650	533760	2.93
(viii)	Others	0	0.00	1040000	1040000	5.71
	Sub-total (B)	4231903	42.23	3995000	8226903	45.17
	Grand Total A+B	10020000	100.00	8195000	18215000	100.00

\*\* post issue shareholding is calculated considering that 81,95,000 convertible warrants will be fully converted in to equivalent number of equity shares at the time of exercise of option.

**V. Time frame within which the preferential issue shall be completed and material terms:**

As required under SEBI ICDR Regulations, the Company shall complete the allotment of the convertible warrants on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for confirming offer and issue of the convertible warrants, and in the event the allotment of the convertible warrants requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI), Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

Upon exercise of the option by the allottee to convert the convertible securities within the tenure specified in regulation 162(1), the issuer shall allot the equity shares pursuant to exercise of the convertible securities within 15 days from the date of such exercise by the allottee.

**VI. Identity of the natural persons who are the ultimate beneficial owners of the entity to whom the warrants are proposed to be issued and allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

(A) Details of the proposed allottees, whether promoter or non-promoter, pre preferential shareholding and proposed post preferential shareholding:

Sr. No.	Name of the Proposed Allottee		Pre Preferential shareholding	% prior to Preferential shareholding	Warrants proposed to be offered	No. of Shares after allotment and conversion of Warrants	post Preferential shareholding in %	Pre Issue status	Post Issue status
1	Arix Capital Limited	Company	5110225	51.00	42,00,000	93,10,225	51.11	Promoter	Promoter
2	Manoj Chandubhai Bodar	Individual	45000	0.45	3,75,000	4,20,000	2.31	Non Promoter	Non Promoter
3	Easyfin Investment Solutions	Partnership Firm	0	0.00	3,50,000	3,50,000	1.92	Non Promoter	Non Promoter
4	Manoj Chandubhai Bodar (HUF)	HUF	0	0.00	3,20,000	3,20,000	1.76	Non Promoter	Non Promoter
5	Pc Wealth Solution	Partnership Firm	0	0.00	3,00,000	3,00,000	1.65	Non Promoter	Non Promoter
6	Kr Consultancy	Partnership Firm	0	0.00	2,50,000	2,50,000	1.37	Non Promoter	Non Promoter
7	Bodar Bhumi Manoj	Individual	19500	0.19	1,90,000	2,09,500	1.15	Non Promoter	Non Promoter
8	Bodar Chandubhai Ghusabhai	Individual	0	0.00	1,90,000	1,90,000	1.04	Non Promoter	Non Promoter
9	Dayaben Chandubhai Bodar	Individual	0	0.00	1,90,000	1,90,000	1.04	Non Promoter	Non Promoter
10	Hardik Shambhubhai Ghiyal	Individual	0	0.00	1,90,000	1,90,000	1.04	Non Promoter	Non Promoter
11	Ghiyal Shruti Hardikbhai	Individual	0	0.00	1,90,000	1,90,000	1.04	Non Promoter	Non Promoter
12	Hirani Narshibhai Damjibhai	Individual	0	0.00	1,90,000	1,90,000	1.04	Non Promoter	Non Promoter
13	Ankit Dave	Individual	0	0.00	1,50,000	1,50,000	0.82	Non Promoter	Non Promoter

14	Shriyansh Wealth Solution	Partnership Firm	0	0.00	1,40,000	1,40,000	0.77	Non Promoter	Non Promoter
15	Chandubhai Ghusabhai Bodar (HUF)	HUF	0	0.00	1,13,650	1,13,650	0.62	Non Promoter	Non Promoter
16	Giyal Jaydeep Sureshbhai	Individual	0	0.00	91,270	91,270	0.50	Non Promoter	Non Promoter
17	Moliya Rajesh Bhikhabhai	Individual	0	0.00	91,270	91,270	0.50	Non Promoter	Non Promoter
18	Moliya Mamta Rajeshbhai	Individual	0	0.00	91,270	91,270	0.50	Non Promoter	Non Promoter
19	Meghani Bhavesh Rameshbhai	Individual	0	0.00	91,270	91,270	0.50	Non Promoter	Non Promoter
20	Dipti Bhavesh Meghani	Individual	0	0.00	91,270	91,270	0.50	Non Promoter	Non Promoter
21	Jigish Maheshbhai Lakhani	Individual	0	0.00	80,000	80,000	0.44	Non Promoter	Non Promoter
22	Priti Jigish Lakhani	Individual	0	0.00	80,000	80,000	0.44	Non Promoter	Non Promoter
23	Bakaraniya Manglaben Sudhirbhai	Individual	0	0.00	40,000	40,000	0.22	Non Promoter	Non Promoter
24	Nidhiben Rajnishkumar Amipara	Individual	0	0.00	40,000	40,000	0.22	Non Promoter	Non Promoter
25	Kalpesh Jagdish Bavishi	Individual	0	0.00	40,000	40,000	0.22	Non Promoter	Non Promoter
26	Payal Divyangbhai Dhamecha	Individual	0	0.00	30,000	30,000	0.16	Non Promoter	Non Promoter
27	Ajaykumar Bhikhabhai Sangani	Individual	0	0.00	15,000	15,000	0.08	Non Promoter	Non Promoter
28	Hiren Jayantibhai Vora	Individual	2300	0.02	15,000	17,300	0.09	Non Promoter	Non Promoter
29	Sharma Nikhil Ranjeet	Individual	0	0.00	15,000	15,000	0.08	Non Promoter	Non Promoter
30	Rajnishkumar Gopalbhai Amipara Huf	Individual	1000	0.01	15,000	16,000	0.09	Non Promoter	Non Promoter
31	Samik Mansukhlal Kumbhani	Individual	0	0.00	15,000	15,000	0.08	Non Promoter	Non Promoter

32	Sonalben A Chothani	Individual	0	0.00	15,000	15,000	0.08	Non Promoter	Non Promoter
	Total		5178025		81,95,000				

\*\* post issue shareholding is calculated considering that 81,95,000 convertible warrants will be fully converted in to equivalent number of equity shares at the time of exercise of option.

**(A) Ultimate beneficial Owner:**

Sr. No.	Name of the Proposed Allottee	PAN	Warrants proposed to be offered	Name of Ultimate Beneficial Owners	Shareholding in the Allottee Company	PAN of the UBO
1	Arix Capital Limited	AASCA1393B	42,00,000	Kajal Baldha	55.78%	BNLPB3889H
2	Easyfin Investment Solutions	AAMFE2984K	3,50,000	Alpaben Vijaykumar Sukhadiya	50%	CNEPD2097P
3	Manoj Chandubhai Bodar (HUF)	AAQHM9075H	3,20,000	Manoj Chandubhai Bodar	100%	BFTPB0175E
4	PC Wealth Solution	ABIFP9980F	3,00,000	Pipaliya Chandresh Dipakbhai	50%	DZOPP9031E
5	KR Consultancy	ABFFK2069R	2,50,000	Raiyani Kaushal Rameshbhai	50%	DRHPR4765Q
6	Shriyansh Wealth Solution	AFWFS3215G	1,40,000	Mayur P Lunagariya	60%	ALDPL0059J
7	Chandubhai Ghusabhai Bodar (HUF)	AAEHC2103G	1,13,650	Chandubhai Ghusabhai Bodar	100%	AKBPB4219K

**Change in control:** As a result of the proposed preferential allotment of convertible warrants, neither there will be change in the management of the Company and nor any changes in control of the Company.

**VII. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its directors nor Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration in cash.

**VIII. Certificate from Practicing Company Secretary:**

Certificate from M/s. Malay Desai & Associates (COP 26051), Practicing Company Secretaries confirming that the proposed issue of convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained pursuant to Regulation 163(2) of SEBI (ICDR) Regulations, 2018 and the same is available on the website of the Company [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com).

**IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The justification for the issue and allotment proposed to be made for consideration in cash together with valuation report of the registered valuer;

The price of the convertible warrants proposed to be issued has been determined as per Regulation 164(1) read with preferential issue guidelines given in SEBI (ICDR) Regulations 2018 and subsequent amendments thereto which is based on the relevant date i.e., 25.05.2026, which is thirty days prior to the date of extra ordinary general meeting to be held on 24.06.2026.

Pursuant regulation 164(1) of SEBI (ICDR) regulations 2018, the price of the equity shares of the Company comes at Rs. 60.75/- per convertible warrant (i. e. higher of the volume weighted average price of the related equity shares quoted on BSE platform during the 90 trading days /10 trading days preceding the relevant date). Pursuant regulation 166A of SEBI (ICDR) regulations 2018, the price per convertible warrant of the Company comes at Rs. 60/- per convertible warrant.

However, the Board of Directors of the Company have determined to issue the shares at the price of Rs. 61/- per convertible warrant (including a premium of Rs. 51/- per share).

A Certificate is obtained from the Chartered Accountant confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the valuation report is obtained from the Independent Registered Valuer according to which the price for issue price of the convertible warrants comes at Rs. 60/- per convertible warrant. The Valuation Report was issued by CS Abhishek Chhajed, IBBI Registered Valuer, RV Registration Number

IBBI/RV/03/2020/13674 being an Independent Registered Valuer having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat – 380001 India in accordance with Regulation 166A of the SEBI (ICDR) Regulations. The Valuation Report shall be available for inspection by the members on the website of the Company [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com)

**Disclosure as per Rule 14(c) and (d) of Companies (Prospectus and Allotment of securities) Rules 2014:**

Name of the Independent Registered Valuer  
CS Abhishek Chhajed  
Independent Registered Valuer  
(IBBI/RV/03/2020/13674)  
Office: 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria,  
Ahmedabad City, Ahmedabad, Gujarat - 380001  
Email id: [csabhishekchhajed1@gmail.com](mailto:csabhishekchhajed1@gmail.com)

Justification for the valuation is given in the valuation report mentioned above and as placed on the website of the Target Company [www.jupiterinfomedia.com](http://www.jupiterinfomedia.com)

**X. SEBI Takeover code:**

In the present case none of the proposed allottees is under obligation to give open offer to the public except making certain disclosures to Stock Exchange and does not attract compliance with SEBI Takeover Code.

**XI. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in the demat form as on date of this notice. The allotment under this preferential issue shall be compulsorily made in demat form.

Five of the proposed allottees hold shares in the target company. Their pre preferential shareholding will be kept under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed.

The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. All the proposed allottees have Permanent Account Number.

**XII. Lock—in Period:**

The convertible warrants proposed to be allotted shall be subject to “lock-in” for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed, pursuant to the requirement of Regulation 167 of the SEBI (ICDR) Regulations, 2018.

**XIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the Company has not made any preferential allotment.

**XIV. Compliances:**

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**XV. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of securities, such securities shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoter and non-promoters on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice at item no. 9.

None of the Promoter, Directors, key managerial personnel or their relatives are concerned or interested (financial or otherwise) in the above said resolution except the below:

Sr. No	Name of the Allottee	Relation	Nature of interest
1	Arix Capital Limited	Promoter	Interested in the proposed resolution as the Promoter also participates in the proposed preferential issue offer to the extent of 42,00,000 convertible warrants.
2	Ankit Dave	Executive Director	Interested in the proposed resolution as the Director also participates in the proposed preferential issue offer to the extent of 150,000 convertible warrants.
3	Payal Dhamecha	Independent Director	Interested in the proposed resolution as the Independent Director also participates in the proposed preferential issue offer to the extent of 30,000 convertible warrants.

**XVI. Other disclosures under Companies (Prospectus and Allotment of securities) Rules 2014:**

**(i) Disclosure as per Rule 14(e):**

The Company will raise approximate fund of Rs. 49.98 Crore through this preferential issue of 81,95,000 Convertible Warrants at the issue price of Rs. 61/- per convertible warrant.

**(ii) Disclosure as per Rule 14(f) of Companies (Prospectus and Allotment of securities) Rules 2014:**

Terms	Equity Shares	Equity shares convertible warrants
Material terms of raising such securities	Offer and Issue of 81,95,000 convertible warrants of Rs. 10/- each at the issue price of Rs. 61/- per convertible warrant.  The amount shall be utilized as under:  1) Capital Expenditure Rs. 50 Lakhs 2) Working Capital Rs. 4199.10 Lakhs 3) General Corporate Purpose – Rs. 749.85 Lakhs.  An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the	

	application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.			
Proposed time schedule	Upon exercise of the option by the allottee to convert the convertible securities within the tenure specified in regulation 162(1), the issuer shall allot the equity shares pursuant to exercise of the convertible securities within 15 days from the date of such exercise by the allottee.			
Purposes or objects of offer	To introduce capital of aggregate and an approximate amount of Rs. 49.90 Crores to be spent as under:  1) Capital Expenditure Rs. 0.50 Crore 2) Working Capital Rs. 41.99 Crores 3) General Corporate Purpose – Rs. 7.50 Crore			
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	Sr. No	Name of the Allottee	Relation	Nature of interest
	1	Arix Capital Limited	Promoter	Interested in the proposed resolution as the Promoter also participates in the proposed preferential issue offer to the extent of 42,00,000 convertible warrants.
	2	Ankit Dave	Executive Director	Interested in the proposed resolution as the Director also participates in the proposed preferential issue offer to the extent of 150,000 convertible warrants.
	3	Payal Dhamecha	Independent Director	Interested in the proposed resolution as the Independent Director also participates in the proposed preferential issue offer to the extent of 30,000 convertible warrants.

The Board of Directors in their Board Meeting held on 27<sup>th</sup> May 2026 have passed the resolution to offer, issue and allot convertible warrants and have recommended to the members to pass this resolution as special resolution.

Hence, it is proposed to pass the resolution to offer, issue and allot up to 81,95,000 convertible warrants of Rs. 10/- each at the issue price of Rs. 61/- by passing a special resolution.

**Item No. 10**

M/s Arix Capital Limited along with other promoters gave the open offer for acquiring the management of the Company pursuant to SEBI (SAST) Regulations 2011.

Hence, the existing promoters of the Company, being (i) Mr. Umesh Vasantlal Modi (ii) Mrs. Manisha Umesh Modi (iii) Mrs. Kusumben Vasantlal Modi and Ms. Aishwarya Umesh Modi who hold shares in the Company below the limits prescribed under Regulation 31A(3) of SEBI (LODR) Regulation 2015 and do not represent the Board of Directors of the Company. Hence, they have submitted the request for reclassification of their status from the promoter category to the public category pursuant to Regulation 31A of SEBI (LODR) Regulations 2015.

The Board of Directors of the Company have considered and approved their request for reclassification in the public category pursuant to Regulation 31A(8)(a) and 31A(8)(b) of SEBI (LODR) Regulations 2015.

It is proposed to approve the reclassification request received from the above-mentioned promoter and promoter group members of the Company by passing ordinary resolution.

None of the Promoters, Directors or KMPs are interested in the proposed resolution.

**Annexure A**  
**Brief profile Ms. Kajal Gopal Baldha**

Name of the Director	Ms. Kajal Gopal Baldha								
DIN	07406583								
Date of Birth	16 <sup>th</sup> September 1984								
Age	41 Years								
Date of Appointment	26 <sup>th</sup> March 2026								
Qualification	Bachelor of Science								
Experience	<p>Mrs. Kajal Baldha has over 10 years of experience in services, advisory and consultancy businesses. She possesses significant expertise in business strategy, corporate advisory and financial management, and has been actively involved in formulating and implementing business strategies for growth and operational efficiency.</p> <p>She is currently associated with Arix Capital Limited as a Director since April 2019, where she has been involved in overseeing strategic initiatives and corporate finance related activities. Mrs. Kajal Baldha holds a Bachelor of Science degree from Veer Narmad South Gujarat University.</p>								
Terms & Conditions of Appointment / Re-appointment	Appointed as Non Executive Promoter Director of the Company, eligible to retire by rotation.								
Remuneration sought to be paid	-								
Relationship with the Company and other Directors	She is not related to any of the Directors of the Company. She is member of Promoter and Promoter Group of the Company.								
Number of Meetings of the Board attended during the year	NIL								
List of Listed Companies and/or Bodies Corporate in which Directorships Held.	<table border="1"> <thead> <tr> <th>CIN</th> <th>Name of the Company</th> </tr> </thead> <tbody> <tr> <td>L22200MH2005PLC152387</td> <td>Jupiter Infomedia Limited</td> </tr> <tr> <td>U67110GJ2019PLC107464</td> <td>Arix Capital Limited</td> </tr> <tr> <td>U88900GJ2025NPL162998</td> <td>Arix Foundation</td> </tr> </tbody> </table>	CIN	Name of the Company	L22200MH2005PLC152387	Jupiter Infomedia Limited	U67110GJ2019PLC107464	Arix Capital Limited	U88900GJ2025NPL162998	Arix Foundation
CIN	Name of the Company								
L22200MH2005PLC152387	Jupiter Infomedia Limited								
U67110GJ2019PLC107464	Arix Capital Limited								
U88900GJ2025NPL162998	Arix Foundation								
Listed entities from which the person has resigned in the past three years	NIL								
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies.	Chairmanship - NIL Membership - NIL								
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	Not Applicable								

**Annexure B**  
**Brief profile Mr. Viren Sudhirbhai Bakraniya**

Name of the Director	Mr. Viren Sudhirbhai Bakraniya						
DIN	10931691						
Date of Birth	6 <sup>th</sup> August 1999						
Age	27 Years						
Date of Appointment	26 <sup>th</sup> March 2026						
Qualification	Chartered Accountant,						
Experience	<p>Mr. Viren Bakraniya is a Chartered Accountant with over four years of professional experience in finance, taxation and financial planning. He has previously worked with Reliance Industries Limited and Ernst &amp; Young, where he gained experience in financial analysis, corporate and international taxation, and strategic financial management.</p> <p>He is currently associated with Arix Capital Limited as a Director since January 2025. Mr. Viren Bakraniya is a member of the Institute of Chartered Accountants of India and holds a Bachelor of Commerce degree from Saurashtra University.</p>						
Terms & Conditions of Appointment / Re-appointment	Appointed as Managing Director under the Professional category of the Company, eligible to retire by rotation.						
Remuneration sought to be paid	Rs. 200,000/- per month						
Relationship with the Company and other Directors	Mr. Viren Bakraniya is a representative of the Promoter Company M/s Arix Capital Limited and has been nominated to the Board pursuant to the open offer. He is not related to any of the Directors or Key Managerial Personnel of the Company.						
Number of Meetings of the Board attended during the year	NIL						
List of Listed Companies and/or Bodies Corporate in which Directorships Held.	<table border="1"> <thead> <tr> <th>CIN</th> <th>Name of the Company</th> </tr> </thead> <tbody> <tr> <td>L22200MH2005PLC152387</td> <td>Jupiter Infomedia Limited</td> </tr> <tr> <td>U67110GJ2019PLC107464</td> <td>Arix Capital Limited</td> </tr> </tbody> </table>	CIN	Name of the Company	L22200MH2005PLC152387	Jupiter Infomedia Limited	U67110GJ2019PLC107464	Arix Capital Limited
CIN	Name of the Company						
L22200MH2005PLC152387	Jupiter Infomedia Limited						
U67110GJ2019PLC107464	Arix Capital Limited						
Listed entities from which the person has resigned in the past three years	NIL						
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies.	Chairmanship - NIL Membership - NIL						
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	Not Applicable						

**Annexure C**  
**Brief profile Mr. Ankit Dave**

Name of the Director	Ankit Dave
DIN	02774431
Qualification	Master of Computer Application
Experience	<p>Ankit Dave is a technology entrepreneur and director with experience in building enterprise-grade software platforms for industrial operations, municipal services, asset management, field workforce monitoring and digital transformation. His work focuses on converting complex operational processes into structured digital workflows covering planning, scheduling, mobile execution, GPS/QR-based verification, compliance reporting, ERP/SAP integration, IoT/GPS data capture and executive dashboards.</p> <p>As a promoter/director, he is involved in product strategy, solution architecture, client engagement, proposal development, implementation planning and delivery governance, with emphasis on auditable execution, measurable outcomes and scalable deployment across government, PSU, municipal and industrial environments.</p>
Terms & Conditions of Appointment / Re-appointment	Appointed as Executive Director under the Professional Category.
Remuneration sought to be paid	Up to Rs. 200,000/- per month
Shareholding in the Company	NIL
Relationship with the Company and other Directors	Mr, Ankit Dave does not have any relationship with the existing Directors of the Company.
Number of Meetings of the Board attended during the year	NIL
List of Listed Companies and/or Bodies Corporate in which Directorships Held	NIL
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	Chairman - NIL Member - NIL
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	Not Applicable

**Annexure D**  
**Brief profile Ms. Payal Dhamecha**

Name of the Director	Ms. Payal Divyangbhai Dhamecha
DIN	10217549
Date of Birth	18/09/1993
Age	33 years
Date of Appointment	27 <sup>th</sup> May 2026
Qualification	Company Secretary
Experience	Ms. Payal Dhamecha is experienced professional and a member of Institute of Company Secretaries of India. She has more than 8 years of experience in serving the clients in corporate Law and SEBI Laws.
Terms & Conditions of Appointment / Re-appointment	Appointed as Non-Executive Independent Director of the Company.
Remuneration sought to be paid	Maximum of Rs. 20,000/- per meeting plus of out of pocket expenses at actuals.
Shareholding in the Company	NIL
Relationship with the Company and other Directors	NIL
Number of Meetings of the Board attended during the year	NIL
List of Listed Companies and/or Bodies Corporate in which Directorships Held	NIL
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the said role of Independent Director.