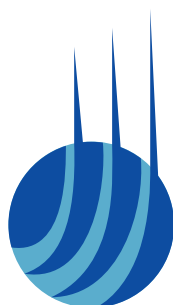


8th
Annual Report
2012-13



Jupiter Infomedia
Limited

Board Of Directors

Mr. Umesh Modi – Chairman & Managing Director
Mrs. Manisha Modi – Wholetime Director
Mr. Sivaramakrishnan Iyer
Mr. Jay Desai
Mr. Digesh Rambhia

Advisor to the Board

Mr. T. P. Ostwal

Auditors

Mahadev Desai Associates
Chartered Accountants

Bankers

HDFC Bank Ltd.
Citibank N.A.

Registered Office

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

Share Transfer Agent

Karvy Computershare Private Limited
Plot nos.17-24, Vittal Rao Nagar, Madhapur,
Hyderabad – 500 081, India.
Toll Free No.1-800-3454001
Tel No.: +91 – 40 – 4465 5000
Fax No.: +91 – 40 – 2343 1551
Website: <http://karisma.karvy.com>



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Directors' Report

To,
The Shareholders,
Jupiter Infomedia Limited

The directors have pleasure in presenting the annual report of the company for the year ended 31st March 2013.

1. Financial Results :

(Rs. in thousands)

	2012-2013	2011-2012
	Rs.	Rs.
Income	8121	6449
Profit before Depreciation and Tax	991	531
Depreciation	-187	-235
Provision for Taxes	-1	-101
Deferred Tax	119	6
Profit after Tax	922	201
Profit & Loss account balance brought forward	348	199
Balance available for appropriation	1270	400
Dividend	- 349	- 45
Tax on Dividend	- 57	- 7
Balance in Profit & Loss Account	864	348

2. Financial Review :

During the year total income was Rs. 81.21 Lacs compared to Rs. 64.49 lacs in previous year. The profit for the year was Rs. 9.22 lacs (previous year Rs. 2.01 lacs).

3. Dividend :

Directors are pleased to recommend for approval of the members a dividend of Rs. 0.10 (1%) per equity share for the year ended March 31, 2013.

4. Issue Of Shares :

During the year, the company has successfully done the public issue of 20,40,000 shares of Rs. 10 each at a premium of Rs. 10 per share. The net public issue was oversubscribed by 1.67 times. The company's shares are listed on SME platform of BSE Limited. Consequent to the public issue, the share capital of the company is increased to Rs. 349 Lacs as on 31st March, 2013.

5. Operations Review :

The Company operates three online publication / portals viz. JimTrade.com, IndiaNetzone.com & JimYellowpages.com.

JimTrade.com is an online business directory with more than 3,00,000 product profiles. In terms of the content, JimTrade.com is India's leading online business directory. During the year, JimTrade.com has started its marketing activity in Mumbai.

IndiaNetzone.com is an informative portal that provides in-depth researched articles on arts, entertainment, health, sports, travel and various other interesting subjects related to India. It has a content of more than 30,000 informative articles. The Company focuses on developing more content for IndiaNetzone.com.

JimYellowpages.com is online Yellow pages directory on India. This portal is under development.

Detailed analysis of the business has been presented in the section on Management Discussion and Analysis of this report.

6. **Corporate Governance :**

As per Clause 52 of the Listing Agreements entered into with the Stock Exchanges, Corporate Governance Report with auditors' certificate thereon are attached and form part of this report.

7. **Management Discussion And Analysis Report :**

As required under Clause 52 of the Listing Agreement entered into with the Stock Exchange, the Management Discussion and Analysis Report is attached and form part of this report.

8. **Directors :**

In accordance with Articles of Association of the Company, Mr. Sivaramakrishnan Iyer director of the Company will retire by rotation and being eligible, offer himself for re-appointment.

9. **Fixed Deposits :**

The company has not accepted any fixed deposits from the public during the year.

10. **Directors Responsibility Statement :**

- a) The applicable accounting standards have been followed in the preparation of the annual accounts and proper explanations have been furnished, relating to material departures.
- b) Accounting policies have been selected and applied consistently and reasonably, and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2013.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.

11. **Auditors :**

The company has received request from Mahadev Desai Associates, Chartered Accountants, existing auditors of the company showing their willingness to act as the auditor of the company if appointed by the members of the company and have forwarded the eligibility certificate u/s 224 (1B) of the Companies Act 1956. Members are requested to consider the appointment of M/S Mahadev Desai Associates Chartered Accountants at the forth coming Annual General Meeting of the Company.

12. **Particulars Of Employees u/s 217 (2A) :**

The company has no employees referred to u/s 217 (2A) of the Companies Act 1956, read with the companies (Particulars of employees) rules 1975.

13. **Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo :**

The particulars as prescribed under Section 217 (1)(e) of the Act, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are set out in annexure to this report.

14. **Compliance Report:**

As required u/s 383A of the companies Act, 1956 the Compliance report from a company secretary is enclosed.

15. **Acknowledgement:**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

On behalf of the Board of Directors,

Place : Mumbai
Date : 2nd May, 2013

Umesh Modi
Managing Director

Annexure -I

Disclosure Of Particulars With Respect To Conservation Of Energy, Research And Development

Particulars pursuant to Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988

1. Conservation of energy

While our operations are not energy-intensive, we continue to take steps to reduce energy consumption. Some of the significant measures undertaken during the year are listed below :

- i) Regular monitoring of temperature inside the office and controlling the air conditioning System.
- ii) Rationalization of usage of electrical equipments - air-conditioning system, office illumination, computers etc.
- iii) Usage of energy efficient illumination fixtures.
- iv) Planned Preventive Maintenance (PPM) schedule put in place for electro mechanical equipments.

2. Research and Development (R&D)

We operate in the internet/ information technology industry where developments happen on a continuous basis. We regularly evaluate these developments & factor their suitability to us. Accordingly, research and development of new services, designs, frameworks, processes and methodologies continue to be of importance to us. This allows us to enhance quality, productivity and customer satisfaction through continuous improvements /innovation.

a. R&D initiative

Our Technical Team works to optimize the existing software applications and to be able to optimally use the existing hardware on a continuous basis.

b. Specific areas for R&D at the company & the benefits derived there from

Our software team has worked on bringing about significant improvements data management and searches offered on the website.

c. Future plan of action

We constantly keep working on finding / evaluating new technologies, processes, frameworks and methodologies to enable us in improving the quality of our offerings and user satisfaction.

d. Expenditure on R&D for the year ended March 31, 2013

Our Research and Development activities are not capital intensive and we do not specifically provide for the same in our books.

3. Foreign Exchange Earnings and Outgo

Particulars	2012-2013 Rs.	2011-2012 Rs.
Foreign Exchange Earnings		
- Advertisement	4550314	4973091
Expenditure in Foreign currency		
- Server Space & Domain charges	246842	159880

Corporate Governance Report for the year 2012-13

In terms of Clause 52 of the Listing Agreement with BSE Limited (BSE) the report containing details of corporate governance systems and processes at Jupiter Infomedia Limited is as under:

1. Company's Philosophy on Corporate Governance

The Company's Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. The company is committed to achieve highest standards of corporate governance.

The Company has a well defined structure for ensuring that business conduct is fair and ethical and has put in place mechanism for reporting illegal and unethical behaviour.

2. Board of Directors

The Company's policy is to maintain optimum combination of Executive and Non-executive Directors. The composition of the Board and category of Directors is as follows:

Category	Name of Director
Promoter / Executive Chairman	Mr. Umesh Modi
Promoter / Executive Director	Mrs. Manisha Modi
Non-executive and Independent Directors	Mr. Jay I. Desai Mr. Digesh Manilal Rambhia Mr. Sivaramakrishnan Iyer

As on March 31, 2013, the Company has five Directors. Of the five directors, 3 (60%) are Non-Executive Independent Directors. The composition of the Board is in conformity with Clause 52 of the Listing Agreement entered into with exchange. None of the Directors on the Board is a Member on more than 10 committees and Chairman of more than 5 committees.

During the financial year 2012-13, eight meetings of the Board of Directors were held on the following dates:

9th April 2012, 1st May 2012, 8th May 2012, 29th May, 2012, 11th July, 2012, 9th August, 2012, 29th October, 2012, 26th March, 2013

Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:

Name	Category	Number of Board Meetings during the year 2012-13		Whether attended last AGM held on 14th May 2012	No. of Chairmanship/Directorships in other Boards/Committees* of Companies**			
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Umesh Modi	Promoter & Executive Chairman	8	8	Yes	-	-	-	-
Mrs. Manisha Modi	Promoter & Whole Time Director	8	8	Yes	-	-	-	-
Mr. Jay I. Desai#	Independent Director	8	5	Yes	-	-	-	-
Mr. Digesh Manilal Rambhia#	Independent Director	8	6	Yes	-	-	-	-
Mr. Sivaramakrishnan Iyer	Independent Director	8	4	Yes	-	-	-	-

* In accordance with clause 52, Memberships/Chairmanships of only Audit Committee and Shareholders' / Investors' Grievance Committee in Public limited companies have been considered.

**Excludes private/foreign/non-profit companies.

#appointed w.e.f. 9-4-2012

3 **Audit Committee**

The Audit Committee of Jupiter Infomedia Limited consists of the two independent Directors and one Executive Director of the Company. The Chairman of the Committee is Mr. Jay Desai who is a Chartered Accountant. The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II)(D) and (E) of the Listing Agreement and Section 292 of the Companies Act, 1956.

The terms of reference of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- a. To investigate any activity within its terms of reference,
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice, and
- d. To secure attendance of outsiders with relevant expertise if it considers necessary.
- e. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

Composition and attendance at Meetings:

During the financial year 2012-13, three meetings of Audit Committee were held on following dates: 29th May, 2012, 29th October, 2012 & 26th March, 2013

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the year are as follows:

Name of Director	Category	No. of Meetings Attended
Mr. Jay I. Desai	Chairman, Independent Director	2
Mr. Sivaramakrishnan Iyer	Member Independent Director	2
Mr. Umesh Modi	Member Managing Director	3

4. Remuneration Committee

The Remuneration Committee of our Board was constituted by our Directors by a board resolution dated May 14, 2012.

The terms of reference of Remuneration Committee includes the following:

- a) To recommend to the Board, the remuneration packages of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- b) To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole-time/ Executive Directors, including pension rights and any compensation payment;

- c) To implement, supervise and administer any share or stock option scheme of the Company;
- d) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

During the financial year 2012-13, one meeting of Remuneration Committee was held on 29th May, 2013

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the year are as follows:

Name of Director	Category	No. of Meetings Attended
Mr. Sivaramakrishnan Iyer	Chairman, Independent Director	1
Mr. Jay I. Desai	Member Independent Director	1
Mr. Digesh Manilal Rambhia	Member Independent Director	1

The Non-Executive Directors are paid remuneration by way of sitting fee. The Company pays sitting fees of Rs. 2000 per meeting to Non-Executive Independent Directors for attending its Board Meeting. None of the Non-Executive Directors hold any equity shares in the Company as on 31st March, 2013.

Executive Director's Remuneration

The Executive Directors have not been paid any remuneration.

Details of remuneration paid to the Directors during the financial year 2012-13

Name of Director	Sitting Fees	Gross Remuneration	Total
Mr. Umesh Modi	-	-	-
Mrs. Manisha Modi	-	-	-
Mr. Jay I. Desai#	8,000	-	8,000
Mr. Digesh Manilal Rambhia#	10,000	-	10,000
Mr. Sivaramakrishnan Iyer	4,000	-	4,000

#appointed w.e.f. 9-4-2012

5. Shareholders' / Investors' Grievance Committee

The Shareholder and Investor Grievance Committee of our Board was constituted by our Directors by a board resolution dated May 14, 2012.

The terms of reference of Shareholders' / Investors' Grievances Committee includes the following:

- a) Allotment and listing of our shares in future;
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

During the financial year 2012-13, two meetings of Audit Committee were held on 29th October, 2012 & 26th March, 2013.

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the year are as follows:

Name of Director	Category	No. of Meetings Attended
Mr. Sivaramakrishnan Iyer	Chairman, Independent Director	1
Mr. Digesh Manilal Rambhia	Member Independent Director	2
Mr. Umesh Modi	Member Managing Director	2

During the year, no complaint was received from the shareholders.

6. **General Body Meetings**

The details of Annual General Meetings held during the last three years and special resolutions passed thereat are as follows:

Fin. Year	Day, Date and Time	Venue	Special Resolution passed
2009-10	Thursday, 30th September 2010, 11 a.m.	336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (w), Mumbai : 400053	Nil
2010-11	Friday, 30th September 2011, 11 a.m.	336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (w), Mumbai : 400053	Nil
2011-12	Monday, 14th May 2012, 11 a.m.	336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (w), Mumbai : 400053	To Authorise Board of Directors to borrow To Authorise Board of Directors to create charge on the assets of the Company To Authorize Board of Directors of the Company for Initial Public Offer of its Equity Shares; To Authorize Board of Directors of the Company for Inter-corporate loans and Investments; Appointment of Mr. Umesh Modi as Managing Director of the Company; Appointment of Mrs. Manisha Modi as Whole-time Director of the Company.

Extraordinary General Meeting

During the year under review, one Extra ordinary General Meeting was held on 7th April 2012 for conversion from private limited company to public limited company and increase of authorised capital.

None of the business proposed to be transacted at the forthcoming Annual General Meeting is proposed to be conducted through Postal Ballot.

Procedure for Postal Ballot and Voting Pattern:

Since, no special business was carried out in last three years by of Postal ballot.

7. Disclosures

a) Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information in Note No.25 under notes to Accounts.

b) Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

c) Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

d) Proceeds from the Initial Public Offer of the Company

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

e) Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by auditors to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

8. Means of Communication

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and also uploaded on the Company's website – www.jupiterinfomedia.com. The official news, release, presentation that may be made to the Shareholders at the Annual General Meeting and the presentation as may be done to the analysts are posted on the Company's website – www.jupiterinfomedia.com

9. General Shareholder Information

Sr. No.	Salient Items of Interest	Particulars
i.	AGM :Date, time and venue	27th July, 2013 at 9.00 AM Venue: 336, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai 400053.
ii.	Financial year	The Financial Year of the Company is from April 1st to March 31st of the following year.
iii.	Date of Book closure	18th July, 2013 to 27th July, 2013
iv.	Dividend Payment Date	On or after 1st August, 2013
v.	Listing on stock Exchange	The Company's equity shares are listed on SME Platform of BSE Limited.
vi.	Stock Code / Symbol	564623 / JUPITERIN
vii.	Registrar & Share Transfer Agent	Karvy Computershare Private Limited Plot nos.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, India Toll Free No.1-800-3454001 Tel: +91 – 40 – 4465 5000 / Fax: +91 – 40 – 2343 1551 Website: http://karisma.karvy.com Email: jupiter.ipo@karvy.com
viii.	Share Transfer System	Shares lodged in physical form with the company / its Registrars & Share Transfer Agents are processed and returned, duly transferred within the time frame under the applicable provisions of law, except in cases where litigation is involved. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved
ix.	Dematerialisation of shares and liquidity	As on 31st March, 2013, a total of 34,89,960 equity shares aggregating to 99.99% of the total issued, subscribed and paid-up equity share capital of the Company were in Dematerialised form. The equity Shares of the Company are regularly traded on the BSE Limited.
x.	Outstanding GDRs/ADRs/ warrants or any convertible instruments, conversion date and likely impact on equity	Nil
xi.	Plant Location	Not applicable
xii.	Address for correspondence	336,Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai 400 053. Tel No.: +91 – 22 – 6197 9000 Fax No.: +91 – 22 – 2634 1693

Dividend Payment :

The Board of Directors has recommended a dividend of 1% (Rs. 0.10 per share) for the financial year ended March 31, 2013 for approval of the shareholders at the annual general meeting.

Dividend Entitlement :

For Shares held in physical form : Shareholders' whose name appears on the register of members of the company as on 18th July, 2013.

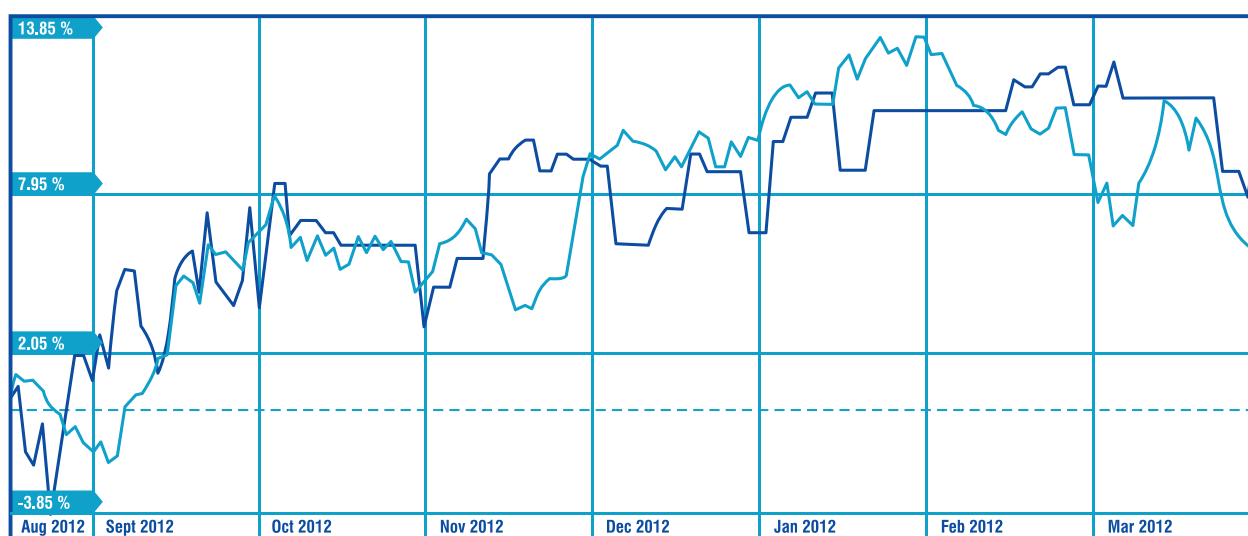
Fos shares held in electronic form : Beneficial owners whose names appears in the statement of beneficial position furnished by NSDL & CDSL as at the close of business hours on 17th July, 2013.

xiii. Market Price Data

Table below gives the monthly high and low prices and volumes of Jupiter Infomedia Limited equity shares at SME Platform of BSE Limited for the year 2012-2013 :

Month	Low (Rs.)	High (Rs.)	Volume (No. of shares)
August 2012	21.10	22.60	288000
September 2012	21.80	23.70	372000
October 2012	22.70	23.95	102000
November 2012	23.05	24.25	54000
December 2012	23.00	24.30	126000
January 2013	24.00	24.65	42000
February 2013	24.55	24.90	54000
March 2013	23.50	24.60	36000

xiv. Performance of share price of the company in comparison to the BSE Sensex



- Jupiter Share Price
- BSE Sensex

xv. Shareholdings as on 31st March, 2013

Distribution of Equity Shareholdings as on 31st March, 2013 :

Range of no. of shares	No. of Shareholders	%age of shareholders	No. of Shares held	%age of shareholding
0-5000	4	4.76	40	0.00
5001 - 25000	68	80.95	552000	15.82
25001 – 50000	2	2.38	78000	2.23
50001- 100000	2	2.38	144000	4.13
100000 & above	8	9.52	2715960	77.82
Total	84	100	3490000	100

a. Distribution of Shareholdings as on 31st March, 2013

Category	No. of shareholders	Shareholding %
Promoter Individuals	4	61.83
Body Corporates	5	4.64
HUF	5	1.03
Resident Individuals	70	32.49
Total	84	100

On behalf of the Board of Directors,

Place : Mumbai
Date : 2nd May, 2013

Umesh Modi
Managing Director

Management Discussion and Analysis

Overview

Our Company is a web Infomedia Company with online publications on Business, Encyclopedia and Yellowpages. We develop various informative online publications / verticals in house. At present, we have three online publications where a substantial progress has been done. These include an online business directory (B2B Portal operating through the website - www.JimTrade.com), an Encyclopedia on India (operating through the website - www.IndiaNetzone.com) and an online yellowpages directory (operating through the website - www.jimyellowpages.com).

JimTrade.com – B2B Portal - Online business directory of India

JimTrade.com, a B2B Portal, is one of India's largest online business directory with more than 3,00,000 product profiles of Indian Manufacturers. During the year, the company continues to feature more product profiles. Apart from this, the company has started, in small way, the marketing of services for JimTrade.com in Mumbai. In future, the company intends to start more branches in India to tap the SME through out India.

IndiaNetzone.com – free Encyclopedia on India

IndiaNetzone.com, an encyclopedia of India, is an informative and descriptive website that provides in-depth information on arts, entertainment, health, reference, sports, society, travel and various other interesting subjects related to India. To achieve this mission, the editorial team of the company does extensive research from numerous sources and makes a complete compilation of facts on various subjects related to India. Our editorial team has already developed nearly 30,000 informative articles.

JimYellowpages.com – online Yellow-pages of India

JimYellowpages is an online Yellow-page directory of India which contains 100+ cities and lakhs of business listings. At present, JimYellowpages.com is in the initial stage of development to make the portal user friendly.

Industry structure and developments

India is one of the world's most populous countries with an estimated population of approximately 1.21 billion as of July 2012. Over the last few years, India has also shown strong economic growth. Economic liberalization in India, which began in 1991, led to reduced controls on foreign trade and investment which accelerated the country's GDP growth, which has averaged more than 6.5% annually since 1997.

Currently advertising through television represents the largest segment of the Indian advertising market, following by print advertising, outdoor advertising, radio advertising and internet. Of all the segments of the advertising market, the internet advertising segment is expected to be the fastest growing segment.

Opportunities

Online advertising market is growing at the high growth rate & presently, internet advertising market is the least among total advertising in India. Thus, it offers tremendous growth opportunities.

Threats

Being the company that is in technology segment, the company faces the risk of obsolescence on account of innovation or new product development.

The portals have direct competition from other portals and publication for the revenue generation.

Internal control systems and their adequacy

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Financial And Operational Performance

Share Capital

The Paid up Share Capital of the Company as on 31st March, 2013, stands at Rs. 3,49,00,000 divided into 34,90,000 equity shares of Rs. 10/- each fully paid up.

Reserves and Surplus

The Reserves and Surplus is Rs. 265.64 lacs as on the end of the Current year.

Total Income

During the year under consideration, total income was Rs. 81.21 lacs as against Rs. 64.49 lacs during the previous year.

Profit

Profit after tax for the year was Rs. 9.22 lacs as against Rs. 2.01 lacs in previous year.

Material Development in Human Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance.

Cautionary Statement

Some Statements in this discussion may be forward looking. Future performance may however differ from those stated in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

Annual Declaration By CEO / Managing Director Pursuant To Clause 52 (1)(D)(ii) Of The Listing Agreement

I, Umesh Modi - Managing Director of Jupiter Infomedia Limited, hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2013.

For Jupiter Infomedia Limited

Place: Mumbai
Date: 2nd May, 2013

Umesh Modi
Managing Director

Certification By The Managing Director On Financial Statements Of The Company

I, Umesh Modi, Managing Director of Jupiter Infomedia Limited, certify that:

- (a) I have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Jupiter Infomedia Limited

Place: Mumbai
Date: 2nd May, 2013

Umesh Modi
Managing Director

Auditors' Certificate On Compliance With The Conditions Of Corporate Governance Under Clause 52 Of The Listing Agreement

To,
The Members of
Jupiter Infomedia Limited,

We have examined the compliance of the conditions of Corporate Governance by M/s.Jupiter Infomedia Limited ("the Company") for the year ended 31st March, 2013, as stipulated in Clause 52 of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mahadev Desai Associates**
Chartered Accountants
Firm Regn. No. 105737W

Place: Mumbai
Date: 2nd May, 2013

Mahadev Desai
(M. No. 41280) Proprietor

Compliance Certificate

Registration No of the Company: 11-152387

Nominal Capital: Rs. 3,50,00,000/-

To,

The Members,

JUPITER INFOMEDIA LIMITED

We have examined the registers, records, books and papers of JUPITER INFOMEDIA LIMITED as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The company being public limited comments is not required.
4. The Board of Directors duly met 8 (eight) times respectively on 9th April 2012, 1st May 2012, 8th May 2012, 29th May 2012, 11th July 2012, 9th August 2012, 29th October 2012 and 26th March 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded.
5. The Company was not required to close its Register of Members during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March 2012 was held on 14th May 2012 after giving short notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. One Extra ordinary meeting was held during the financial year after giving short notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The Company has not advanced any loan to its directors or persons or firms or companies referred to under section 295 of the act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or central government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - i. delivered all the certificates on allotment of securities in accordance with the provisions of the Act.
 - ii. declared and paid dividend within five days from the date of declaration of such dividend.

- iii. not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - iv. duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of additional director has been duly made in accordance with the provisions of the Act.
 15. The appointment of Managing Director and Whole-time Director has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act.
 16. The Company has not appointed any sole selling agent during the financial year.
 17. The Company has obtained approval of Registrar of Companies for conversion of Company from Private Limited to Public Limited.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has issued and allotted 20,40,000 Equity Shares of `10 each at a premium of `10/- per share by way of Initial Public offer on the SME platform of BSE Limited during the financial year and complied with the provisions of the Act. The Company has not issued any debentures/ other securities during the financial year under review.
 20. The Company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58 A during the financial year.
 24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March 2013 are within the borrowing limits of the Company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened Annual General Meeting.
 25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act.
 26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum with respect to the existing name of the Company during the year under scrutiny, however Company status was changed from Private Limited to Public Limited and consequent amendment was made in the name of the Company.
 29. The Company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.
 30. The Company has altered its articles of association after obtaining approval of members in the general meeting held on 7th April, 2012 and the amendments to the articles of association have been duly registered with the Registrar of Companies.

31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a provident fund for its employees or any class of employees and hence provision of section 418 of the Act was not applicable to the company during the financial year.

D. M. Zaveri & Co.
Company Secretaries

Place : Mumbai
Date: 2nd May, 2013

Dharmesh Zaveri
(Proprietor)
F.C.S. No : 5418
C.P.No : 4363

Annexures Forming Part Of Compliance Report

Annexure 'A' Registers as maintained by the Company Statutory Registers

1. Register of Members Under Section 150.
2. Register of Transfer
3. Register of Directors, Managing Director, Manager and Secretary Under Section 303
4. Register of Directors' shareholding Under Section 307.
5. Register of Particulars of Contracts in which directors are interested Under Section 297, 299, 301 & 301(3).
6. Minutes of Annual General Meetings, Extra Ordinary General Meeting and Board Meetings Under Section 193.
7. Books of Accounts Under Section 209.

Annexure 'B'

Forms and returns as filed by the company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March 2013.

Sr. No.	Form No / Return	Filed Under Section	For	Date of filing	Whether filed within prescribed time	If delay in filing, additional fees paid
1	Annual return	159	The AGM held on 14/05/2012	02-07-2012	Yes	N. A.
2	Balance Sheet	220	The year ended on 31-03-2012	13-06-2012	Yes	N. A.
3.	Compliance Certificate		The year ended on 31-03-2012	13-06-2012	Yes	N. A.
4.	Form 23, 5 and 62	44, 197	Increase of capital and conversion of Company from Private to Public Limited	20-04-2012	Yes	N. A.
5.	Form 32	303(2)	Appointment of Sivaramakrishna C. Iyer as Additional Director w.e.f. 31/3/12	26-05-2012	No	Yes
6.	Form 32	303(2)	Appointment of Sivaramakrishna C. Iyer as a Director in AGM	26-05-2012	Yes	N. A.
7.	Form 23	293(1)(d), 372A, 81 (1A), 269	Authority to Board of Directors for borrowing, Investment, Issue of Shares and appointment of MD/ WTD	15-05-2012	Yes	N. A.
8.	Form 32	303(2)	Appointment of Jay Desai and Digesh Rambhia as Additional Director	08-05-2012	Yes	N. A.
9.	Form 32	303(2)	Appointment of Dipti Kothari as Company Secretary	02-07-2012	No	Yes
10.	Form 25C	269(2)	Appointment of Umesh Modi as Managing Director	25-05-2012	Yes	N. A.
11	Form 25C	269(2)	Appointment of Manisha Modi as Whole-time Director	25-05-2012	Yes	N. A.
12.	Form 32	303(2)	Change in designation in Jay Desai and Digesh Rambhia Agm	25-05-2012	Yes	N. A.
13.	Form 32	303(2)	Resignation of Dipti Kothari as Company Secretary	10-12-2012	Yes	N. A.
14.	Form 2	75	Allotment of Equity Shares	23-08-2012	Yes	N. A.

Auditors' Report To The Members of Jupiter Infomedia Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of JUPITER INFOMEDIA LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 (the "Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. in our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a. in the case of the Balance Sheet, of the state of affairs of the Company as on March 31, 2013;
 - b. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on other Legal Regulatory Requirements

7. As required by the Companies (Auditors' Report) Order, 2003 (the "order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Act;
- e. On the basis of the written representations received from the directors as on March 31, 2013 taken on record by the Board of Directors, none of the directors of the company is disqualified as on March 31, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For **Mahadev Desai Associates**
Chartered Accountants
Firm Regn. No. 105737W

Place: Mumbai
Date: 2nd May, 2013

Mahadev Desai
(M. No. 41280) Proprietor

Annexure To The Auditors' Report

(Referred to in paragraph 7 of the Auditors' Report of even date to the members of **JUPITER INFOMEDIA LIMITED** on the financial statements for the year ended March 31, 2013.)

1. In respect of its Fixed Assets :
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
 - b) As explained to us, all the Fixed assets have been physically verified during the year by the management at regular intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us no discrepancies were noticed on such verification.
 - c) The Company has not disposed off any of the fixed assets during the year.
2. In respect of Inventories : N.A.
3. The Company has neither granted nor taken any loans to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956,.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of raw materials, consumables, plant and machinery, equipment and other assets & sale of goods.
5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
 - a) To the best of our knowledge and belief and according to the information and explanation given to us, transactions that needed to be entered into register have been so entered.
 - b) In our opinion and according to the information and explanation given to us, in respect of transactions made in pursuance of the contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies Act, 1956, and exceeding the value of Rs. 5 lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58 (A) and 58(AA) of the Companies Act, 1956 and the rules made there under would apply.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We are informed that Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for any of the activities of the company.
9. Statutory and other dues:
 - a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs duty, Excise duty, cess and other material statutory dues, wherever applicable, have been generally regularly deposited with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were outstanding as at the end of the year for a period of more than six months from the date of becoming payable.
 - c) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty and Cess outstanding on account of dispute.

10. In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. The company has not incurred cash loss during the financial year covered by our audit or in the previous year.
11. In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to a financial institution & bank. The company has not issued any debentures.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of Clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not taken any Term Loan.
17. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
18. The company has not made preferential allotment of shares to parties covered in the register maintained under section 301 of the Act.
19. The Company has not issued any debentures during the years, nor did it have any outstanding debentures at the beginning of the year.
20. The Company has raised a sum of Rs. 408 lakhs through a public issue during the year by issuing 20.40 lakh shares of Face Value of Rs. 10/- each at a premium of Rs. 10/- Per share.
21. In our opinion and according to the information and explanation given to us no fraud on or by the Company has been noticed or reported during the year that caused the financial statement to be materially misstated.

For **Mahadev Desai Associates**
Chartered Accountants
Firm Regn. No. 105737W

Place: Mumbai
Date: 2nd May, 2013

Mahadev Desai
(M. No. 41280) Proprietor

Jupiter Infomedia Limited

Balance Sheet as at 31st March, 2013

(₹ in thousands)

Particulars	Note No	For the year ended 31st March 2013	For the year ended 31st March 2012
I EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	3	34,900	14,500
(b) Reserves and Surplus	4	26,564	5,648
4 Current Liabilities			
(a) Short-term borrowings	5	494	0
(b) Trade payables	6	47	6
(c) Other current liabilities	7	378	924
(d) Short-term provisions	8	412	1,224
Total		62,795	22,302
II ASSETS			
1 Non-Current Assets			
(a) Fixed assets	9		
(i) Tangible assets		519	537
(ii) Intangible assets		20	34
(b) Non-current investments	10	41,551	1,676
(c) Deferred tax assets	11	147	28
(d) Long term loans and advances	12	16,306	15,896
2 Current Assets			
(a) Trade receivables	13	976	1,344
(b) Cash and cash equivalents	14	329	1,111
(c) Short-term loans and advances	15	264	1,445
(d) Other current assets	16	2,682	231
Total		62,795	22,302
Significant Accounting Policies	2		

The Note nos. 1 to 25 form an integral part of these financial Statements

As Per Our Report of Even Date
For Mahadev Desai Associates
Chartered Accountants

For and on behalf of the Board

Mahadev T. Desai
Proprietor

Umesh Modi
Director

Manisha Modi
Director

Place : Mumbai
Dated : 2nd May 2013

Jupiter Infomedia Limited

Statement of Profit and Loss for the year ended 31st March, 2013

(₹ in thousands)

Particulars	Note No	For the year ended 31st March 2013	For the year ended 31st March 2012
REVENUE			
I Revenue from operations	17	6,110	6,394
II Other Income	18	2,011	55
III Total Revenue (I + II)		8,121	6,449
IV EXPENSES			
Cost of Services	19	504	440
Employee benefit expense	20	3,696	3,802
Financial costs	21	108	0
Depreciation and amortization expense	9	187	235
Other expenses	22	2,822	1,676
Total Expenses		7,317	6,153
V Profit before exceptional and extraordinary items and tax (III-IV)		804	296
VI Exceptional Items		0	0
VII Profit before extraordinary items and tax (V - VI)		804	296
VIII Extraordinary Items		0	0
IX Profit before tax (VII - VIII)		804	296
X Tax expense:			
(1) Current tax		0	101
(2) Tax provision of earlier years		1	0
(3) Deferred tax		-119	-6
XI Profit(Loss) from the peroid from continuing operations (VII-VIII)		922	201
XII Profit/(Loss) from discontinuing operations		0	0
XIII Tax expense of discounting operations		0	0
XIV Profit/(Loss) from Discontinuing operations (XII - XIII)		0	0
XV Profit/(Loss) for the period (XI + XIV)		922	201
			(in ₹)
XVI Earning per equity share:			
(1) Basic		0.33	0.51
(2) Diluted		0.33	0.51

The Note nos. 1 to 25 form an integral part of these financial Statements

As Per Our Report of Even Date
For Mahadev Desai Associates
Chartered Accountants

For and on behalf of the Board

Mahadev T. Desai
Proprietor

Umesh Modi
Director

Manisha Modi
Director

Place : Mumbai
Dated : 2nd May 2013

Jupiter Infomedia Limited

Statement of Profit and Loss for the year ended 31st March, 2013

(₹ in thousands)

Particulars	For the year ended 31st March 2013	For the year ended 31st March 2012
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	804	296
Adjustments for :		
Depreciation and Amortisation Expenses	187	235
Preliminary Expenses w/off	685	69
(Profit) / Loss on sale of Investments	(860)	(25)
Dividend Income	(1,188)	(30)
Interest Income	(8)	0
Finance Cost	108	0
Operating Profit before working capital changes	(272)	545
Adjustments for :		
Trade & other Receivables	29	(15,321)
Trade & other Payables	(505)	234
Cash generated from operations	(748)	(14,542)
Direct taxes paid	101	7
Cash flow before extraordinary items	(849)	(14,549)
Short /(Excess) provision for earlier years	1	0
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	(848)	(14,549)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets	(156)	(92)
Dividend & Interest Received	1,196	30
Purchase of Investments (Net)	(39,017)	(53)
NET CASH (USED IN) / FROM INVESTING ACTIVITIES	(37,977)	(115)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in borrowings	494	0
Proceeds from Issue of Share Capital incl Premium (net of issue expenses)	37,664	15,611
Dividend Paid including dividend tax	(7)	(97)
Finance Cost paid	(108)	0
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	38,043	15,514
NET CASH INFLOW/(OUTFLOW) (A+B+C)	(782)	850
Cash & Cash equivalents - Opening Balance (NOTE-14)	1,111	261
Cash & Cash equivalents - Closing Balance (NOTE-14)	329	1,111
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(782)	850

As Per Our Report of Even Date
For Mahadev Desai Associates
Chartered Accountants

For and on behalf of the Board

Mahadev T. Desai
Proprietor
Place : Mumbai
Dated : 2nd May 2013

Umesh Modi
Director

Manisha Modi
Director

Jupiter Infomedia Limited

Notes forming part of the financial statements for the year ended 31st March, 2013

1 Corporate Information

Jupiter Infomedia Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange SME platform (BSE SME). The Company was converted to public limited company and its name was changed to Jupiter Infomedia Limited with effect from 8th May 2012.

2 Significant Accounting Policies

2.1 Basis for preparation of accounts

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C)[Companies (accounting Standards) Rules, 2006,as amended] and other relevant provisions of the Companies Act, 1956.

2.2 Revenue Recognition

Revenues are recognized and expenses are accounted for on accrual basis with necessary provisions for all known liabilities and losses. Income from Non- Performing Assets is recognized only when it is realized. Interest on deposits and loans is accounted for on the time proportion basis after considering reasonable certainty that the ultimate collection will be made. Dividend income is recognized when right to receipts is established. Profit or loss on sale of securities is accounted on trade date basis.

2.3 Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties taxes and other incidental expenses related to acquisition and installation of Fixed Assets incurred to bring the assets to their working condition for their intended use.

2.4 Depreciation

Depreciation has been provided on the written down value method at the rates specified under Schedule XIV of the Companies Act 1956.

2.5 Investments

Investments made by the Company with a long term prospective in Quoted and Unquoted securities are held as investments and are valued at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

2.6 Foreign Currency Transactions

Foreign currency transactions are recorded in the books at exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the period are recognized as income or expense in the profit and loss account of the same period. The Company uses foreign exchange forward and options contracts to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange forward and options contracts reduce the risk or cost to the Company and the Company does not use those for trading or speculation purposes. Forward and options contracts are fair valued at each reporting date. The resultant gain or loss from these transactions are recognized in the statement of profit and loss. The Company records the gain or loss on effective hedges, if any, in the foreign currency fluctuation reserve until the transactions are complete. On completion, the gain or loss is transferred to the statement of profit and loss of that period.

2.7 Employees Benefits

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service.

Post Employment Benefits

All eligible employees of the Company are entitled to receive benefits under the provident fund and Gratuity is accounted for as and when paid.

2.8 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

2.9 Provisions and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

		(₹ in thousands)	
		As at 31-03-2013	As at 31-03-2012
3 Share Capital			
Authorised			
35,00,000 (P.Y. 30,00,000) Equity shares of ₹ 10/- each		35,000	30,000
Issued, Subscribed and Paid-up			
34,90,000 (P.Y. 14,50,000) Equity shares of ₹ 10/- each		34,900	14,500
3.1 (of the above, 360000 equity shares fully paid up have been issued as bonus shares in last five years by capitalisation of general reserve)			
3.2 The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 10/-. Each holder of Equity shares is entitled to one vote per share.			
3.3 Reconciliation of share capital			
Particulars		As at 31-03-2013 No. of Shares	As at 31-03-2012 No. of Shares
Equity Shares (Face Value f 10.00)			
Shares outstanding at the beginning of the year		14,50,000	30,000
Add : Shares issued during the year		20,40,000	14,20,000
Less : Shares cancelled on buy back of Shares during the year		0	0
Shares outstanding at the end of the year		34,90,000	14,50,000
3.4 The details of Shareholders holding more than 5% of Share :			
Name		No. of shares	%age of Holding
Mr. Umesh V. Modi		7,58,000	21.72%
Mrs. Manisha U. Modi		10,56,960	30.29%
Mrs. Kusumben V. Modi		3,43,000	9.83%
		3,28,000	22.62%
		10,56,960	72.89%
		65,000	4.48%

4 Reserves and Surplus				
Capital Reserves (Share Premium account)				
Opening balance	5,300		800	
Less :deduction for Bonus shares	0		800	
Add : On Issue of Allotment	20,400		5,300	
Closing Balance		25,700		5,300
Surplus				
Opening Balance	348		2,999	
Add : Net Profit after Tax Transferred from Statement of Profit and Loss	922		201	
Less :deduction for Bonus shares	0		2,800	
Amount available for Appropriation	1,270		400	
Appropriations :				
Interim dividend	0		45	
Final Dividend	349		0	
Dividend Tax	57		7	
Closing Balance		864		348
Total		26,564		5,648
5 Short Term Borrowings				
Secured Loans				
Loans Repayable on Demand from Bank (Secured against Investments)		494		0
Total		494		0
6 Trade Payables				
Others		47		6
6.1 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues.This information required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties has been indentified on the basis of the information available with the Company				
Total		47		6
7 Other Current Liabilities				
Provision for Expenses		378		273
Due to Directors		0		651
Total		378		924
8 Short Term Provisions				
Dividend on Equity Share (including Dividend Distribution Tax)		406		7
Income tax		6		1,217
Total		412		1,224

Jupiter Infomedia Limited

Notes on Accounts for the year ended 31st March 2013

Note No. 9

(₹ in thousands)

Particulars		Gross Block			Depreciation / Amortisation				Net Block		
		As on	Additions/	Deductions/	As on	Up to	For the	Deductions/	Up to	As on	As on
		01-Apr-12	Adjustments	Retirement	31-Mar-13	01-Apr-12	year	Adjustment	31-Mar-13	31-Mar-13	31-Mar-12
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
TANGIBLE ASSETS											
Computers	40%	781	88		869	601	87		688	181	180
Motor Car	25.89%	1168	0		1168	907	68		975	193	261
Office equip	13.91%	116	68		184	20	19		39	145	96
Total		2065	156	0	2221	1528	174	0	1702	519	537
INTANGIBLE ASSETS											
Comp. Software	40%	61	0		61	27	14		41	20	34
Total		61	0	0	61	27	14	0	41	20	34

Previous Year Figures

TANGIBLE ASSETS	1973	92	0	2065	1316	212	0	1528	537
INTANGIBLE ASSETS	61	0	0	61	4	23	0	27	34

10 Non-Current Investments

Long Term Non-Trade Investments			
Investment in Equity Shares -Quoted			
Central Bank of India 5000 (P.Y. 5000) equity shares of Rs. 10/- each)	715		715
Rural Electrification Corpn. Nil (P.Y. 2500) equity shares of Rs. 10/- each)	0		500
Tata Communications Ltd Nil (P.Y. 2000) equity shares of Rs. 10/- each)	0		461
IDFC Ltd. 15000 (P.Y. Nil) equity shares of Rs. 10/- each)	2,468		0
PTC Fin Services Ltd. 150000 (P.Y. Nil) equity shares of Rs. 10/- each)	2,287		0
Market Value of Quoted Investments			
Rs. 45.88 Lacs (P. Y. Rs. 14.64 Lacs)			
Investment in Mutual Fund - Unquoted			
Birla Govt. Security Long Term			
Div 438283 units (P. Y. Nil)	5,018		0
Birla Sunlife Dynamic Bond Fund Retail			
Growth 197428 units (P. Y. Nil)	3,908		0
Birla Sunlife Dynamic Bond Fund Mthly			
Div 236348 units (P. Y. Nil)	2,500		0
IDFC Dynamic Bond Fund Qtly			
Div Regular 721057 units (P. Y. Nil)	7,500		0
IDFC Gsf Invt. Plan Growth 368514 units (P. Y. Nil)	5,000		0
IDFC -Super Saver IF Medium Term-plan A			
Growth 250065 units (P. Y. Nil)	5,011		0
Kotak Mahindra Bond Fund -Plan A 60011 units (P. Y. Nil)	2,000		0
SBI Dynamic Bond Fund- Growth 349885 units (P. Y. Nil)	5,144		0
Total	41,551		1,676
11 Deffered Tax Asset (Net)			
Deffered Tax Asset Arising out of :			
Carry forward Losses under Income tax	117		0
Difference in Depreciation and amortisation	30		28
Total	147		28
12 Long Term Loans and Advances			
Unsecured Considered Good			
Deposit for Premises to Director	15,500		15,500
Deposit for Premises others	396		396
Deposit with BSE	410		0
Total	16,306		15,896
13 Trade Receivable			
Unsecured Considered Good			
More Than 6 months	0		0
Less than 6 months	976		1,344
Total	976		1,344
14 Cash and Cash Equivalent			
Cash on Hand	266		282
Bank Balance in Current A/c	63		829
Total	329		1,111
15 Short Term Loans and Advances			
Unsecured Considered Good			
Advance Income tax (including TDS)	35		1,145
Other Advances	229		300
Total	264		1,445

16 Other Current Assets				
Miscellaneous Expenditure (Share Issue Expenses)		2,682		231
Total		2,682		231
17 Revenue from Operations				
Sale of Services		6,252		6,542
Less : Service Tax		142		148
Net Sales		6,110		6,394
18 Other Income				
Income from Long Term Investment - Dividend		1,188		30
Net Gain/(loss) on sale of Long Term Investments		860		25
Exchange Rate difference (net)		(45)		0
Interest Received		8		0
Total		2,011		55
19 Cost of Services				
Server Space & Domain Name Charges		273		198
Electricity Expenses		231		242
Total		504		440
20 Employees Benefit Expenses				
Salaries		3,652		3,695
Staff Welfare		44		68
Contribution to Provident Fund		0		39
Total		3,696		3,802
21 Finance Cost				
Interest Expenses		108		0
Total		108		0
22 Other Expenses				
Advertisement Expenses		38		38
Conveyance		4		5
Insurance		10		11
Membership & Subscription Fees		0		11
Miscellaneous Expenses		198		131
Payment to Auditors				
- For Audit Fees	56		15	
- For Taxation Matters	0		5	
- For Company Law Matters	0		7	
- For Other Services (excluding Rs. 3 lacs being expenses related to public issue clubbed with public issue expenses (p.y. Nil))	0	56	6	33
Share Issue Expenses written off		685		69
Printing and Stationery		43		22
Professional Fees		6		6
Directors' Sitting Fees		22		0
Market Making Expenses		300		0
Rates & Taxes		94		55
Rent		1,085		1,038
Repairs and Maintenance to other assets		119		64
Tele Communication Expenses.		115		168
Travelling		47		25
Total		2,822		1,676

Additional Information To The Financial Statements

23 Activity in foreign Currency

Earnings in Foreign currency:

Income from Operations

Expenditure in Foreign currency

Server Space and Domain Charges

	4,555	4,973
	247	160

24 As per Accounting Standard (AS) 17 on "Segment Reporting", Segment information has not been provided as the Company has only one reportable segment.

25 Related Party Transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

A) Related Parties and their relationship

Key Management Personnel

Mr. Umesh V. Modi Director

Mrs. Manisha U. Modi Director

B) Transactions with related parties during the year ended 31st March,2013

(₹ in thousands)

Name of Related Party

1 Mrs. Manisha U. Modi (Director)

Nature of Transaction	Amount
Office Rent	12

C) Balances with related parties as at 31-3-2013

(₹ in thousands)

Name of Related Party

1 Mrs. Manisha U. Modi (Director)

Nature of Transaction	Amount
Deposit for Premises	15,500

For and on behalf of the Board

Place : Mumbai

Dated : 2nd May 2013

Umesh Modi

Director

Manisha Modi

Director



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