



Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2230625

Website: www.jplcorp.in, e-mail: investor@jagran.com

Notice

NOTICE is hereby given that the 40th Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED, CIN L22219UP1975PLC004147 will be held on Friday, the 23rd day of September, 2016 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208 025 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Gupta (DIN- 00317228), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Satish Chandra Mishra (DIN- 06643245), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013, approval be and is hereby accorded to re-appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, New Delhi (FRN 012754N/N500016), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

Re-appointment of Ms. Anita Nayyar (DIN- 03317861) as an Independent Director of the Company:

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 consent of the members of the company be and is hereby accorded to re-appoint **Ms. Anita Nayyar (holding DIN 03317861)** and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

Appointment of Mr. Vikram Sakhuja (DIN- 00398420) as an Independent Director of the Company:

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof

for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 **Mr. Vikram Sakhuja (holding DIN 00398420)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 15, 2016 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to the Annual General Meeting to be held in the calendar year 2020.”

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

Re-appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as the Chairman and Managing Director of the Company:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded for the re-appointment of **Mr. Mahendra Mohan Gupta (DIN- 00020451)** as Chairman and Managing Director of the Company for a further period of five years with effect from October 01, 2016 on the following terms and conditions:-

I. Salary

₹ 22,00,000 per month, in the scale of 22,00,000 – 2,20,000 – 30,80,000.

II. Perquisites

1. The Chairman and Managing Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement

of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

Explanation

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

III. Overall Remuneration:

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time.

IV. Minimum Remuneration

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally

authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

8. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

Re-appointment of Mr. Sanjay Gupta (DIN-00028734) as a Whole Time Director and designated as “Chief Executive Officer” of the Company:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded for the re-appointment of **Mr. Sanjay Gupta (DIN-00028734)** as a Whole Time Director and designated as “Chief Executive Officer” of the Company for a further period of five years with effect from October 01, 2016 on the following terms and conditions:-

I. Salary

₹ 20,00,000 per month, in the scale of 20,00,000 – 2,00,000 – 28,00,000

II. Perquisites

1. The Whole time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

Explanation

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual

cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

III. Overall Remuneration:

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time.

IV. Minimum Remuneration

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

9. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

Re-appointment of Mr. Shailesh Gupta (DIN-00192466) as a Whole Time Director of the Company:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act,

2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of members be and is hereby accorded for the re-appointment of **Mr. Shailesh Gupta (DIN- 00192466)** as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016 on the following terms and conditions:

I. Salary

₹ 18,00,000 per month, in the scale of 18,00,000 – 1,80,000 – 25,20,000.

II. Perquisites

1. The Whole time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

Explanation

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on

perquisites to the extent the same are not taxable under the Income Tax Act.

III. Overall Remuneration:

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may prescribed from time to time.

IV. Minimum Remuneration:

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

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

Re-appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Whole Time Director of the Company:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of members be and is hereby accorded for the re-appointment of **Mr. Dharendra Mohan Gupta (DIN- 01057827)** as Whole Time Director of the Company for a further period of five years with effect from October 01, 2016 on the following terms and conditions:

I. Salary

₹ 18,00,000 per month, in the scale of 18,00,000 – 1,80,000 – 25,20,000

II. Perquisites

1. The Whole time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

Explanation

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

III. Overall Remuneration

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time.

IV. Minimum Remuneration

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Whole time Director, the Company has

no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

11. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

Re-appointment of Mr. Sunil Gupta (DIN-00317228) as a Whole Time Director of the Company:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of members be and is hereby accorded for the re-appointment of **Mr. Sunil Gupta (DIN- 00317228)** as a Whole Time Director of the Company for the further period of five years with effect from October 01, 2016 on the following terms and conditions:

I. Salary

₹ 18,00,000 per month, in the scale of 18,00,000 – 1,80,000 – 25,20,000.

II. Perquisites

1. The Whole time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

Explanation

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

III. Overall Remuneration:

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the

total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may prescribed from time to time.

IV. Minimum Remuneration

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

**By Order of The Board
For Jagran Prakashan Limited**

Place: New Delhi
Date: May 30, 2016

Amit Jaiswal
Company Secretary

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto.
3. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulations 17 to 27 of SEBI (LODR), Regulations 2015 and the Listing Agreement with the Stock Exchanges in India, are provided in the annexure to the notice/Report on Corporate Governance.
4. The Register of Members and Share Transfer Books shall be closed from 16th September, 2016 to 23rd September, 2016 (both days inclusive) in connection with the Annual General Meeting.

- 5. The shareholders of the Company are informed that the amount of dividend which remains unclaimed for the period of 7 years would be transferred to the Investor Education and Protection Fund and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Investor Education and Protection Fund.
- 6. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited. Shareholders holding shares in electronic form must send the advice about change in address or bank mandate to their respective Depository Participants and not to the Company or its Share Transfer Agents.
- 7. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
- 8. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
- 9. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
- 10. Electronic copy of the Notice of the 40th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same for members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the permitted mode.
- 11. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for

2015-16 will also be available on the Company's Corporate website www.jplcorp.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@jagran.com

- 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 and the Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting (Electronic Voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 40th Annual General Meeting to be held on 23rd September, 2016, at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur

The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the authorised agency to provide the e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 20 th September, 2016	Upto 5 p.m.(IST) on 22 nd September, 2016

During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being Friday, 16th September, 2016 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have, casted their vote electronically shall not vote by way of poll, if held at the Meeting.

Instructions and other information relating to e-voting are as under:

- 1.A. In case a Member receives an email from Karvy [for Members whose email IDs are

registered with the Company / Depository Participants]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./ DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Jagran Prakashan Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e., 16th September, 2016 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process

separately for each of the folios / demat accounts.

- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: csubbarao@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 16th September, 2016, may write to Karvy on email Id: evoting@karvy.com or to Ms. C Shobha Anand, Contact No. 040-67162222, at [unit: Jagran Prakashan Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:

- (i) **User ID and initial password as provided overleaf.**

(ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 16th September, 2016.
5. The Board of Directors has appointed Mr. P M V Subba Rao a Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report(s) will be available on the corporate website of the Company, www.jplcorp.in and on Karvy's website, <https://evoting.karvy.com> and communication of the same to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Explanatory Statement pursuant to provisions of Section 102(2) of the Companies Act, 2013

Item No. 5:

Ms. Anita Nayyar aged about 55 years. She holds a Bachelors degree in Microbiology and has done her Post Graduation in Advertising and Marketing with a Masters in Management. Ms. Nayyar has an experience of over 27 years in the media industry and was voted second most influential media person in India by The Brand Equity Survey in 2006 and has always been in the top list of the influential media personalities ever since.

Currently, she is CEO India and South Asia for Havas Media Group. She took on the mandate to expand the footprint of Havas Media Group in this lucrative market in 2006. Earlier, she has worked with some leading agencies in India including Saatchi & Saatchi, Ogilvy & Mather, Initiative Media, MediaCom and Starcom Worldwide.

Ms. Anita Nayyar was appointed as Independent Director for the period of 2 years in the 38th Annual General Meeting of the Company. Nomination and Remuneration Committee after considering rich media experience and the valuable contribution and satisfactory performance of Ms. Anita Nayyar has recommended to the Board re-appointment of Ms. Nayyar as Independent Director.

The Board considers that re-appointment of Ms. Nayyar would be beneficial for the Company and therefore, it is desirable to re-appoint Ms. Nayyar as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Ms. Nayyar as an Independent Director, for the approval by the shareholders of the Company, as Special Resolution as required under Section 149 (10) of the Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Nayyar being eligible and offering herself for re-appointment and is proposed to be re-appointed as an Independent Director of the Company to hold office for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Ms. Nayyar as a candidate for the office of Director of the Company. In the opinion of the Board, Ms. Nayyar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Ms. Anita Nayyar is not disqualified to be re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

Other information about Ms. Anita Nayyar required pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 6:

Mr. Vikram Sakhuja aged about 54 years is an engineer from IIT Delhi, with an MBA from IIM Calcutta. Mr. Sakhuja joined Procter & Gamble in 1988 and held positions in Marketing Research and Media over a period of 8 years. He then joined Coca-Cola where over 5 years he went on to manage the brand marketing portfolio. Mr. Sakhuja spent a year with the Star TV Network (Newscorp) setting up their marketing department as the Executive VP Marketing for India. From 2002 onwards he has been with GroupM. He began his association as the Managing Director of MindShare Fulcrum, went on to become the Managing Director of MindShare South Asia and then he was the CEO of GroupM South Asia for 6 years. Therefore, he took up global role of world wide CEO for Maxus for two years, following which he was GroupM's Global Strategic Development Officer, with a remit of driving data and technology deeper into the Media practice. He has recently partnered with Sam Balsara to be the Group CEO of Madison Media and OOH.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Vikram Sakhuja as an Additional Non-Executive Independent Director on April 15, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company to hold office up to the conclusion of this Annual General Meeting. Nomination and Remuneration Committee considering the fact that appointment of Mr. Sakhuja will add considerable value to the Board, has recommended appointment of Mr. Sakhuja as an Independent Director.

The Board considers that appointment of Mr. Sakhuja would be beneficial for the Company and therefore, it is desirable to appoint Mr. Sakhuja as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sakhuja as an Independent Director, for the approval by the shareholders of the Company, as Ordinary Resolution.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sakhuja being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2020.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Sakhuja as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Sakhuja fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Vikram Sakhuja is not disqualified to be re-appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

Other information about Mr. Vikram Sakhuja, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 7:

Mr. Mahendra Mohan Gupta was re-appointed as the Chairman and Managing Director by the members in 35th Annual General Meeting for the period of 5 years w.e.f. 01.10.2011 at the salary of ₹ 12,50,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. His present remuneration is ₹ 18.30 lakhs p.m. plus value of perquisites per year not exceeding one month salary. Hitherto, he was looking after operations of the Company as the Chairman and Managing Director. This present term will end on 30.09.2016. He also holds the position of Editorial Director of Dainik Jagran.

Mr. Mahendra Mohan Gupta aged about 75 years, holds a bachelor's degree in commerce. He has 58 years of experience in the print media industry. He is responsible for all strategic decisions within the guidelines given by the Board and is responsible for monitoring the Company's performance periodically. His responsibility also includes formulating corporate strategy, finalisation of business plan in consultation with CEO and CFO, decision on taking new initiatives and representation of the Company in the industry and at various other forums. He is also involved in finalising Editorial Policy and its implementation. As Chairman of the Board, he is responsible for all Board matters.

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on May 30, 2016 has approved the re-appointment of Mr. Mahendra Mohan Gupta as Chairman and Managing Director of the Company for a further period of five years from October 1, 2016 to September 30, 2021, subject to the approval of the shareholders, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Section 196(3) of the Companies Act, 2013 read with Part 1 of Schedule V to the Act, provides that a person, who has attained the age of 70 years, can be appointed as Managing Director, if approved by the members by passing a special resolution.

Keeping in view that Mr. Mahendra Mohan Gupta has rich and varied experience of 58 years in the Industry and has been leading and guiding the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Mahendra Mohan Gupta as Chairman and Managing Director.

The Board of Directors recommends the resolution for the approval of the members, as Special Resolution.

Mr. Mahendra Mohan Gupta shall not be liable to retire by rotation.

Mr. Mahendra Mohan Gupta, himself, Mr. Dharendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta and Mr. Shailesh Gupta being his relative, are deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7, to the Notice.

The details of remuneration payable to Mr. Mahendra Mohan Gupta and the terms and conditions of the re-appointment are given in resolution proposing his re-appointment at Item No 7, to the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Other information about Mr. Mahendra Mohan Gupta, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 8:

Mr. Sanjay Gupta was re-appointed as a Whole Time Director and designated as "Chief Executive Officer" by the members in 35th Annual General Meeting to hold office for the period of 5 years from 01.10.2011 at the salary of ₹ 11,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. His present remuneration is ₹ 16.10 lakhs p.m. plus value of perquisites per year not exceeding one month salary. This present term will end on 30.09.2016. He also holds the position of Chief Editor of Dainik Jagran.

Mr. Sanjay Gupta is aged about 53 years, holds a bachelor's degree in science. Mr. Gupta has more than 33 years of experience in the media industry. Mr. Gupta is responsible for implementation of business plan. He is responsible for regular monitoring of the operations, participates in strategy formulation and is involved in expansion plans including M & A and JV opportunities. He represents the Company in various industry bodies and heads the Editorial department and complete editorial team works under his guidance and supervision.

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on May 30, 2016 has approved the re-appointment of Mr. Sanjay Gupta as Whole time Director of the Company for a further period of five years from October 1, 2016 to September 30, 2021, subject to the approval of the shareholders, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Keeping in view that Mr. Sanjay Gupta has rich and varied experience of more than 33 years in the industry, it would be in the interest of the Company to continue

the employment of Mr. Sanjay Gupta as Whole time Director.

Mr. Sanjay Gupta shall not be liable to retire by rotation.

The Board of Directors recommends the resolution for the approval of the members, as an Ordinary Resolution.

Mr. Sanjay Gupta, himself is deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8, to the Notice.

The details of remuneration payable to Mr. Sanjay Gupta and the terms and conditions of the re-appointment are given in resolution proposing his re-appointment at Item No 8, to the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Other information about Mr. Sanjay Gupta, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 9:

Mr. Shailesh Gupta was re-appointed as a Whole Time Director by the members in 35th Annual General Meeting to hold office for the period of 5 years from 01.10.2011 at the salary of ₹ 10,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. His present remuneration is ₹ 14.64 lakhs p.m. plus value of perquisites per year not exceeding one month salary. This present term will end on 30.09.2016.

Mr. Shailesh Gupta is aged about 46 years, holds a bachelor's degree in commerce. Mr. Gupta has more than 26 years of experience in the media industry. Mr. Gupta participates in strategy formulation and is involved in expansion plans including M&A and JV opportunities. He represents the Company in various industry bodies. Mr. Gupta is Director-in-charge for Mid-day Infomedia Limited and Music Broadcast Limited (Subsidiaries of the Company). He also heads the overall operations of Jagran Engage (OOH advertising division), Jagran Solutions (activation business), Digital business and I-next as well as heads advertisement, marketing and branding activities of the Group.

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on May 30, 2016 has approved the re-appointment of Mr. Shailesh Gupta as Whole time Director of the Company for a further period of five years from October 1, 2016 to September 30, 2021, subject to the approval of the shareholders, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Keeping in view that Mr. Shailesh Gupta has rich and varied experience of more than 26 years in the media industry, it would be in the interest of the Company to continue the employment of Mr. Shailesh Gupta as Whole time Director.

Mr. Shailesh Gupta shall not be liable to retire by rotation.

The Board of Directors recommends the resolution for the approval of the members, as an Ordinary Resolution.

Mr. Shailesh Gupta, himself and Mr Mahendra Mohan Gupta, being his relative are deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9, to the Notice.

The details of remuneration payable to Mr. Shailesh Gupta and the terms and conditions of the re-appointment are given in resolution proposing his re-appointment at Item No 9, to the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Other information about Mr. Shailesh Gupta, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 10:

Mr. Dharendra Mohan Gupta was re-appointed as the Whole-time Director by the members in 35th Annual General Meeting to hold office for the period of 5 years from 01.10.2011 at the salary of ₹ 10,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. His present remuneration is ₹ 14.64 lakhs p.m. plus value of perquisites per year not exceeding one month salary. This present term will end on 30.09.2016.

Mr. Dharendra Mohan Gupta aged about 72 years, holds a bachelor's degree in arts. Mr. Gupta has more than 50 years of experience in the print media industry. He is the Director-in-charge of our operations in the western regions of Uttar Pradesh and Uttarakhand.

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on May 30, 2016 has approved the re-appointment of Mr. Dharendra Mohan Gupta as Whole time Director of the Company for a further period of five years from October 1, 2016 to September 30, 2021 subject to the approval of the shareholders, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Section 196(3) of the Companies Act, 2013 read with Part 1 of Schedule V to the Act, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members by passing a special resolution.

Keeping in view that Mr. Dharendra Mohan Gupta has rich and varied experience of more than 50 years in the print media industry and has been leading and guiding the operations of the Company in key geographical area over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Dharendra Mohan Gupta as a Whole-time Director.

Mr. Dharendra Mohan Gupta shall be Director liable to retire by rotation as per the provisions of Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the members, as Special Resolution.

Mr. Dharendra Mohan Gupta, himself, Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Shailendra Mohan Gupta being his relative, are deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

The details of remuneration payable to Mr. Dharendra Mohan Gupta and the terms and conditions of the re-appointment are given in resolution proposing his re-appointment at Item No 10, to the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Other information about Mr. Dharendra Mohan Gupta, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

Item No. 11:

Mr. Sunil Gupta was re-appointed as a Whole Time Director of the Company by the members in 35th Annual General Meeting to hold office for the period of 5 years from 01.10.2011 at the salary of ₹ 10,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. His present remuneration is ₹ 14.64 lakhs p.m. plus value of perquisites per year not exceeding one month salary. This present term will end on 30.09.2016.

Mr. Sunil Gupta is aged about 53 years, holds a bachelor's and a master's degree in commerce. Mr. Gupta has more than 33 years of experience in the print media industry. He is in charge of our operations in Bihar, Jharkhand, West Bengal and parts of eastern Uttar Pradesh.

On the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on May 30, 2016 has approved the re-appointment of Mr. Sunil Gupta as a Whole time Director of the Company for a further period of five years from October 1, 2016 to September 30, 2021 subject to the approval of the shareholders, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Keeping in view that Mr. Sunil Gupta has rich and varied experience of more than 33 years in the print media industry, it would be in the interest of the Company to continue the employment of Mr. Sunil Gupta as Whole-time Director.

Mr. Sunil Gupta shall be Director liable to retire by rotation as per the provisions of Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the members, as an Ordinary Resolution.

Mr. Sunil Gupta, himself is deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11, to this Notice.

The details of remuneration payable to Mr. Sunil Gupta and the terms and conditions of the re-appointment are given in resolution proposing his re-appointment at Item No 11, to the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Other information about Mr. Sunil Gupta, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in **Annexure A**, to the Notice.

As required under Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI given below are the information regarding Item No. 3 and Item No. 4:

Item No. 3:

Mr. Satish Chandra Mishra aged about 52 years is a Whole time Director since January 1, 2014 and is liable to retire by rotation. He heads production department.

Mr. Mishra is B.E. (Electronics) in 1983, from Madhav Institute of Technology, Gwalior, P.G. Diploma in Human Resource Management from IMT Ghaziabad, in 2006 and MBA (Major-Marketing Management, Minor-Operations Management) from Punjabi School of Management Studies, Punjabi University, Patiala, in 2009. He has over 33 years of experience in Newspaper industry.

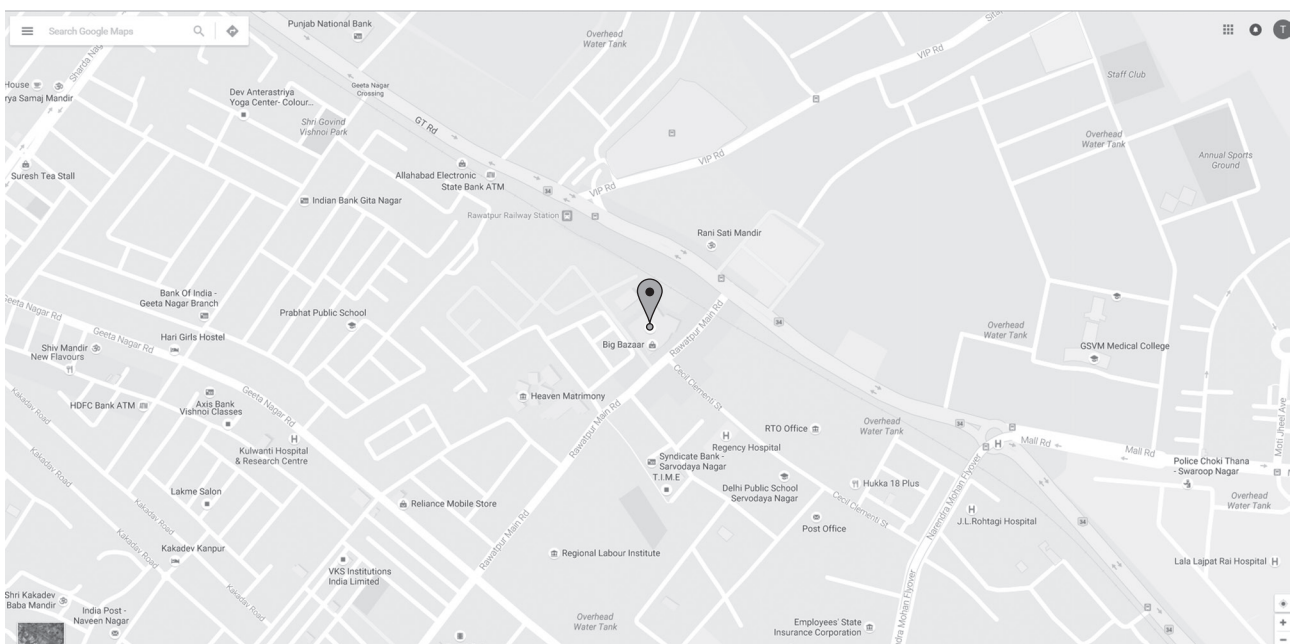
Mr. Satish Chandra Mishra, himself is deemed to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise.

The Board recommends the Ordinary Resolution set out as Item No. 3 of the Notice for the approval of the Members.

Item No. 4:

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, relating to the appointment of the Statutory Auditors of the Company for the FY 2016-17.

ROUTE MAP TO THE AGM VENUE



 **Jalsaa Banquet Hall**
Kanpur, Uttar Pradesh

Annexure A

NOTICE

Other information of Directors seeking appointment/ re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI

Name of the Director (DIN)	Mr. Satish Chandra Mishra (06643245)	Ms. Anita Nayyar (03317861)	Mr. Vikram Sakhuja (00398420)	Mr. Mahendra Mohan Gupta (00020451)	Mr. Sanjay Gupta (00028734)	Mr. Shailesh Gupta (00192466)	Mr. Dhirendra Mohan Gupta (01057827)	Mr. Sunil Gupta (00317228)
Date of Birth	03.07.1963	22.12.1961	30.10.1961	10.11.1940	20.12.1962	07.04.1969	12.03.1944	27.05.1962
Date of Original Appointment	31.07.2013	30.09.2014	15.04.2016	18.07.1975	30.06.1993	28.11.1994	18.07.1975	01.10.1993
Directorships in other Companies in India	None	<ul style="list-style-type: none"> • Havas Media India Private Limited • Arena India Private Limited • Media Research Users Council 	<ul style="list-style-type: none"> • Platinum Communications Private Limited • Mediacom Media India Private Limited • Platinum Advertising Private Limited • Out-Sel Promotions India Private Limited • Madison Communications Private Limited • MOMS Outdoor Media Solutions Private Limited • Entrust Communications Private Limited 	<ul style="list-style-type: none"> • Jagran Media Network Investment Private Limited • Rave @ Moti Entertainment Private Limited • Jagran 18 Publications Limited • The Indian Newspaper Society 	<ul style="list-style-type: none"> • MMI Online Limited • Midday Info-media Limited • Naidunia Media Limited • Suvi Info Management (Indore) Private Limited • Spectrum Broadcast Holdings Private Limited • Crystal Sound and Music Private Limited • Music Private Limited • The Indian Newspaper Society 	<ul style="list-style-type: none"> • Rave@ Moti Entertainment Private Limited • Rave Real Estate Private Limited • MMI Online Limited • Midday Info-media Limited • Naidunia Media Limited • Suvi Info-Management (Indore) Private Limited • Spectrum Broadcast Holdings Private Limited • Crystal Sound and Music Private Limited • Media Research Users Council • Audit Bureau of Circulations • The Indian Newspaper Society 	<ul style="list-style-type: none"> • Jagran Media Network Investment Private Limited • The Western U.P. Chamber of Commerce and Industry 	None
No. of Board Meetings attended during the Year	6 out of 6	3 out of 6	NA	6 out of 6	6 out of 6	6 out of 6	5 out of 6	6 out of 6
Remuneration last Drawn (per annum)	₹ 1686600	NA	NA	₹ 2,15,69,949	₹ 1,89,85,494	₹ 1,72,40,468	₹ 1,72,41,566	₹ 1,73,69,747

Name of the Director (DIN)	Mr. Satish Chandra Mishra (06643245)	Ms. Anita Nayyar (03317861)	Mr. Vikram Sakhuja (00398420)	Mr. Mahendra Mohan Gupta (00020451)	Mr. Sanjay Gupta (00028734)	Mr. Shailesh Gupta (00192466)	Mr. Dharendra Mohan Gupta (01057827)	Mr. Sunil Gupta (00317228)
Board Membership of other listed companies	None	None	None	None	None	None	None	None
Chairman/ Member of the Committee of the Board of Directors	None	Member Audit Committee - Jagran Prakashan Limited (w.e.f. 30.05.2016)	None	None	Member Nomination & Remuneration Committee- Middy Info-media Limited Naidunia Media Limited Suvi-Info Management (Indore) Private Limited	Chairman Nomination & Remuneration Committee- Naidunia Media Limited	None	Member Stakeholder Relationship Committee- Jagran Prakashan Limited
Number of shares held in the Company	100	Nil	Nil	125359	53000	Nil	106000	Nil

Notes:

- The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies.
- Detailed profile/information of the above Directors are also provided in the Corporate Governance Report forming part of Annual Report.



Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2230625

Website: www.jplcorp.in, e-mail: investor@jagran.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.



DP ID*..... Folio No.....

Client ID*..... No. of Shares.....

Name and Address of the Shareholder.....

Name of Proxy.....

I hereby record my presence at the 40th **ANNUAL GENERAL MEETING** of the Company held on Friday, 23rd September 2016 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208 025.

*Applicable for investors holding shares in electronic form.

.....
Signature of Shareholder / proxy



Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2230625

Website: www.jplcorp.in, e-mail: investor@jagran.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):..... Folio No.....

Registered address:..... Folio No/*Client Id:.....

E-mail ID:..... *DP Id:.....

*Applicable for investors holding shares in electronic form.

I/We, being the member(s) of shares of Jagran Prakashan Limited, hereby appoint:

- 1) Name:..... E-mail Id:.....
Address:..... or **falling him**
- 2) Name:..... E-mail Id:.....
Address:..... or **falling him**
- 3) Name:..... E-mail Id:.....
Address:..... or **falling him**.

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40th Annual General Meeting** of the Company, to be held on Friday, 23rd September, 2016 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh-208 025 and at any adjournment thereof in respect to such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consideration and adoption of Standalone and Consolidated Audited Balance Sheet, Statement of Profit and Loss with the Report of Board of Directors and the Auditors thereon for the financial year ended 31st March, 2016.		
2. Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as a Director who retires by rotation.		
3. Re-appointment of Mr Satish Chandra Mishra (DIN- 06643245) as a Director who retires by rotation.		
4. Appointment of Auditors and fixing their remuneration.		
5. Re-appointment of Ms. Anita Nayyar (DIN- 03317861) as an Independent Director of the Company for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.		
6. Appointment of Mr. Vikram Sakhuja (DIN- 00398420) as an Independent Director of the Company to hold office for a term up to the Annual General Meeting to be held in the calendar year 2020.		
7. Re- appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as Chairman and Managing Director of the Company for a further period of five years with effect from October 01, 2016.		
8. Re- appointment of Mr. Sanjay Gupta (DIN- 00028734) as a Whole Time Director and designated as "Chief Executive Officer" of the Company for a further period of five years with effect from October 01, 2016.		
9. Re- appointment of Mr. Shailesh Gupta (DIN- 00192466) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.		
10. Re- appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.		
11. Re- appointment of Mr. Sunil Gupta (DIN- 00317228) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.		

Signed thisday of2016

Signature of shareholder

Affix ₹ 1
Revenue
Stamp Here

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a `X` in the appropriate column against the resolutions indicated in the Box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.