



**JAGRAN PRAKASHAN LIMITED**

**CIN-L22219UP1975PLC004147**

**Registered 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 42<sup>nd</sup> Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED, CIN-L22219UP1975PLC004147 will be held on, Monday, the 24<sup>th</sup> day of September, 2018 at 12:00 Noon at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025 to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2018 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 declare dividend of ₹3 (Rupees Three) per share for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. Dharendra Mohan Gupta (DIN- 01057827), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shailendra Mohan Gupta (DIN- 00327249), who retires by rotation and being eligible, offers himself for re-appointment.

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

Place: New Delhi  
Date: May 25, 2018

**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 a 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/ Authorized Representatives submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

2. The Proxy Form(s) appointing proxy to attend and vote on behalf of the Members at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".

The Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

In case of joint shareholders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote at the meeting.

3. The relevant details and brief resume of Directors who are 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 required under Regulations, 36(3), 26 (4) and other regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") and Secretarial Standard (SS) – 2 on general meeting issued by the Institute of Company Secretaries of India (ICSI), under Item No.3 and 4 of the Notice, are also annexed as **Annexure A**.
4. The route map and prominent landmark of the venue of the ensuing Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting as well as attendance slip and proxy form are annexed to the Notice.
5. The Register of Members and Share Transfer Books shall be closed from Friday, September 14, 2018 to Monday September 24, 2018 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.
6. 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 from the Company. However, Shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as Section 124 of the Companies Act 2013 and applicable rules made thereunder.
7. 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 Agent.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Share Transfer Agent.
10. Copies of the Annual Report will not be distributed at the Annual General Meeting, Members/Proxies/Authorized Representatives are requested to bring their copies to the Meeting.

11. 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.
12. Electronic copy of the Annual Report for 2017-18 is being sent to all the Members whose E-mail 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 E-mail address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 42<sup>nd</sup> 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 E-mail 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 E-mail address, physical copies of the Notice of the 42<sup>nd</sup> 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.
14. Members may also note that the Notice of the 42<sup>nd</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's corporate website [www.jplcorp.in](http://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](mailto:investor@jagran.com)
15. 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 Regulation 44 of the Listing Regulations, the Company is pleased to offer remote E-voting facility (Electronic Voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 42<sup>nd</sup> Annual General Meeting to be held on Monday, September 24, 2018, at 12:00 Noon at Jalsaa Banquet Hall, 4<sup>th</sup> 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 Thursday, September 20, 2018	Upto 5.p.m. (IST) on Sunday, September 23, 2018

**During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being, Tuesday, September 18, 2018 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 E-mail from Karvy [for Members whose E-mail 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, E-mail 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., September 18, 2018 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: adesh.tandon11@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. September 18, 2018, may write to Karvy on E-mail 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 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 E-mail ID's 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 September 18, 2018.
5. The Board of Directors has appointed Mr. Adesh Tandon, a Practicing Company Secretary, Kanpur 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.jpplcorp.in](http://www.jpplcorp.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).

**ANNEXURE A**

**Disclosure relating to Directors pursuant to Regulation 26(4), 36(3) and other regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Mr. Dharendra Mohan Gupta</b>	<b>Mr. Shailendra Mohan Gupta</b>
DIN	01057827	00327249
Date of Birth	March 12, 1944	February 17, 1951
Age	74 Year	67 Year
Date of First Appointment	July 18, 1975	September 4, 2008
Area of Expertise	Operations and Management	Administration, Sales and Marketing
Qualification	Graduate in Arts	Graduate in Science
Relationship with Directors and Key Managerial Personnel	Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Shailendra Mohan Gupta	Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Dharendra Mohan Gupta
Remuneration last Drawn (per annum)	2,34,25,740	-
Shareholding in the Company	106000	63,600
No. of Board meetings attended during F.Y.17-18	4 out of 5	4 out of 5
Directorships in other Companies in India	<ul style="list-style-type: none"> <li>Jagran Media Network Investment Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Jagran Micro Motors Limited</li> <li>Jagran Media Network Investment Private Limited</li> <li>The India Thermit Corporation Limited</li> <li>Om Multimedia Private Limited</li> <li>Fresh Food Concepts Private Limited</li> <li>Grinns Capital Private Limited</li> </ul>
Chairman / Member of the Committee of the Board of Directors of the Company	None	Member of Nomination and Remuneration Committee
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	None	<b>None</b>

Notes:

Detailed profile/information's of the above Directors are provided in the Corporate Governance Report forming part of Annual Report.

### ROUTE MAP TO THE AGM VENUE



 **Jalsa Banquet Hall**  
Kanpur, Uttar Pradesh







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## 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.	
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Client ID*		No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER .....

.....

I/We hereby record my presence at the **42<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company held on Monday, September 24, 2018 at 12:00 Noon at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208 025.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder / Proxy

**Note:**

**Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.**





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**CIN-L22219UP1975PLC004147**

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

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 **42<sup>nd</sup> Annual General Meeting** of the Company, to be held on Monday, the 24<sup>th</sup> day of September, 2018 at 12:00 Noon at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh - 208025 and at any adjournment thereof in respect to such resolutions as are indicated below:

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

Resolution	For	Against
1. Consider 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 March 31, 2018.		
2. To declare Dividend of ₹3 (Rupees Three) per Share for the Financial Year ended March 31, 2018.		
3. Re-appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Director who retires by rotation.		
4. Re-appointment of Mr. Shailendra Mohan Gupta (DIN- 00327249) as a Director who retires by rotation.		

Signed this ..... day of ..... 2018

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 joint holders should be stated.