


**JAGRAN PRAKASHAN LIMITED**
**CIN-L22219UP1975PLC004147**
**Registered Office:** Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005

**Tel:** +91 512 2216161, **Website:** [www.jplcorp.in](http://www.jplcorp.in), **E-mail:** [investor@jagran.com](mailto:investor@jagran.com)

## NOTICE

**NOTICE** is hereby given that the **47<sup>th</sup> Annual General Meeting** of the Members of **JAGRAN PRAKASHAN LIMITED** will be held on **Friday, the 25<sup>th</sup> day of August, 2023 at 12:30 P.M.** at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur-208025 ("AGM" / "Meeting"), to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
  - a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 

**"RESOLVED THAT** the interim dividend of ₹4/- per equity share declared by the Board of Directors of the Company on August 06, 2022 and already paid to the eligible shareholders, be and is hereby confirmed as final dividend for the financial year 2022-23."
3. To consider and if thought fit, to pass, with or without modification(s), the following item as an **Ordinary Resolution**:
 

To appoint a Director in place of **Mr. Devendra Mohan Gupta (DIN: 00226837)**, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following item as a **Special Resolution**:
 

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.

### SPECIAL BUSINESS:

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

**Appointment of Mr. Shailesh Gupta (DIN: 00192466), Whole-time Director as the Managing Director of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 2(54), 196, 197, 198, 203 read with Rules made thereunder and Schedule V thereto of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and to give effect to the appointment recommended by the Committee for Succession Planning which was duly approved by the Nomination and Remuneration Committee on 11<sup>th</sup> December 2022, thereafter approved by the Board of Directors on 17<sup>th</sup> January 2023, and re-affirmed by the Nomination and Remuneration Committee, noted by Audit Committee on 30<sup>th</sup> May 2023 and approved by the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Shailesh Gupta (DIN- 00192466) as detailed hereunder:

1. **THAT** in order to give effect to the recommendations of the already approved Succession Plan (prepared by the Committee for Succession Planning) approved by the Nomination and Remuneration Committee on 11<sup>th</sup> December 2022, followed by approval of the Board of Directors on 17<sup>th</sup> January 2023 and re-affirmed by the Nomination and Remuneration Committee and noted by Audit Committee on 30<sup>th</sup> May 2023, the appointment of Mr. Shailesh Gupta (DIN- 00192466) as Managing Director of the Company is affirmed for a period of five (05) years with effect from 1<sup>st</sup> October, 2023.
2. **THAT** the remuneration and other terms and conditions of such appointment will be same, as was already approved by the Members at their Annual General Meeting held on 24<sup>th</sup> September, 2021, which are reproduced below:
  - I. **SALARY**  
₹17,20,000 (Rupees Seventeen Lakh Twenty Thousand Only) per month.
  - II. **PERQUISITES**
    1. The 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 shall not exceed one month salary.

#### EXPLANATION:

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

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. Any statutory contribution to Provident Fund or any other fund(s) shall not form part of such monetary value of perquisites, regardless of amount and taxability.
3. 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 read with the Rules made thereunder and Schedule V thereto 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 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 Sections 196 and 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

**Amit Jaiswal**

Company Secretary and  
Compliance Officer

Place: Kanpur  
Date: June 10, 2023

ICSI Membership No.: F5863

## IMPORTANT NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 5 of the accompanying Notice is annexed hereto. The relevant details of Directors seeking appointment / re-appointment at this Annual General Meeting (“the Meeting” / “the AGM”) as required under the provisions of Regulation 36(3) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), are also annexed herewith as **Annexure-A**.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll 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 aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the 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 Member.
3. Proxies, in order to be effective must be received at the Company’s Registered Office at Jagran Building, 2, Sarvodaya Nagar, Kanpur, Uttar Pradesh – 208005 and must be addressed to the “Secretarial Department” or to [investor@jagran.com](mailto:investor@jagran.com) not less than 48 hours before the Meeting. Proxies/Authorized Representations submitted for Corporate Members, Societies, Partnership Firms, etc. must be supported by a certified copy of the appropriate resolution/Power of Attorney/Authority Letter as applicable, issued on behalf of the nominating organization.
3. In case of Joint Members attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. The route map as per the requirement of SS-2 and prominent landmark of the venue of the Meeting as well as Attendance Slip and Proxy Form are annexed to this Notice. **Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting, as the Annual Report will not be available for distribution at the Meeting.**
5. The Register of Members and Share Transfer Books shall be closed from Tuesday, August 15, 2023 to Friday, August 25, 2023 (both days inclusive) in connection with the Meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under the provisions of Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the provisions of Section 189 of the Act, will be available for inspection by the Members during the AGM.
  7. Regulation 40 of the Listing Regulations mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Any shareholder who is desirous of dematerializing their securities may write to the Company at [investor@jagran.com](mailto:investor@jagran.com) or to KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFinTech" / "RTA") at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  8. The Members of the Company are informed that the amount of dividend which remains unclaimed for the period of seven (7) years from the date of transfer to the unpaid dividend account would be transferred to the Investor Education and Protection Fund ("IEPF") and the Member(s) would not be able to claim any amount of the dividend so transferred from the Company. However, Members are entitled to claim the same from the 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) and also on the website of the Company at [www.jplcorp.in](http://www.jplcorp.in). Those Members who have so far not encashed their dividend warrants may claim or approach the Company for the payment thereof before due date of transfer as the same will be transferred to the IEPF. The details regarding the due dates of transfer are provided in the Report on Corporate Governance, which forms part of the Annual Report.
  9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to KFinTech in case the shares are held by them in physical form.
  10. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or KFinTech.
  11. Members are requested to send in their queries on financial statements or any other business proposed to be transacted at the AGM at least ten (10) days in advance to the Company Secretary at the Registered Office of the Company or to [investor@jagran.com](mailto:investor@jagran.com) to facilitate clarifications during the Meeting.
  12. The Board of Directors has appointed Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, Kanpur, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  13. The results shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
  14. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Act. The results will also be displayed on the Company's corporate website i.e. [www.jplcorp.in](http://www.jplcorp.in) and on the website of KFinTech i.e. at <https://evoting.kfintech.com>.
  15. Electronic copy of the Annual Report for financial year 2022-23 including the Notice of the AGM, *inter-alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose E-mail IDs are registered with the Company / DPs for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail IDs, physical copies of the Annual Report for 2022-23 are being sent through the permitted mode. Members who have not registered their E-mail IDs so far are requested to register their E-mail IDs for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at [www.jplcorp.in](http://www.jplcorp.in), and on the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
  16. Relevant documents referred to in this Notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting. For any communication, the Members may also send requests to the Company at: [investor@jagran.com](mailto:investor@jagran.com), or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- 17. Instructions for remote e-voting:**
- A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically,



through the e-Voting services provided by KFinTech, on all the resolutions set forth in the accompanying Notice. The instructions for e-Voting are given herein below.

- B. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- C. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- D. The remote e-voting period commences on Tuesday, August 22, 2023 (9:00 a.m. IST) and ends on Thursday, August 24, 2023 (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A Member can opt for only single mode of voting i.e. through remote e-Voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **Cut-off Date i.e. Friday August 18, 2023**.
- F. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- G. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- H. Instructions for remote e-Voting are explained herein below:

**(i) Login method for remote e-Voting for Individual Shareholders holding shares in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in point no. 1 above.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II) Click on New System Myeasi</p> <p>III) Login with your registered user id and password.</p> <p>IV) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V) Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II) Proceed with completing the required fields.</p> <p>III) Follow the steps given in point no. 1 above.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II) Provide your demat account number and PAN</p> <p>III) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</p> <p>IV) After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / website of DP	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>Kfintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsl.co.in">evoting@nsl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**(ii) Login method for e-Voting for shareholders other than Individual Shareholders holding shares in demat mode and shareholders holding shares in physical mode.**

Members whose email IDs are registered with the Company/ DPs, will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password, and they are required to follow the below-mentioned steps:

- a. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- b. Enter the login credentials (i.e. User ID and password). In case of physical shares, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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.



- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the “EVEN” i.e., ‘\_\_\_\_\_’ - “AGM” and click on “Submit”.
- g. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- i. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- j. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login multiple times till they have voted on the Resolution(s).
- k. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter/Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, at E-mail ID: [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and 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\_\_\_\_\_ Even No.”

#### **Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Security holders can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1: Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telengana India-500032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is held.

- I. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.
- J. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- K. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications
- L. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 18, 2023, being the Cut-off Date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- M. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

## EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice:

### Item No. 5:

The Shareholders may recall that at the 45<sup>th</sup> AGM of the Company held on 24<sup>th</sup> September, 2021, they had approved the re-appointment of Mr. Mahendra Mohan Gupta as the Chairman and Managing Director for a period of 2 years i.e. from October 01, 2021 to September 30, 2023 and on expiration of his term of office as the Managing Director of the Company, and thereafter he shall continue as the Non-Executive Chairman of the Company for the remainder period i.e. from October 1, 2023 to September 30, 2026.

Pursuant to the decision of the Board, the Nomination and Remuneration Committee ("NRC"), had formed a Committee for Succession Planning comprising of only the independent directors of NRC as members. The Committee for Succession Planning of the NRC post completing the detailed exercise of selection including interviews of all eight nominees working in the Company of promoters family recommended a Succession Plan to NRC, recommending the appointment of Mr. Shailesh Gupta as the Managing Director of the Company. The said Succession Plan was approved by NRC and was duly recommended to the Board for its consideration and approval. The Board in its meeting held on 17<sup>th</sup> January, 2023 had approved the Succession Plan.

In accordance with the aforesaid Succession Plan and as reaffirmed by the NRC and noted by the Audit Committee, the Board at its meeting held on June 10, 2023 had approved the appointment of Mr. Shailesh Gupta, Whole-time Director as Managing Director of the Company on the terms and conditions including remuneration as stated in the resolution set out at Item No. 5 of the accompanying Notice. Mr. Shailesh Gupta shall not be liable to retire by rotation.

Pursuant to the Articles of Association of the Company, provisions of the Companies Act, 2013 and other applicable laws, rules and regulations, as Managing Director of the Company, he shall look after the business and affairs of the Company.

Mr. Shailesh Gupta aged about 52 years, holds a bachelor's degree in commerce. He has more than 30 years of experience in the media industry. He has been managing advertisement space selling, branding and monitoring the business of Jagran Engage (OOH advertising division), Jagran Solutions (activation business), I-next, and performance of Company's subsidiaries which he may delegate in full or part to one or more persons.

Brief profile of Mr. Shailesh Gupta is given in the Report on Corporate Governance, forming part of the Annual Report of the Company for the financial year 2022-23.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations the remuneration payable to Mr. Shailesh Gupta shall be subject to the approval of the shareholders by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group, exceeds 5% of the Net Profits of the Company for the financial year 2022-23.

Keeping in view that Mr. Shailesh Gupta has rich experience it would be in the best interest of the Company to appoint Mr. Shailesh Gupta as Managing Director for a term of five (5) years with effect from October 01, 2023 which will expire on September 30, 2028. Your Directors recommend passing of this resolution as Special Resolution.

Mr. Shailesh Gupta, himself and Mr. Mahendra Mohan Gupta, being his immediate relative are deemed to be concerned or interested in the resolution set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolutions.

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

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in Annexure-A to the Notice.

**Disclosure relating to Directors pursuant to Regulations 36(3), 26(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 on General Meetings**

<b>Name of Director</b>	<b>Dhirendra Mohan Gupta</b>	<b>Devendra Mohan Gupta</b>	<b>Shailesh Gupta</b>
<b>DIN</b>	01057827	00226837	00192466
<b>Date of Birth</b>	March 12, 1944	January 07, 1950	April 07, 1969
<b>Age</b>	79 years	73 years	54 years
<b>Date of first appointment</b>	July 18, 1975	September 04, 2008	November 28, 1994
<b>Area of expertise</b>	Please refer report on Corporate Governance forming part of Annual Report for area of expertise.		
<b>Qualification</b>	Bachelor's Degree in Arts	Bachelor's degree in Engineering (Mechanical)	Bachelor's Degree in Commerce
<b>Relationship with Directors and Key Managerial Personnel</b>	Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta.	Brother of Mr. Mahendra Mohan Gupta, Mr. Dhirendra Mohan Gupta and Mr. Shailendra Mohan Gupta	Son of Mr. Mahendra Mohan Gupta.
<b>Remuneration last drawn (per annum)</b>	270.47 Lakhs	-	240.84 Lakhs
<b>Shareholding in the Company</b>	269,078 Shares	117,890 Shares	Nil
<b>No. of Board meetings attended during FY 2022-23</b>	6 out of 6	6 out of 6	6 out of 6
<b>Directorships / partnerships in other bodies corporate in India</b>	<ul style="list-style-type: none"> <li>• Jagran Media Network Investment Private Limited</li> <li>• TDMD 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>• Jagmini Micro Knit Private Limited</li> <li>• DBR Ventures LLP</li> </ul>	<ul style="list-style-type: none"> <li>• Music Broadcast Limited</li> <li>• MMI Online Limited</li> <li>• Midday Infomedia Limited</li> <li>• Rave Real Estate Private Limited</li> <li>• The Indian Newspaper Society.</li> <li>• Audit Bureau Of Circulations</li> <li>• Media Research Users Council India</li> <li>• VRSM Enterprises LLP</li> </ul>
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	None	None	Member of Risk Management Committee
<b>Chairman / Member of the Committee of other Public Limited Companies in which he / she is a Director</b>	None	None	Music Broadcast Limited- Chairman of Corporate Social Responsibility Committee, Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee Midday Infomedia Limited- Corporate Social Responsibility Committee



**JAGRAN PRAKASHAN LIMITED**

CIN-L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005  
Tel: +91 512 2216161, 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:

- Name:..... E-mail Id:.....  
Address: ..... Signature.....or failing him
- Name:..... E-mail Id:.....  
Address: ..... Signature.....or failing him
- Name:..... E-mail Id:.....  
Address: ..... Signature.....

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 47<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, the 25<sup>th</sup> day of August, 2023 at 12:30 P.M.** at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@ Moti, 117/K/13, Gutaiya, Kanpur-208025 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:

Resolution	For	Against
1 (a) Consideration and adoption of the Audited Standalone Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.		
1(b) Consideration and adoption of the Audited Consolidated Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.		
2. Confirmation of the interim dividend of ₹ 4/- per equity share declared by the Board of Directors of the Company on August 06, 2022 and already paid to the eligible shareholders of the Company as final dividend for the financial year 2022-2023		
3. Re-appointment of Mr. Devendra Mohan Gupta (DIN: 00226837) as a Director who retires by rotation.		
4. Re-appointment of Mr. Dharendra Mohan Gupta (DIN: 01057827) as a Director who retires by rotation.		
5. Appointment of Mr. Shailesh Gupta (DIN: 00192466), Whole-time Director as the Managing Director of the Company.		

Signed this ..... day of ..... 2023

_____	_____	_____	Affix ₹ 1 Revenue Stamp Here
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder	
Signature of Member			

**Notes:**

- 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.**
- A Proxy need not be a Member of the Company.**
- 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 Member.
- 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.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he so wishes.
- 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.

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**JAGRAN PRAKASHAN LIMITED**

CIN-L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005  
Tel: +91 512 2216161, 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 Members may obtain additional Slip at the venue of the meeting.**

DP ID*	Folio No.
Client ID*	No. of Shares

NAME AND ADDRESS OF THE MEMBER

.....  
.....

I / We hereby record my / our presence at the 47<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on **Friday, the 25<sup>th</sup> day of August, 2023 at 12:30 P.M.** at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur-208025.

\*Applicable for investors holding shares in electronic form.

Signature of Member / Proxy

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

