



**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

**NOTICE**

**NOTICE** is hereby given that the **46<sup>th</sup> Annual General Meeting** ("AGM" / "Meeting") of the Members of **JAGRAN PRAKASHAN LIMITED** will be held on **Monday, the 29<sup>th</sup> day of August, 2022** at **12:30 P.M** at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur-208025 to transact the following businesses:

**ORDINARY BUSINESS:**

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

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2022 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. 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. Sunil Gupta (DIN- 00317228)**, who retires by rotation, and being eligible, offers himself for re-appointment.

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. Satish Chandra Mishra (DIN- 06643245)**, 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 resolution as an **Ordinary Resolution:**

To appoint Price Waterhouse Chartered Accountants LLP as the Statutory Auditors of the Company for a period of five (5) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 51<sup>st</sup> Annual General Meeting to be held in the calendar year 2027 and to fix their remuneration:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee and the Board of Directors, Price Waterhouse Chartered Accountants LLP (FRN: 012754N/ N500016) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a

period of five (5) years from the conclusion of the 46<sup>th</sup> Annual General Meeting until the conclusion of the 51<sup>st</sup> Annual General Meeting to be held in the calendar year 2027 on such remuneration as may be mutually agreed between the Board of Directors on the recommendation of the Audit Committee and the Statutory Auditors from time to time.

**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 deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**SPECIAL BUSINESS:**

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

**To appoint Mr. Sandeep Gupta (DIN- 00038410) as a Director liable to retire by rotation:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of the Board of the Company and approved by the Board of Directors, consent of the Members be and is hereby accorded for the appointment of **Mr. Sandeep Gupta (DIN- 00038410)** as a Director of the Company, liable to retire by rotation and who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2022 and in respect of whom the Company has received a notice, in writing, from a member of the Company under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

**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 deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

- 6 To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution**:
- To appoint Mr. Sandeep Gupta (DIN- 00038410) as a Whole-time Director of the Company:**
- "RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Schedule V thereto and other applicable provisions if any of the Companies Act, 2013, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 each as amended from time to time, and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Audit Committee of the Board, and as approved by the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of **Mr. Sandeep Gupta (DIN- 00038410)** as a Whole-time Director of the Company, Key Managerial Position, for a period of five (5) years with effect from May 30, 2022 on the following terms and conditions:
- I SALARY:**  
₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.
- II PERQUISITES:**
- 1) Mr. Sandeep Gupta 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 as agreed by the Board of Directors, from time to time, subject to an overall ceiling limit that the aggregate monetary value of the perquisites in any year shall not exceed ₹10,00,000 (Rupees Ten Lakhs Only).
- Explanation:**
- a. "Family" here means the spouse, dependent children and dependent parents.
- b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.
- c. 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.
- 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 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 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 deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."
7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution**:
- To re-appoint Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company:**
- "RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with the Rules made thereunder and Schedule V thereto and other applicable provisions of the Companies Act, 2013, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Satish Chandra Mishra (DIN- 06643245)**, as Whole-time Director of the Company for a further period of three (3) years with effect from January 1, 2022, on the following terms and conditions:
- I SALARY**  
Within a Salary scale of ₹ 3,00,000 to ₹ 4,00,000 per month.
- 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 to an overall Ceiling limit that the aggregate monetary value of the perquisites per annum not exceeding ₹ 6 lakhs per annum.

**Explanation:**

- a. "Family" here means the spouse, dependent children and dependent parents of the Whole-time Director.
  - b. 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.
  - c. 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.

**III OVERALL REMUNERATION:**

The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its

absolute discretion pay to the Whole Time Director from time to time which 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 Sections 196 and 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised 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  
Membership No. F5863

Place: Kanpur  
Date: May 30, 2022

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the businesses under **Item Nos. 4 to 7** 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 Regulations 36(3) and other applicable regulations 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 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 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.**  
  
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 not less than 48 hours before the Meeting. Proxies/Authorized Representatives submitted on behalf of Corporate Members, Societies, Partnership Firms, etc. must be supported by a certified copy of the appropriate resolution passed under Section 113 of the Act / authority 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 Friday, August 19, 2022 to Monday, August 29, 2022 (both days inclusive) in connection with the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under 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 or to KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFintech" / "RTA") at 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 and also on the website of the Company 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 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 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 KFintech.
11. Members are requested to send in their queries on financial statements or any other matter proposed to be placed at before 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 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 46<sup>th</sup> AGM and the resolutions will be

- deemed to be passed on the date of the 46<sup>th</sup> 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 result will also be displayed on the Company's corporate website i.e. www.jplcorp.in and on the website of KFintech i.e. at <https://evoting.kfintech.com>.
  15. Electronic copy of the Annual Report for 2021-22 including the Notice of the 46<sup>th</sup> Annual General Meeting of the Company, 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 / 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 2021-22 are being sent in the permitted mode. Members who have not registered their E-mail addresses so far are requested to register their E-mail address for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.jplcorp.in](http://www.jplcorp.in), 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's investor email id at: [investor@jagran.com](mailto:investor@jagran.com), or to the RTA at [ainward.ris@kfintech.com](mailto:ainward.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. In 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 Wednesday, August 24, 2022 (9:00 a.m. IST) and ends on Sunday, August 28, 2022 (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 shareholding in the paid-up equity share capital of the Company as on the **cut-off date** i.e. **Monday, August 22, 2022**.
      - F. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of 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 acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of 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:
        - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
        - Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

(i) **Step 1:** Login method for remote e-Voting for Individual shareholders holding securities 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>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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>Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your Demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholder login through their Demat Accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your Demat Account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

**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@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
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 <b>022- 23058738</b> or <b>022-23058542-43</b>

(ii) **Step 2:** Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- A. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - B. Enter the login credentials (i.e. User ID and password). In case of physical folio, 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, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and 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 Accounts.
  - I. 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.
  - J. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - K. 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 any number of times till they have voted on the Resolution(s).
- L. 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), 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). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_\_\_\_\_ Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- (i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - (ii) Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions:
    - 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.
    - ii. 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.
      - i. 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.
      - ii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 22, 2022, 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.

iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
2. MYEPWD <SPACE>  
IN12345612345678
3. Example for CDSL:

4. MYEPWD <SPACE>  
1402345612345678
5. Example for Physical:
6. MYEPWD <SPACE>  
XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

iv. 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 businesses mentioned under Item Nos. 4 to 7 of the accompanying Notice:

### Item No. 4:

At the 41<sup>st</sup> Annual General Meeting ("AGM") of Company held on September 28, 2017, the Members had approved the appointment of Deloitte Haskins & Sells, Chartered Accountants, Kolkata (FRN: 302009E) as the Statutory Auditors of the Company to hold office as Statutory Auditors for a period of five (5) years, till the conclusion of the 46<sup>th</sup> AGM to be held in the year 2022.

Accordingly, the Board of Directors at its meeting held on May 30, 2022, based on the proposal of the Management and the recommendations of the Audit Committee, has approved the appointment of Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a term of five (5) years commencing from the conclusion of 46<sup>th</sup> AGM to be held in the calendar year 2022 till the conclusion of 51<sup>st</sup> AGM to be held in the calendar year 2027.

It is proposed to appoint Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the statutory auditors of the Company for first year at a fee of ₹ 125 Lakhs including fee for Limited Review for quarterly results, plus GST. The remuneration proposed to be paid to Price Waterhouse Chartered Accountants LLP would be in line with the remuneration of the retiring statutory auditors of the Company, and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors upon recommendation of the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors from time to time.

Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) ("Price Waterhouse Chartered Accountants LLP"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is situated at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002 and has ten branch offices in various cities across India. The Firm is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate, distinct and independent Indian chartered accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 75 Assurance Partners as at April 1, 2022. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

In accordance with the provisions of Section 139, 141 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), each as amended from time to time, Price Waterhouse Chartered Accountants LLP have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, would be in accordance with the applicable

laws. Price Waterhouse Chartered Accountants LLP have also confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 read with the Rules and Regulations made thereunder.

On the recommendations of the Audit Committee, your Board recommends the passing of the resolution set out at Item No. 4 of this Notice as an Ordinary Resolution.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the resolution set out at Item No. 4 of the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of provisions of Regulation 36(5) of the Listing Regulations.

### Item Nos. 5 and 6:

The Board of Directors at its meeting held on February 8, 2022, based on the recommendations of the Nomination and Remuneration Committee/Audit Committee, had approved the appointment of Mr. Sandeep Gupta (DIN: 00038410) who was the Executive President (Technical) of the Company, as Director and Whole-time Director of the Company, a Key Managerial Position, for a period of five (5) years w.e.f. May 30, 2022, at existing remuneration of ₹ 9.1 Lakhs per month and value of perquisites not exceeding ₹ 10 Lakhs per annum, and on the terms and conditions, including tenure and remuneration as given in the resolutions set out at Item Nos. 5 and 6 of the Notice, subject to approval of the Members at the ensuing AGM.

With respect to the same, the Company has received a notice in writing from a member of the Company pursuant to the provisions of Section 160 of the Act proposing his candidature for appointment as a Director of the Company. Mr. Sandeep Gupta shall be liable to retire by rotation.

Mr. Sandeep Gupta, aged 56 years, holds a bachelor's degree in electrical engineering from Ohio University and has undertaken a specialised course in printing technology. Mr. Sandeep Gupta has been associated with the Company for about 35 years in various capacities and was Executive President (Technical) of the Company. He leads the modernisation and technical aspects and the day to day Operations & Production of Newspaper for the Group. He is also responsible for the monitoring & functioning of some important printing centres like Kanpur, Varanasi, Allahabad, Bareilly, Moradabad & Haldwani. Mr. Gupta is Board member of WAN-IFRA-ASIA, Member of Entrepreneur's Organization UP Chapter and is also Council Member of Merchants Chamber of Uttar Pradesh.

Mr. Sandeep Gupta has expressed his willingness to be appointed as a Director and Whole-time Director and has also given the declaration that he is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to Mr. Sandeep 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 2021-22.

On the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Board, after taking into consideration background, expertise, vast experience and valuable contribution to the growth of the Company, recommends the passing of the resolutions set out at Item No. 5 of this Notice as Ordinary Resolution and at Item No. 6 of this Notice as Special Resolution.

Mr. Sandeep Gupta, himself and Mr. Sanjay Gupta being his relative are deemed to be concerned or interested, in the resolutions set out at Item Nos. 5 and 6 of the Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives 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 the provisions of Section 190 of the Act.

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

**Item No. 7:**

The Shareholders may recall that at the 43<sup>rd</sup> AGM they had approved the re-appointment of Mr. Satish Chandra Mishra (DIN: 06643245) as a Whole-time Director for a period of three (3) years with effect from January 1, 2019 to December 31, 2021 on a salary scale of ₹ 2,00,000 to ₹ 3,00,000 per month. On expiry of his term, the Board, at its meeting held on October 25, 2021 had re-appointed Mr. Satish Chandra Mishra (DIN: 06643245) as a Whole-time Director of the Company for a further period of three (3) years, with effect from January 1, 2022, as recommended by the Nomination and Remuneration Committee on such terms

and conditions including tenure and remuneration as given in the resolution set out at Item No. 7 of the Notice subject to approval of Members at the AGM.

It is now proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Satish Chandra Mishra as a Whole-time Director in terms of the applicable provisions of the Act.

Mr. Mishra heads the production department and is also the Occupier under Factories Act, 1948 for the printing centres of the Company. He has over 38 years of experience in newspaper industry. He is B.E. (Electronics) and holds Diploma in Human Resource Management and MBA degree.

On the recommendations of the Nomination and Remuneration Committee, your Board, after taking into consideration several factors, including the performance of Mr. Mishra during his existing tenure, responsibilities and performance targets for the functions under his expertise, vast experience, and valuable contribution to the growth of the Company, recommends the passing of the resolution set out at Item No. 7 as Ordinary Resolution.

Mr. Satish Chandra Mishra, himself is deemed to be concerned or interested, in the resolution set out at Item No. 7 of the Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives 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 the provisions of Section 190 of the Act.

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

## Annexure-A

Disclosure relating to Directors pursuant to Regulations 36(3) 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

Name of Director	Sunil Gupta	Satish Chandra Mishra	Sandeep Gupta
<b>DIN</b>	00317228	06643245	00038410
<b>Date of Birth</b>	May 27, 1962	July 03, 1963	September 06, 1964
<b>Age</b>	60 years	59 years	57 years
<b>Date of first appointment</b>	October 01, 1993	July 31, 2013	May 30, 2022 as Whole-time Director of the Company (Key Managerial Position)
<b>Area of expertise (For detailed view please refer report on Corporate Governance forming part of Annual Report)</b>	Has vast experience in the print media industry, Business Management, General administration, public relations, strategy development and implementation.	Has vast experience in the print media industry, General administration, Industrial law, and Production.	Has vast experience in the print media industry, Printing technology, General Administration, Information Technology, public relations and Strategy development and implementation.
<b>Qualification</b>	Master's Degree in Commerce	B.E.-Electronics, P.G. Diploma-HRM and MBA-Marketing	Bachelor's Degree in electrical engineering and a specialised course in printing technology.
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None	Brother of Mr. Sanjay Gupta, Whole-time Director of the Company
<b>Remuneration last drawn (per annum)</b>	₹ 299.94 Lakhs	₹ 33.37 Lakhs	₹ 119.19 Lakhs as an Executive President (Technical) of the Company
<b>Shareholding in the Company</b>	1,00,000 Equity Shares of ₹ 2/- each	137 Equity Shares of ₹ 2/- each	68,336 Equity Shares of ₹ 2/- each
<b>No. of Board meetings attended during FY 2021-22</b>	4 out of 4	4 out of 4	N.A., as he is appointed w.e.f. May 30, 2022
<b>Terms and Conditions of Appointment or re-appointment</b>	Terms and Conditions are as per the Board Resolution and Shareholders resolution at the time of appointment.	Terms and Conditions are as per the Board Resolution and Shareholders resolution at the time of appointment.	Terms and Conditions are as per the Board Resolution and Shareholders resolution at the time of appointment.
<b>Directorships / partnerships in other bodies corporate in India</b>	Jagran Media Network Investment Private Limited	-	<ul style="list-style-type: none"> <li>• Shri Puran Multimedia Limited</li> <li>• Jagran Infotech Limited</li> <li>• Om Multimedia Private Limited</li> <li>• Merchant Chamber of Uttar Pradesh</li> </ul>
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	Member of Stakeholders Relationship Committee	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	None

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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

**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: ..... Signature.....or failing him
- 2) Name:..... E-mail Id:.....  
Address: ..... Signature.....or failing him
- 3) 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 46<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 29<sup>th</sup> day of August, 2022 at 12:30 P.M. 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 above Proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
1. Consideration and adoption of the Standalone and Consolidated Audited Balance Sheet as at March 31, 2022 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. 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 Statutory Auditors and fixing their remuneration.		
5. Appointment of Mr. Sandeep Gupta (DIN- 00038410) as a Director liable to retire by rotation.		
6. Appointment of Mr. Sandeep Gupta (DIN- 00038410) as a Whole-time Director of the Company.		
7. Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company.		

Signed this ..... day of ..... 2022

Signature of Member

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 Member.
- \*\* (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.

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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 46<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Monday, the 29<sup>th</sup> day of August, 2022 at 12:30 P.M. at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 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.**

**ROUTE MAP TO THE AGM VENUE**



 **Jalsaa Banquet Hall**  
Kanpur, Uttar Pradesh

Act  
Go t