



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 **49th Annual General Meeting ("AGM")** of the Members of **JAGRAN PRAKASHAN LIMITED ("the Company" or "JPL")**, will be held on **Friday, the 19th day of September, 2025 at 12:30 p.m.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**
 - "RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended on March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- 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 ₹ 6/- per equity share declared by the Board of Directors of the Company on May 24, 2025 and already paid to the eligible shareholders, be and is hereby confirmed as final dividend for the financial year 2024-25."
- 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. Sandeep Gupta (DIN: 00038410)**, who retires by rotation in terms of the provisions of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
- 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 in terms of the provisions of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Approval of continuation of holding of office by Mr. Shailendra Mohan Gupta (DIN: 00327249) as the Non-Executive Director of the Company.

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, read with the Articles of Association of the Company, and as recommended by the Board of Directors and in furtherance to the ordinary resolution passed by the Members at the Annual General Meeting of the Company held on September 24, 2024, consent of the Members of the Company be and is hereby accorded for continuation of office held **by Mr. Shailendra Mohan Gupta (DIN: 00327249)**, who will be attaining the age of 75 years on February 17, 2026 as a Non-Executive Director of the Company, liable to retire by rotation.

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."

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

Appointment of Mr. Arun Anant (DIN: 02427545) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and the Board of Directors, **Mr. Arun Anant (DIN: 02427545)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent

NOTICE OF ANNUAL GENERAL MEETING

Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2030, or the expiry of five (5) years, whichever is earlier.

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.”

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

Re-appointment of Mr. Sameer Gupta as Executive President (Accounts) of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of **Mr. Sameer Gupta**, relative of a Director of the Company, to hold office or place of profit as **Executive President (Accounts)** for a period of five (5) years with effect from October 01, 2025 on the following terms and conditions:

A. SALARY

₹ 10,00,000 (Rupees Ten Lakhs) per month with an annual increment upto a maximum of 15% on the recommendation of the Nomination and Remuneration Committee by the Board of Directors.

B. PERQUISITES

- 1) Mr. Sameer 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, re-imburement 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 however, that **the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.**

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 to the extent the same are not taxable under the Income Tax Act and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

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.”

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

Re-appointment of Mr. Devesh Gupta as Executive President (Product Sales and Marketing) of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendations of the Board of Directors, Nomination and Remuneration Committee and Audit Committee, consent of the Members be and is hereby accorded for the re-appointment of **Mr. Devesh Gupta**, relative of a Director of the Company, to hold office or place of profit as **Executive President (Product Sales and Marketing)** for a period of five (5) years with effect from October 01, 2025 on the following terms and conditions:

A. SALARY

₹ 10,00,000 (Rupees Ten Lakhs) per month with an annual increment upto a maximum of 15% on the recommendation of the Nomination and Remuneration Committee by the Board of Directors.

B. PERQUISITES

- 1) Mr. Devesh 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, re-imburement 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 however, that **the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.**

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 to the extent the same are not taxable under the Income Tax Act and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

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."

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

Re-appointment of Mr. Tarun Gupta as Executive President (Commercial) of the Company:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendations of the Board of Directors, Nomination and Remuneration Committee and Audit Committee, consent of the Members be and is hereby accorded for the re-appointment of **Mr. Tarun Gupta**, relative of a Director of the Company, to hold office or place of profit as **Executive President (Commercial)** for a period of five (5) years with effect from October 01, 2025 on the following terms and conditions:

A. SALARY

₹ 10,00,000 (Rupees Ten Lakhs) per month with an annual increment upto a maximum of 15% on the recommendation of the Nomination and Remuneration Committee by the Board of Directors.

B. PERQUISITES

- 1) Mr. Tarun 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, re-imburement 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 however, that **the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.**

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 to the extent the same are not taxable under the Income Tax Act and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

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."

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

Revision in the remuneration of Mr. Sandeep Gupta, Whole-time Director of the Company:

"RESOLVED THAT pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and other applicable provisions, if any, and on recommendations of the Board of Directors, Nomination and Remuneration Committee and Audit Committee, consent of the Company be and is hereby accorded for

the revision in the remuneration of **Mr. Sandeep Gupta** for his remaining tenure, who was appointed as the Whole-time Director of the Company for a period of five (5) years with effect from May 30, 2022, as detailed below:

A. SALARY

₹ 12,00,000 (Rupees Twelve Lakh Only) per month w.e.f. October 01, 2025 with an annual increment upto a maximum of 15% on the recommendation of the Nomination and Remuneration Committee by the Board of Directors.

B. 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, re-imburement 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 however, **that the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.**

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 to the extent the same are not taxable under the Income Tax Act and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

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."

11. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

Appointment of Adesh Tandon & Associates, Company Secretaries as Secretarial Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 of the Companies Act, 2013, read with the Rules made thereunder, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions if any, and based on the recommendations of the Board of Directors and Audit Committee, the approval of the members be and is hereby accorded for the appointment of **Adesh Tandon & Associates**, (Firm Registration/Unique Number: 1987UP019700 and Peer Review Number 741/2020), Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years, commencing from April 1, 2025 to March 31, 2030 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, 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

ICSI Membership No.: F5863

Date: August 20, 2025

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the annual general meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue.
2. In compliance with the relevant circulars and applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 49th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. In pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.
5. The Company has availed the services of KFint Technologies Limited, Registrar and Share Transfer Agent of the Company ("KFintech"/ "RTA"), for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning the business under Item Nos. 5-11 of the accompanying Notice is annexed hereto.
7. The relevant details of Directors seeking appointment / re-appointment at this AGM as required under the provisions of Regulation 36(3) and other applicable provisions of the Listing Regulations, and Secretarial Standard – 2 on General Meetings ("SS-2"), are annexed herewith as **Annexure-A**.
8. In accordance with the MCA Circulars and the SEBI Circulars, the Annual Report of the Company along with the Notice of AGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/KFintech/RTA)/Depository Participants ("DP")/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), (collectively hereinafter referred as "Depositories").

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 2024-25 will also be available on the Company's corporate website at www.jplcorp.in, the website of RTA at <https://evoting.kfintech.com>, and on the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
10. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's corporate website <https://jplcorp.in/new/Reports.aspx?CID=34>.
11. 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 KFintech at einward.ris@kfintech.com.

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12. 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.
 13. 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. Members are requested to intimate to KFintech/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, PAN, nominations in Form ISR- 1 and other forms as prescribed by SEBI.
 14. 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 to facilitate clarifications during the Meeting.
 15. 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, along with other requisite documents, will be available for inspection by the Members during the AGM.
 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 , or to the RTA at 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 - E. The remote e-voting period commences on **Tuesday, September 16, 2025 (9:00 a.m. IST) and ends on Thursday, September 18, 2025 (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 e-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.
 - F. 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.
 - G. The results shall be declared within two working days 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.
 - H. 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 and on the website of KFintech i.e. at <https://evoting.kfintech.com> .
 - I. 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, September 12, 2025**.
 - J. **Registration of e-mail ID**
Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
 - **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) (“DP”).

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- **Physical mode** can register their email ID with the Company or KFintech. Requests can be emailed to investor@jagran.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI. Members whose names appears in the Register of Members / List of Beneficial Owners as on the **cut-off date only i.e., Friday, September 12, 2025** shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- K. 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. 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.
- L. 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.”
- M. **Dispatch of Notice through electronic mode**
In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFintech, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, August 15, 2025. As per the Circulars, physical copies of the Notice, Annual Reports are not being sent to Members. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFintech hereunder.
- Members may note that the Notice will be available on the Company’s website <https://jplcorp.in/new/Default.aspx>, website of the Stock Exchanges i.e. BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.kfintech.com>.
- N. Instructions for remote e-Voting are explained herein below:
- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform provided by KFintech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
 - ii. E-voting process has been enabled for 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.
 - iii. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - iv. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFintech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

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

Individual shareholders holding securities in Demat mode with NSDL	<p>A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>B. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">1. Open https://eservices.nsdl.com2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”4. Click on the Company name or ESP i.e. KFinTech-e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>C. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none">1. Visit https://eservices.nsdl.com for registering.2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-voting website of NSDL https://www.evoting.nsdl.com.4. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.7. Click on company name i.e Jagran Prakashan Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in (Demat mode) with CDSL	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none">1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com2. Click on New System Myeasi.3. Login with registered user ID and Password4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none">1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/ Easi Registration.2. Proceed with completing the required fields. <p>C. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none">i. Visit www.cdslindia.com.ii. Provide demat account number and PAN.iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. Jagran Prakashan Limited or select KFin.

NSDL Mobile App is available on

 App Store  Google Play



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Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Jagran Prakashan Limited' or 'KFin'. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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 evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

- (ii) Login method for remote e-Voting for shareholders other than Individual Shareholders holding shares in demat mode and shareholders holding shares in physical mode.
- a. Initial password is provided in the body of the e-mail.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - d. After entering the correct details, click on LOGIN.
 - e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the EVENT i.e. Event No. 9082.
 - h. 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.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at adesh.tandon11@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'JPL_EVENT No.'
 - l. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1800 309 4001 (toll free).
- A. Voting at AGM**
- a. Only those members/shareholders, who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
 - b. Members who have voted through remote e-voting will still be eligible to attend the AGM.

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- c. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- d. Voting at AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the AGM

- a. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KFintech at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- b. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- c. Further, members registered as speakers will be required to allow camera during AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- d. Members may join the meeting using headphones for better sound clarity.
- e. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- f. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from **Sunday, September 14, 2025 (9:00 A.M. IST) to Wednesday, September 17, 2025 (5:00 P.M. IST)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- g. A video guide assisting the members attending AGM either as a speaker or participant is available for

quick reference at URL <https://emeetings.kfintech.com/>, under the "eAGM Tutorial" tab placed on top of the page.

- h. Members who need technical assistance before or during the AGM can contact KFintech at emeetings@kfintech.com or Helpline: 1800 309 4001.

iii. 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. Holder 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, Telangana India - 500 032.

- 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 a/c is being held.

Pursuant to the provisions of Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5-11 of the accompanying Notice:

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. 5 to 11 of the accompanying Notice:

ITEM NO. 5: Approval for continuation of holding of office by Mr. Shailendra Mohan Gupta (DIN: 00327249), as the Non-Executive Director of the Company.

The Members may recall that at the 32nd AGM of the Company held on September 04, 2008, they had approved the appointment of Mr. Shailendra Mohan Gupta (DIN: 00327249; age: 74 years) as a Non-Executive, Non-Independent Director with effect from September 04, 2008, liable to retire by rotation and he was also last re-appointed as the Non-Executive Director of the Company, in the Annual General Meeting ("AGM") held on September 24, 2024.

It may be noted that the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") provide that, *"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect."*

It may also be noted that Mr. Shailendra Mohan Gupta will be attaining the age of 75 years on February 17, 2026.

Accordingly, in view of the provisions as above-mentioned, it is proposed to obtain the approval of the Members of the Company for the continuation of holding of office by Mr. Shailendra Mohan Gupta as the Non-Executive Director of the Company, liable to retire by rotation.

Keeping in view that Mr. Shailendra Mohan Gupta has a rich experience and considering his contribution to the Company, it would be in the best interest of the Company for the continuation of holding of office by Mr. Shailendra Mohan Gupta as the Non-Executive Director of the Company. He is also part of the Promoter Group of the Company.

Mr. Shailendra Mohan Gupta is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief profile of Mr. Gupta is as under:

Mr. Shailendra Mohan Gupta has been a Director of the Company since September 04, 2008. He holds a Bachelor's degree in science. He has over 45 years of experience in administration, sales and marketing fields in Sugar, Alcohol and Electronics industries. He was a Joint Managing Director of Jagran Micro Motors Limited and Managing Director of Shakumbari Sugar & Allied Industries Limited. He is also the Director of Jagran Media Network Investment Private Limited, holding company of the Company, Jagran Micro Motors Limited and Om Multimedia Private Limited.

In compliance with the applicable provisions, the proposal for continuation of office by Mr. Shailendra Mohan Gupta as the Non-Executive Director of the Company, liable to retire by rotation is now being placed before the Members for their approval by way of a Special Resolution, which the Board recommends.

Mr. Shailendra Mohan Gupta, himself and Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Devendra Mohan Gupta, being his immediate relatives 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 relatives are, in any way, concerned or interested in the resolution set out at Item No. 5 of the Notice.

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.

ITEM NO. 6: Appointment of Mr. Arun Anant (DIN-02427545) as an Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors proposes the appointment of Mr. Arun Anant (DIN- 02427545) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this 49th AGM up to the conclusion of the AGM to be held in the calendar year 2030, or the expiry of five (5) years, whichever is earlier.

Mr. Anant has expressed his willingness for appointment and has also given the declaration that he is not disqualified / debarred from holding the office of Director and has also given the declaration that in terms of Section 164 of the Companies Act, 2013 ("the Act"), he is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Mr. Arun Anant for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Arun Anant is as under:

Mr. Arun Anant is a professional who has worked in various leadership positions in the industry over the last forty years. Mr. Anant was Director Revenue & Strategy at the Hindustan Times Group. He oversaw revenue for Hindustan Times, Hindustan and Mint and was the CEO for Mint. Prior to that

he was the Chief Executive for Kasturi & Sons Ltd (The Hindu Group). He spearheaded the launch of The Hindu Tamil. Mr. Anant was the Business Director for the Economic Times. In this role, he doubled the circulation and the revenue of the paper and launched the Hindi version of The Economic Times. In these stints, Mr. Anant has championed P&L, strategy, restructuring revenue and business development, cost optimisation, etc.

As an entrepreneur, Mr. Anant is the co-promoter of Hyperstate Technologies, a no code technology platform that creates customer experiences. Mr. Anant earlier cofounded and successfully exited Taxsutra, India's foremost tax research and intelligence platform. He worked in advertising and market research with Lintas (now Mullen Lowe) working across several brands such as Unilever, Cadbury, Britannia, Idea (then Birla AT& T), Philips, etc. He has experience in providing insights for several domains such as media, consultancy, BFSI, Consumer Industrial, Consumer & Government.

Mr. Anant set up the Hindu's think tank-the Hindu Centre for Politics and Public Policy. He also helped set up a stock market portal as business head which transited to a content technology company. He is currently on The Board of Governors at Indian Institute of Management Nagpur and the Consumer Complaints Committee at the Advertising Standards Council of India. Mr. Anant has been on the committees of Market Research Users Council and CII.

Mr. Anant is an executive coach who has trained and mentored close to 100 CXOs across the world. Arun's consulting work in leadership has included areas of Organisation Leadership, facilitating leaders in Transition, equipping leaders with a 'Coaching Mind-set', Goal Orientation and Stakeholder management. He works closely with Education Institutions and their incubation centres. He is currently a visiting faculty at Indian Institute of Technology IIT (BHU) where he teaches Media and marketing. He has earlier been visiting faculty at University of Mumbai and mentor at Centre for Incubation Innovation and Entrepreneurship at Indian Institute of Management (IIM) Ahmedabad.

Mr. Anant is a Chemical Engineer from IIT (BHU) Varanasi and a Post Graduate in Management from IIM Ahmedabad. Alongside his career, Mr. Anand practices yoga and is an avid sailor (he was the national champion Seabird class in 1998).

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Arun Anant as an Independent Director for a term of five (5) years from the conclusion of this 49th AGM up to the conclusion of the AGM to be held in the calendar year 2030, or the expiry of five (5) years, whichever is earlier is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 6 of the Notice, which the Board recommends.

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. 6 of the Notice.

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.

ITEM NO. 7: Re-appointment of Mr. Sameer Gupta as Executive President (Accounts) of the Company.

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Sameer Gupta, brother of Mr. Sunil Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Accounts) of the Company for a period of five (5) years with effect from October 01, 2020 at a remuneration of ₹ 9.1 Lakhs per month and value of perquisite not exceeding ₹ 10 Lakhs per annum, which have not been revised since then.

Mr. Gupta is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at a remuneration of ₹ 10 Lakhs per month with an annual increment upto a maximum of 15% on the recommendation of the NRC by the Board and the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Accounts) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of the Members of the Company.

Mr. Gupta holds a Master's degree in Commerce and has over 37 years of work experience (including 23 years of experience in the media industry). Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Accounts) would be beneficial to the Company.

As per the recommendations of the NRC and Audit Committee for the re-appointment of Mr. Sameer Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Sunil Gupta, 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. 7 of the Notice.

ITEM NO. 8: Re-appointment of Mr. Devesh Gupta as Executive President (Product Sales and Marketing) of the Company:

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Devesh Gupta, son of Mr. Dharendra Mohan Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Product Sales and Marketing) of the

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Company for a period of five (5) years with effect from October 01, 2020 at a remuneration of ₹ 9.1 Lakhs per month and value of perquisite not exceeding ₹ 10 Lakhs per annum, which have not been revised since then.

Mr. Gupta is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at a remuneration of ₹ 10,00,000 (Rupees Ten Lakhs) per month with an annual increment upto a maximum of 15% on the recommendation of the NRC by the Board and the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.

Mr. Gupta is a related party of the Company pursuant to Section 2 (76) of the Act and hence his re-appointment as Executive President (Product Sales and Marketing) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of the Members of the Company.

Mr. Gupta holds a bachelor's degree in sciences and master's degree in business administration and has over 29 years of work experience (including 21 years of experience in the media industry).

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Product Sales and Marketing) would be beneficial to the Company.

As per the recommendations of the NRC and Audit Committee for the re-appointment of Mr. Devesh Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Dharendra Mohan Gupta, 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. 8 of the Notice.

ITEM NO. 9: Re-appointment of Mr. Tarun Gupta as Executive President (Commercial) of the Company:

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Tarun Gupta, son of Mr. Dharendra Mohan Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Commercial) of the Company for a period of five (5) years with effect from October 01, 2020 at a remuneration of ₹ 9.1 Lakhs per month and value of perquisite not exceeding ₹ 10 Lakhs per annum, which have not been revised since then.

Mr. Gupta is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at a remuneration of ₹ 10,00,000 (Rupees Ten Lakhs) per month with an annual increment upto a maximum of 15% on the recommendation of the NRC by the Board and the aggregate monetary value of the perquisites in any year shall not exceeding one month's salary.

Mr. Gupta is a related party of the Company pursuant to Section 2 (76) of the Act and hence his re-appointment as Executive President (Commercial) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of the Members of the Company.

Mr. Gupta holds a bachelor's and master's degree in commerce and is qualified as a chartered accountant with Institute of Chartered Accountants of India and has over 20 years of experience in the media industry. Mr. Gupta joined our Company in 2001.

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Commercial) would be beneficial to the Company.

As per the recommendations of the NRC and Audit Committee for the re-appointment of Mr. Tarun Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Dharendra Mohan Gupta, 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. 9 of the Notice.

ITEM NO. 10: Revision in the remuneration of Mr. Sandeep Gupta, Whole-time Director of the Company:

The Board of Directors at its meeting held on July 29, 2025, based on the recommendations of the NRC and the Audit Committee, had approved the revision in the remuneration of Mr. Sandeep Gupta (DIN: 00038410) to ₹ 12 Lakhs per month plus the aggregate monetary value of the perquisites in any year not exceeding one month's salary with effect from October 01, 2025, till his remaining tenure, who was appointed as the Whole-time Director of the Company for a period of five (5) years with effect from May 30, 2022 set out at Item No. 10.

Earlier, Mr. Gupta was the Executive President (Technical) of the Company, drawing a salary of ₹ 9.1 Lakhs per month and value of perquisites not exceeding ₹ 10 Lakhs per annum since October 1, 2020, which have not been revised since then. He had been elevated as the Whole-time Director of the Company from Executive President (Technical) with effect from May 30, 2022 at the existing remuneration.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations, the revision in 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 2025.

As per the recommendations of the NRC and Audit Committee, your Directors recommend passing of this resolution as a 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 No. 10 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 resolution set out at Item No. 10 of the Notice.

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.

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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. 11: Appointment of Adesh Tandon & Associates, Company Secretaries as Secretarial Auditor of the Company:

Pursuant to the provisions of Section 204 of the Act, every listed company is required to obtain a secretarial audit report by a company secretary in practice. Further, as per Regulation 24A of the Listing Regulations, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit by a Secretarial Auditor who shall be Peer Reviewed Company Secretary.

Adesh Tandon & Associates, Practicing Company Secretaries has been associated with Company since listing as the Secretarial Auditors of the Company. They were last reappointed as Secretarial Auditors of the Company at the Board Meeting held on October 25, 2021, for a term of five consecutive financial years i.e. upto financial year 2025-26 at a fee of ₹ 5.00 Lakhs plus GST with an increment of ₹ 25,000/- in the fee per annum and the fee for the financial year 2024-25 was ₹ 5,75,000 (Rupees Five Lakhs Seventy-Five Thousand only) plus GST.

Pursuant to the latest amendments to the Listing Regulations read with SEBI Circular dated December 31, 2024, the appointment of secretarial auditors of the listed entity requires the approval of its shareholders at the AGM and that any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating their tenure.

In compliance with the applicable provisions, the proposal for appointment of Adesh Tandon & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a fresh term of five consecutive financial years from 2025-26 to 2029-30 at a fee of ₹ 6.00 lakhs plus GST, with an increment of ₹ 25,000/- (Rupees Twenty-five Thousand Only) per annum for issuing Secretarial Audit Report of the Company is now being placed before the Members for their approval by way of an Ordinary Resolution, which the Board recommends.

However, in addition to secretarial audit, the secretarial auditors do render certain other services as permissible under law and not prohibited under Regulation 24A of the Listing Regulations read with SEBI Circular dated December 31, 2024 such as certifying various MCA e-forms, Certificate on Company's Annual Return, providing Certificate of Corporate Governance, Certificate of non-disqualification of Directors, Annual Secretarial Compliance Report.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 11 of the Notice.

By Order of the Board
For Jagran Prakashan Limited

Amit Jaiswal

Company Secretary and Compliance Officer

Place: Kanpur

ICSI Membership No.: F5863

Date: August 20, 2025

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

Particulars	Mr. Sandeep Gupta	Mr. Satish Chandra Mishra	Mr. Shailendra Mohan Gupta	Mr. Arun Anant
DIN	00038410	06643245	00327249	02427545
Date of Birth	September 06, 1964	July 03, 1963	February 17, 1951	August 24, 1964
Age	60 years	62 years	74 years	60 years
Date of first appointment	May 30, 2022	October 30, 2013	September 04, 2008	September 19, 2025, if approved by the members
Area of Expertise	Over 35 years in modernisation and technical aspects and the day to day Operations & Production of Newspaper for the Group	Over 36 years of experience in Newspaper industry, in production, printing and general administration.	Over 46 years of experience in administration, sales and marketing fields in Sugar, Alcohol and Electronics industries.	Over 40 years of experience in providing insights for several domains such as media, advertising, BFSI, consultancy, Consumer Industrial, Consumer & Government.
Qualification	Bachelor's degree in Electrical Engineering from Ohio University and a specialised course in printing technology.	B.E. (Electronics), P.G. Diploma in Human Resource Management and MBA (Major Marketing Management, Minor Operations Management)	Bachelor's degree in Science	Bachelor's degree in Chemical Engineering from IIT (BHU) Varanasi and a Post Graduate degree in Management from IIM Ahmedabad.
Relationship with Directors and Key Managerial Personnel	Brother of Mr. Sanjay Gupta, Whole-time Director of the Company	-	Brother of Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta, Mr. Devendra Mohan Gupta.	-
Remuneration last drawn (per annum) (in ₹ /-)	₹ 124.80 Lakhs	₹ 43.68 Lakhs	N.A.	N.A.
Shareholding in the Company	68,336 Shares	137 Shares	3,83,600 Shares	N.A.
No. of Board meetings attended during FY 2024-25	5 out of 5	5 out of 5	4 out of 5	N.A.
Directorships / partnerships in other bodies corporate in India	SanUtk Enterprises LLP MMI Online Limited Jagran Infotech Limited Om Multimedia Private Limited Merchants Chamber of Uttar Pradesh	-	Jagran Media Network Investment Private Limited Jagran Micro Motors Limited Om Multimedia Private Limited	Cartwheel Creative Consultancy Private Limited Incvalue Advisors Private Limited Gaingyan Services Private Limited Cyber Saathi Foundation Realtime Taxesutra Services Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Member of Risk Management Committee	-	Member of the Nomination & Remuneration Committee	-

NOTICE OF ANNUAL GENERAL MEETING

Particulars	Mr. Sandeep Gupta	Mr. Satish Chandra Mishra	Mr. Shailendra Mohan Gupta	Mr. Arun Anant
Chairman / Member of the committee of other Public Limited Companies in which he / she is a director	-	-	-	-
Name of Listed Entities from which resigned/ ceased in the past three (3) years	None	None	None	None
Terms and conditions of appointment	As per the resolution passed at the 46 th AGM of the Company wherein he was appointed as a Whole time Director of the Company for a period of 5 years w.e.f. May 30, 2022 and is liable to retire by rotation.	Whole-time Director liable to retire by rotation	Appointed by the Members at the 48 th AGM of the Company as a Non-Executive Director liable to retire by rotation.	As per the resolution read with explanatory statement of the accompanying Notice, as Independent Director for a period of 5 years and not liable to retire by rotation.
Remuneration sought to be paid/ drawn	₹ 12 Lakhs per month plus the aggregate monetary value of the perquisites in any year not exceeding one month's salary with effect from 1 st October, 2025, till his remaining tenure as approved by the shareholders.	-	-	Entitled for payment of the sitting fees for the Board Meeting and for all Committee Meetings is ₹ 1,00,000/- and ₹ 25,000/ respectively.