



JAGRAN PRAKASHAN LIMITED

CIN-L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005

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

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

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED, CIN L22219UP1975PLC004147 will be held on, Thursday, the 28th day of September, 2017 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208 025 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To declare dividend of ₹ 3 (Rupees Three) per share for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Devendra Mohan Gupta (DIN- 00226837), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Amit Dixit (DIN- 01798942), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditor of the Company for the period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Deloitte Haskins & Sells, Chartered Accountants, Kolkata (FRN 302009E) be and is hereby appointed as a Statutory Auditor of the Company in place of Price Waterhouse Chartered Accountants LLP, Chartered Accountants, New Delhi (FRN 012754N/N500016), for the period of five years to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 46th Annual General Meeting, to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting of the Company, at such remuneration plus other applicable taxes, out of pocket expenses, travelling and other expenses in connection with the audit as the Board of Directors may fix in this behalf.”

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

Place: New Delhi
Date: May 29, 2017

**Amit Jaiswal
Company Secretary**

NOTES:

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

Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies/ Authorized Representatives submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

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

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

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

3. The relevant details and brief resume of Directors who are proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between directors inter-se as required under Regulations, 36(3), 26 (4) and other regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") and Secretarial Standard – 2 on General Meeting issued by The Institute of Company Secretaries of India (ICSI), under Item No.3 and 4 of the Notice, are also annexed as **Annexure A**.
4. The relative Explanatory Statement pursuant to the business under Item No. 5 of the notice is annexed hereto.
5. The route map and prominent landmark of the venue of the ensuing Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting as well as attendance slip and proxy form are annexed to the Notice.
6. The Register of Members and Share Transfer Books shall be closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.
7. The Shareholders of the Company are informed that the amount of dividend which remains unclaimed for the period of 7 years would be transferred to the Investor Education and Protection Fund and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Investor Education and Protection Fund from the Company. However, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed form IEPF-5 available on the website [www.iefp.gov.in](http://www.iepf.gov.in).
8. Shareholders holding Shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited. Shareholders holding Shares in electronic form must send the advice about change in address or bank mandate to their respective Depository Participants and not to the Company or its Share Transfer Agent.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Share Transfer Agent.
10. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members/Proxies/Authorized Representatives are requested to bring their copies to the Meeting.

11. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the Meeting.
12. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose E-mail IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose E-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail address, physical copies of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for 2016-17 will also be available on the company`s corporate website www.jplcorp.in for download. The physical copies of the aforesaid documents will also be available at the Company`s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company`s investor email id: **investor@jagran.com**
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility (Electronic Voting facility) to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 41st Annual General Meeting to be held on Thursday, 28th September, 2017, at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur - 208025.

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

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

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 25 th September, 2017	Upto 5.p.m. (IST) on 27 th September, 2017

During this period , the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being, Friday, 22nd September, 2017 may cast their vote by electronic means in the manner and process set out herein above. The E-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have, casted their vote electronically shall not vote by way of poll, if held at the Meeting.

Instructions and other information relating to E-Voting are as under:

1. **A. In case a Member receives an E-mail from Karvy [for Members whose E-mail IDs are registered with the Company / Depository Participants]:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like Mobile Number, E-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Jagran Prakashan Limited.
- (vii) On the voting page enter the number of Shares (which represents the number of votes) as on the cut-off date i.e., 22nd September, 2017 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at E-mail ID: adesh.tandon11@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO.”

In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 22nd September, 2017, may write to Karvy on E-mail Id: evoting@karvy.com or to Ms. C Shobha Anand, Contact No.040- 67162222, at (Unit: Jagran Prakashan Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose E-mail ID’s are not registered with the Company / Depository Participants]:

- (i) **User ID and Initial Password as provided overleaf.**
- (ii) **Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.**

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 22nd September, 2017.
5. The Board of Directors has appointed Mr. Adesh Tandon, a Practicing Company Secretary, Adesh Tandon & Associates, Kanpur as a Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
6. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report(s) will be available on the corporate website of the Company, www.jplcorp.in and on Karvy's website, <https://evoting.karvy.com> and communication of the same to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

EXPLANATORY STATEMENT

The following explanatory statement sets out all material facts relating to the business mentioned under item No. 5 of the accompanying Notice:

ITEM NO. 5

As per the provision of sub Section (2) of Section 139 of the Companies Act, 2013 read with rules made thereunder, no Listed Company shall appoint an Audit Firm as an Auditor for more than two consecutive terms of five years and an Audit Firm which has completed its term shall not be eligible for re-appointment as an auditor in the same Company for the period of five years from the completion of such terms. Every Listed Company whether existing on or before the commencement of Companies Act, 2013 (i.e. 1st April, 2014) shall comply with the provisions of Companies Act, 2013 within 3 years. Therefore, the term of existing Statutory Auditor, Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), is coming to an end. The Board of Director of the Company have recommended the appointment of Deloitte Haskins & Sells, Chartered Accountants, Kolkata (FRN 302009E), Chartered Accountant as Statutory Auditor of the Company, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 46th Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise.

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

Place: New Delhi
Date: May 29, 2017

**Amit Jaiswal
Company Secretary**

ANNEXURE A

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

Name of Director	Mr. Devendra Mohan Gupta	Mr. Amit Dixit									
DIN	00226837	01798942									
Date of Birth	January 7, 1950	January 26, 1973									
Age	67 Year	44 Year									
Date of First Appointment	September 4, 2008	October 22, 2011									
Area of Expertise	Production, Operations and Management.	Finance and Management.									
Qualification	Graduate in Engineering (Mechanical)	MS (Engineering), MBA and B-tech									
Relationship with Directors and Key Managerial Personnel	Brother of Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Mr. Shailendra Mohan Gupta	-									
Remuneration last Drawn (per annum)	-	-									
Shareholding in the Company	106000	Nil									
No. of Board meetings attended during F.Y.16-17	6 out of 7	5 out of 7									
Directorships in other Companies in India	<ul style="list-style-type: none"> • Jagran Micro Motors Limited • Jagmini Micro Knit Private Limited • Jagran Media Network Investment Private Limited 	<ul style="list-style-type: none"> • NCC Limited • Midday Info Media Limited • S H Kelker and Company Limited • Mphasis Limited • Hindustan Powerprojects Private Limited • Blackstone Advisors India Private Limited • Intelenet Global Services Private Limited • Jagran Media Network Investment Private Limited 									
Chairman / Member of the Committee of the Board of Directors of the Company	None	Member of Audit Committee									
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	None	<table border="1"> <thead> <tr> <th>Name of Companies</th> <th>Member/ Chairman of Audit Committee</th> <th>Member/ Chairman of Nomination and Remuneration Committee</th> </tr> </thead> <tbody> <tr> <td>• NCC Limited</td> <td>Member</td> <td>Member</td> </tr> <tr> <td>• Mphasis Limited</td> <td>Member</td> <td>Member</td> </tr> </tbody> </table>	Name of Companies	Member/ Chairman of Audit Committee	Member/ Chairman of Nomination and Remuneration Committee	• NCC Limited	Member	Member	• Mphasis Limited	Member	Member
Name of Companies	Member/ Chairman of Audit Committee	Member/ Chairman of Nomination and Remuneration Committee									
• NCC Limited	Member	Member									
• Mphasis Limited	Member	Member									

Notes:

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

ROUTE MAP TO THE AGM VENUE



 **Jalsa Banquet Hall**
Kanpur, Uttar Pradesh



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ATTENDANCE SLIP

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

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

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

.....

I hereby record my presence at the **41st ANNUAL GENERAL MEETING** of the Company held on Thursday, 28th September 2017 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208 025.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

Notes:

1) Please sign this attendance slip and hand it over at the Attendance Verification Counter at the AGM venue.



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

PROXY FORM

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

Name of the member(s):	Folio No.
Registered address:	Folio No/*Client Id:
E-mail ID:	*DP Id:

*Applicable for investors holding shares in electronic form.

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41st Annual General Meeting** of the Company, to be held on Thursday, 28th September, 2017 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh-208 025 and at any adjournment thereof in respect to such resolutions as are indicated below:

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

Resolution	For	Against
1. Consideration and adoption of Standalone and Consolidated Audited Balance Sheet, Statement of Profit and Loss with the Report of Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.		
2. To declare Dividend of ₹ 3 (Rupees Three) per Share for the Financial Year ended 31 st March, 2017.		
3. Re-appointment of Mr. Devendra Mohan Gupta (DIN- 00226837) as a Director who retires by rotation.		
4. Re-appointment of Mr. Amit Dixit (DIN- 01798942) as a Director who retires by rotation.		
5. Appointment of Auditors and fixing their remuneration.		

Signed this day of 2017

Signature of shareholder

Affix ₹ 1 Revenue Stamp Here

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

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