



## JAGRAN PRAKASHAN LIMITED

CIN-L22219UP1975PLC004147

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

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

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

### NOTICE

**NOTICE** is hereby given that the **43<sup>rd</sup> Annual General Meeting** of the Members of JAGRAN PRAKASHAN LIMITED, CIN-L22219UP1975PLC004147 will be held on, **Friday, the 27<sup>th</sup> day of September, 2019** at **12:30 P.M.** at **Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025** to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
2. To declare a dividend of ₹ 3.5/- per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2019.
3. To appoint a Director in place of **Mr. Sunil Gupta (DIN- 00317228)**, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr. Satish Chandra Mishra (DIN- 06643245)**, who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company:**

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

**“RESOLVED THAT** subject to and in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and as per the Articles of Association of the Company consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Satish Chandra Mishra (DIN: 06643245)**, as Whole-time Director of the Company for a further period of three (3) years with effect from January 01, 2019 on the following terms and conditions:

- (i) **SALARY:** Within a Salary scale of ₹ 2,00,000/- to ₹ 3,00,000/- per month.

- (ii) **PERQUISITES AND ALLOWANCES:** The Whole-time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceeding ₹ 6,00,000/-.

#### EXPLANATION:

- a. “Family” here means the spouse, dependent children and dependent parents of the Whole-time Director.
- b. For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable. 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.
- c. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

- (iii) **OVERALL REMUNERATION:** The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Whole-time Director from time to time which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time.

- (iv) **MINIMUM REMUNERATION:** Where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with Sections 196 and 197 of the Companies Act, 2013.

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

**6. Re-appointment of Mr. Anuj Puri (DIN- 00048386) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Anuj Puri (DIN- 00048386)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 30, 2014 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second 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 2024, 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. Re-appointment of Mr. Dilip Cherian (DIN- 00322763) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Dilip Cherian (DIN- 00322763)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 30, 2014 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second 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 2024, 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.”

**8. Re-appointment of Mr. Jayant Davar (DIN- 00100801) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Jayant Davar (DIN- 00100801)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 30, 2014 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second 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 2024, 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.”

**9. Re-Appointment of Mr. Ravi Sardana (DIN- 06938773) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Ravi Sardana (DIN- 06938773)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 30, 2014 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to

retire by rotation, to hold office for a second 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 2024, 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.”

**10. Re-appointment of Mr. Shashidhar Narain Sinha (DIN-00953796) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Shashidhar Narain Sinha (DIN- 00953796)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 30, 2014 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second 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 2024, 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.”

**11. Appointment of Mr. Shailendra Swarup (DIN- 00167799) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Shailendra Swarup (DIN- 00167799)**, who is eligible for appointment, be and is hereby appointed as an Independent 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 2024, 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.”

**Registered Office**

Jagran Building, 2, Sarvodaya Nagar  
Kanpur- 208 005  
CIN: L22219UP1975PLC004147  
E-mail: investor@jagran.com  
Website: www.jplcorp.in  
Phone No: +91-512-2216161

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

**Amit Jaiswal**  
Company Secretary and  
Compliance Officer  
FCS No. 5863

Place : New Delhi  
Date : May 29, 2019

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. 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 Member.  

Proxies, in order to be effective must be received at the Company's Registered Office and addressed to the "Secretarial Department" not less than 48 hours before the Meeting. Proxies / Authorized Representatives submitted on behalf of Corporate Members, Societies, Partnership Firms, etc. must be supported by a certified copy of the appropriate resolution passed under Section 113 of the Companies Act, 2013 ("the Act") / authority as applicable, issued on behalf of the nominating organization.
2. The Explanatory Statement pursuant to Section 102 of the Act is annexed hereto.
3. In case of Joint Members attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. The relevant details of Directors as required under Regulations 36(3), 26(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), under Item Nos. 5 to 11 of the Notice, are also annexed herewith as **Annexure-A**.
5. The route map as per the requirement of Secretarial Standard on General Meetings and prominent landmark of the venue of the Meeting as well as Attendance Slip and Proxy Form are annexed to this Notice. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting, as the Annual Report will not be available for distribution at the Meeting.
6. The Register of Members and Share Transfer Books shall be closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the Meeting.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of requests received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested convert their holdings to dematerialized form. Members can contact the Company or the Company's Registrar and Transfer Agent, Karvy Fintech Private Limited ("Karvy") for assistance in this regard.
8. The Members of the Company are informed that the amount of dividend which remains unclaimed for the period of seven (7) years from the date of transfer to the unpaid dividend account would be transferred to the Investor Education and Protection Fund ("IEPF") and the Member(s) would not be able to claim any amount of the dividend so transferred from the Company. However, Members are entitled to claim the same from the IEPF by submitting an online application in the prescribed form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and also on the website of the Company, <https://jplcorp.in/new/Default.aspx>. Those Members who have so far not encashed their dividend warrants may claim or approach the Company for the payment thereof before due date of transfer as the same will be transferred to the IEPF. The details regarding the due dates of transfer are provided in the Report on Corporate Governance, which forms part of the Annual Report.
9. Members holding shares in physical form are requested to intimate any change of address immediately to Karvy. Members holding shares in electronic form must send the intimation about change in address or bank mandate to their respective Depository Participants and not to the Company or Karvy.
10. 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 Karvy.
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 2018-19 including the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail address, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode. Members who have not registered their E-mail addresses so far are requested to register their E-mail address for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Members may also note that the Notice of the 43<sup>rd</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's corporate website, [www.jplcorp.in](http://www.jplcorp.in), for download. The physical copies of the referred to in this Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days, up to the date of the Meeting.

14. 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 Members may also send requests to the Company's investor email id: investor@jagran.com
15. Pursuant to the provisions of Section 108 of the Act 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 43<sup>rd</sup> Annual General Meeting to be held on Friday, the 27<sup>th</sup> day of September, 2019 at 12:30 P.M. at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025.

The Company has engaged the services of Karvy as the authorised agency to provide the remote e-voting facilities.

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

Commencement of remote e-voting	End of remote e-voting
09:00 A.M. (IST) on Tuesday, September 24, 2019	05:00 P.M. (IST) on Thursday, September 26, 2019

**During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being, Saturday, September 21, 2019 may cast their vote by electronic means in the manner and process set out herein above. The remote 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, cast their vote electronically shall not vote by way of poll, if held at the Meeting.**

**Instructions and other information relating to remote 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]:**

- Launch internet browser by typing the URL: <https://evoting.karvy.com>
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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.**

- You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the E-Voting Event Number for Jagran Prakashan Limited.
  - On the voting page enter the number of Shares (which represents the number of votes) as on the cut-off date i.e., Saturday, September 21, 2019 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.
  - Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - 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.
  - You may then cast your vote 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. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - 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, Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, at E-mail ID: [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com). 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 this Notice but on or before the cut-off date i.e. Saturday, September 21, 2019 may write to Karvy on E-mail Id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Ms. C Shobha Anand, Contact No. 040- 67162222,

Fax No. 040-23437551, Toll Free No. 1800-345-4001 at Unit: Jagran Prakashan Limited Karvy Fintech 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 IDs 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 Saturday, September 21, 2019.
5. 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.
6. The results 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 date of the Annual General Meeting 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 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 (NSE), in accordance with the provisions of the Act. The result will also be displayed on the Company's website i.e. [www.jplcorp.in](http://www.jplcorp.in) and on the website of Karvy i.e. <https://evoting.karvy.com>.

## 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:

The Members of the Company had appointed Mr. Satish Chandra Mishra (DIN: 06643245) as a Whole-time Director with effect from January 01, 2014 for a period of five (5) years. His term as a Whole-time Director expired on December 31, 2018. The Board of Directors of the Company ("the Board") at its meeting held on October 31, 2018 has, subject to approval of the Members, re-appointed Mr. Satish Chandra Mishra (DIN: 06643245) as a Whole-time Director of the Company for a further period of three (3) years with effect from January 01, 2019, on such terms and conditions including payment of remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

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

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Satish Chandra Mishra are set out in the resolution at Item No. 5 of the accompanying Notice.

Mr. Mishra heads the production department and is the Occupier under Factories Act, 1948 for the printing centres of the Company. He received his B.E. (Electronics) in 1983, from Madhav Institute of Technology, Gwalior, P.G. Diploma in Human Resource Management from IMT Ghaziabad, in 2006 and MBA (Major-Marketing Management, Minor-Operations Management) from Punjabi School of Management Studies, Punjabi University, Patiala, in 2009. He has over 35 years of experience in newspaper industry.

Further details pursuant to Regulations 36(3) 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 are set out in the Annexure to this Notice.

The Board, after taking into consideration several performance factors, including the performance of Mr. Mishra during his existing tenure, responsibilities and performance targets for the functions under his responsibility and considering the prevalent trend in the industry, recommends the Ordinary Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Satish Chandra Mishra, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

### Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes

the re-appointment of Mr. Anuj Puri (DIN 00048386) as an Independent Director, for a second 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Puri was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting ("AGM") of the Company held on September 30, 2014, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Puri would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). 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.

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

Mr. Puri is Group Chairman of ANAROCK and is widely acknowledged with revolutionizing the real estate sector with his visionary outlook and technology-based solutions thereby being a trusted advisor to developers, occupiers and investors. He holds a Bachelor's degree in Commerce, is an Associate of the Institute of Chartered Accountants of India (New Delhi), Associate of the Chartered Insurance Institute -UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and an Associate of the Insurance Institute of India. Mr. Puri set up ANAROCK Group in 2017 which is now the largest independent residential agency in India with 1,500 staff across 15 offices and significant presence in GCC countries including Dubai and Abu Dhabi. He has held various key positions in the real estate industry including Member of Advisory Committee of Maharashtra Chamber of Housing Industry & Confederation of Real Estate Developers Association of India (MCHI-CREDAI), Member of Young Presidents Organization (YPO), Member of Construction Week India National Advisory Board, Member of Hotelier India Magazine's Advisory Board and Advisory Board Member of CREDAI MCHI Forum for Real Estate Marketing Experience & Innovations. He is also Fellow Member of Royal Institute of Chartered Surveyors.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial

Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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 re-appointment of Mr. Puri as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Puri, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

#### **Item No 7:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Dilip Cherian (DIN- 00322763) as an Independent Director, for a second 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Cherian was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting (“AGM”) of the Company held on September 30, 2014, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Cherian would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). 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.

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

Mr. Cherian holds Bachelor’s and Master’s degree in Economics and is a Chevening Fellow from the London School of Economics. Mr. Cherian is Founder & Consulting Partner of Perfect Relations, South Asia’s leading image management consultancy. He advises CEOs on External Communications, Internal Communications and Public Affairs. Among Mr. Cherian’s other affiliations has been as the National Chair of the International Public Relations Association. He has served on the Governing

Board of Advertising Standards Council of India and on the Board of Advisors at Mudra Institute and the Governing Council of the NID. Mr. Cherian has also spent time on the Apex Committee of Shareholder Grievance of the Ministry of Corporate Affairs. Mr. Cherian serves on the Boards of a number of companies and social organisations.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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 re-appointment of Mr. Cherian as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Cherian, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

#### **Item No. 8:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Jayant Davar (DIN- 00100801) as an Independent Director, for a second 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Davar was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting (“AGM”) of the Company held on September 30, 2014, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Davar would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). 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.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as



an Independent Director and that he is independent of the management of the Company.

Mr. Jayant Davar holds degree of Mechanical Engineer and is also an alumni of Harvard Business School and has been conferred with the distinguished alumnus award by his engineering college. He is the founder, Co-Chairman & Managing Director of Sandhar Technologies Limited. The Company manufactures a diverse range of automotive components. He was the President of Automotive Skills Development Council, Govt. of India, Governing Council Member – Innovation Council, Govt. of Haryana, Governing Council Member – National Testing and R&D Infrastructure Project, Govt. of India, Executive Committee Trustee- Raman Munjal Vidya Mandir and Founder Trustee of Sandhar Foundation. He is also Past President of ACMA & Past Chairman CII Northern Region and is also a member of Advisory Committee of Fraunhofer Gesellschaft, Germany. He was also a nominated member of the Governing Council VLFM Program, National Committee for Public Policy and Affirmative Action & Trade Fairs. Presently, he is on the Boards of several reputed Companies, Training Institutions and Non-Government (social) organisations.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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 re-appointment of Mr. Davar as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Davar, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 8 of the Notice.

#### **Item No. 9:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Ravi Sardana (DIN- 06938773) as an Independent Director, for a second 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Sardana was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting (“AGM”) of the Company held on September 30, 2014, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Sardana would be beneficial to the Company and it would be in the best

interest of the Company that he continues to serve as an Independent Director.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). 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.

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

Mr. Ravi Sardana is a Chartered Accountant and a Chevening Scholar. He has over two decades of experience in investment banking and corporate finance and has contributed to more than a hundred successful transactions. He is currently Executive Vice President in ICICI Securities Limited. Mr. Sardana has worked extensively in the media sector advising companies on advisory and fund raising assignments.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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 re-appointment of Mr. Sardana as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Sardana, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 9 of the Notice.

#### **Item No. 10:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Shashidhar Narain Sinha (DIN- 00953796) as an Independent Director, for a second 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Sinha was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting (“AGM”) of the Company held on September 30, 2014, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Sinha would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). 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.

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

Mr. Shashidhar Narain Sinha – CEO – India, IPG Mediabrands, manages the second largest Media Agency Group that includes Lodestar UM, Initiative Media, Interactive Avenues, Mediabrands, BPN, Reprise, Rapport, Cadreon, Orion, Society & Magna Global in India. The group manages approximately 20% of the overall media spend in the country and is widely recognized for its strategic approach to media solutions across a wide portfolio of over 100 blue chip clients such as – Samsung, Amazon, Amul, Coca-Cola, Johnson & Johnson. Mr. Sinha is also actively involved in various industry bodies such as the Advertising Standards Council of India, the Advertising Agencies Association of India, Audit Bureau of Circulations, The Ad Club, Readership Studies Council of India and chairing the technical committee of the Broadcast Audience Research Council India. He is an alumni of IIT Kanpur and IIM Bangalore where he was conferred the "Most Distinguished Alumni Award". An industry veteran with over 30 years of experience, where he has built a highly awarded team of professionals and organizations that today form the country's leading media network.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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 re-appointment of Mr. Sinha as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Sinha, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 10 of the Notice.

#### **Item No. 11:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Mr. Shailendra Swarup (DIN- 00167799) as an Independent Director, 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 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). 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.

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.

Mr. Shailendra Swarup, aged 74 years, holds a Bachelor's degree in Arts and is also a law graduate. He is a Corporate Lawyer and has also been practicing as an Advocate in the Delhi High Court and the Supreme Court for over 53 years. Mr. Shailendra Swarup is a Director of JK Paper Ltd., Bengal & Assam Company Ltd., Gujarat Fluorochemicals Ltd., The India Thermit Corporation Ltd., Inox Infrastructure Ltd., Vis Legis Consult Pvt. Ltd., Kangaroo Properties and Services Pvt. Ltd. and Dev Valley Devcon Pvt. Ltd. He is also Member of the Audit Committee of Gujarat Fluorochemicals Ltd., The India Thermit Corporation Ltd., and Inox Infrastructure Ltd. He is also a Director of Eros International Plc, and is a member of its Audit Committee.

Mr. Swarup was a Member of the Task Force on Corporate Governance constituted by the Confederation of Indian Industry. He was a member of Ganguly Committee constituted by the Reserve Bank of India in the year 2002 on Corporate Governance of public sector Banks and financial institution with particular emphasis of role of Independent Directors.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in the Annexure to this Notice.

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. Swarup as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Swarup, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 11 of the Notice.

**Annexure-A**

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:

Name of Director	Mr. Sunil Gupta	Mr. Satish Chandra Mishra	Mr. Anuj Puri	Mr. Dilip Cherian
<b>DIN</b>	00317228	06643245	00048386	00322763
<b>Date of Birth</b>	May 27, 1962	July 03, 1963	June 19, 1966	April 10, 1956
<b>Age</b>	57 Years	55 Years	53 Years	63 Years
<b>Date of first appointment</b>	October 01, 1993	July 31, 2013	January 31, 2013	January 31, 2013
<b>Area of Expertise</b>	Experience in Operations and Print Media Industry	Experience in Production and Newspaper Industry.	Experience in multidisciplinary advisory and transactions ranging from real-estate to social development projects.	Advisory on External Communications, Internal Communications and Public Affairs
<b>Qualification</b>	Masters in Commerce	B.E.-Electronics, P.G. Diploma-HRM and MBA-Marketing.	Bachelor's degree in commerce, Associate of the Institute of Chartered Accountants of India, Associate of the Chartered Insurance Institute -UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and Associate of the Insurance Institute of India.	Bachelor's and Master's degree in Economics and is a Chevening Fellow from the London School of Economics.
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None	None	None
<b>Remuneration last drawn (per annum) (in ₹ /-)</b>	26,047,391	2,351,700	Nil	Nil
<b>Shareholding in the Company</b>	Nil	137 shares	Nil	Nil
<b>No. of Board meetings attended during FY18-19</b>	3 out of 6	6 out of 6	3 out of 6	3 out of 6
<b>Directorships / partnerships in other bodies corporate in India</b>	None	None	Music Broadcast Limited, Anarock Investments Advisors Private Limited, Puri Crawford Insurance Surveyors and Loss Assessors India Private Limited, Anarock Property Consultants Private Limited, Amrta Consulting Private Limited, Anarock Group Business Services Private Limited, Embassy Office Parks Management Services Private Limited, HVS Anarock Hotel Advisory Services Private Limited, Anarock Retail Advisors Private Limited, Anarock Capital Advisors Private Limited.	Perfect Relations Private Limited, Accord Public Relations Private Limited, Image Public Relations Private Limited, Imprimis Life PR Private Limited, Perfect PR Communication Services Private Limited, Next Radio Limited, Next Mediaworks Limited, Medialytics Research and Monitoring Private Limited, PR Buzz Private Limited, PR Cims Learning Edge LLP, Bajaj Consumer Care Limited, Syngience Broadcast Ahmedabad Limited.

Name of Director	Mr. Sunil Gupta	Mr. Satish Chandra Mishra	Mr. Anuj Puri	Mr. Dilip Cherian
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	Member- Stakeholders Relationship Committee	None	None	Chairman of Nomination and Remuneration Committee.
<b>Chairman / Member of the committee of other Public Limited Companies in which he / she is a Director</b>	None	None	Music Broadcast Limited- Member- Audit Committee and Nomination and Remuneration Committee Chairman- Corporate Social Responsibility Committee.	Bajaj Consumer Care Limited-Member- Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.
<b>Name of Director</b>	<b>Mr. Shashidhar Narain Sinha</b>	<b>Mr. Jayant Davar</b>	<b>Mr. Ravi Sardana</b>	<b>Mr. Shailendra Swarup</b>
<b>DIN</b>	00953796	00100801	06938773	00167799
<b>Date of Birth</b>	November 03, 1958	October 18, 1961	October 12, 1965	November 20, 1944
<b>Age</b>	61 Years	57 Years	53 Years	74 Years
<b>Date of first appointment</b>	September 04, 2008	September 30, 2014	September 30, 2014	N.A.
<b>Area of Expertise</b>	Digital, Retail and Film Entertainment areas, media, advertising experience	Experience in the auto component sector, corporate governance, Business Management, Information technology	Advisory and fund raising assignments	Senior Advocate practising at the High Court and Supreme Court of India.
<b>Qualification</b>	B.Tech from IIT Kanpur and Post Graduate Diploma in Management from IIM Bangalore.	Degree of Mechanical Engineer and is also an alumni of Harvard Business School	Chartered Accountant and a Chevening Scholar.	LLB
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None	None	None
<b>Remuneration last drawn (per annum) (in ₹ /-)</b>	Nil	Nil	Nil	Nil
<b>Shareholding in the Company</b>	Nil	Nil	Nil	Nil
<b>No. of Board meetings attended during FY18-19</b>	2 out of 6	3 out of 6	5 out of 6	N.A.

Name of Director	Mr. Shashidhar Narain Sinha	Mr. Jayant Davar	Mr. Ravi Sardana	Mr. Shailendra Swarup
<b>Directorships / partnerships in other bodies corporate in India</b>	Mediabrand India Private Limited, FCB Ulka Advertising Private Limited, FCBInterface Communications Private Limited, Reprise Media India Private Limited, Shemaroo Entertainment Limited, Interactive Avenues Private Limited, Midday Infomedia Limited, Initiative Media(India) Private Limited, Rapport Outdoor Advertising Private Limited, Cadreon India Private Limited.	Sandhar Technologies Limited, Sandhar Infosystems Limited, KDB Investments Private Limited, Sandhar Tooling Private Limited, Haridwar Estates Private Limited, Raasaa Retail Private Limited, Sandhar Intelli-Glass Solutions Limited, Sandhar Estates Private Limited, Multiples Private Equity Fund II LLP, Sandhar Amkin Industries Private Limited, Kwangsung Sandhar Technologies Private Limited.	Nil	JK Paper Limited, Bengal & Assam Company Limited, Subros Limited, Gujarat Flurochemicals Limited, Inox Infrastructure Limited, Dev Valley Devcon Private Limited, VIS Legis Consult Private Limited, Kangaroo Properties And Services Private Limited, The India Thermit Corporation Limited, Buransh Healthcare LLP.
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	Nil	Nil	Member-Nomination and Remuneration Committee.	N.A.
<b>Chairman / Member of the committee of other Public Limited Companies in which he / she is a Director</b>	Midday Infomedia Limited- Chairman- Nomination and Remuneration Committee, Member- Audit Committee  Shemaroo Entertainment Limited- Member- Nomination and Remuneration Committee and Stakeholders Relationship Committee.	Sandhar Technologies Limited – Chairman- Corporate Social Responsibility Committee and Share Transfer and Allotment Committee.	Nil	Gujarat Flourochemicals Limited- Member- Audit Committee. Inox Infrastructure Limited- Member- Audit Committee and Nomination and Remuneration Committee. J.K. Paper Limited- Member- Corporate Social Responsibility Committee Subros Limited- Member-Nomination and Remuneration Committee and Risk Management Committee. India Thermit Corporation Ltd.-Member- Audit Committee and Nomination and Remuneration Committee.



## ROUTE MAP TO THE AGM VENUE



 **Jalsaa Banquet Hall**  
Kanpur, Uttar Pradesh







**JAGRAN PRAKASHAN LIMITED**

CIN-L22219UP1975PLC004147

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

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

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

**ATTENDANCE SLIP**

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

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

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

.....

I / We hereby record my / our presence at the **43<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on Friday, the 27<sup>th</sup> day of September, 2019 at 12:30 P.M. at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025.

\*Applicable for investors holding shares in electronic form.

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

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



**JAGRAN PRAKASHAN LIMITED**

CIN-L22219UP1975PLC004147

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

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

Website: www.jplicorp.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 **43<sup>rd</sup> Annual General Meeting** of the Company, to be held on Friday, the 27<sup>th</sup> day of September, 2019 at 12:30 P.M. at Jalsaa Banquet Hall, 4<sup>th</sup> Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025 and at any adjournment thereof in respect to such resolutions as are indicated below:

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

Resolution	For	Against
1. Consideration and adoption of the Standalone and Consolidated Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.		
2. Declaration of a dividend of ₹ 3.5/- per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2019.		
3. Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as a Director who retires by rotation.		
4. Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Director who retires by rotation.		
5. Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company.		
6. Re-appointment of Mr. Anuj Puri (DIN- 00048386) as an Independent Director of the Company.		
7. Re-appointment of Mr. Dilip Cherian (DIN- 00322763) as an Independent Director of the Company.		
8. Re-appointment of Mr. Jayant Davar (DIN- 00100801) as an Independent Director of the Company.		
9. Re-appointment of Mr. Ravi Sardana (DIN- 06938773) as an Independent Director of the Company.		
10. Re-appointment of Mr. Shashidhar Narain Sinha (DIN- 00953796) as an Independent Director of the Company.		
11. Appointment of Mr. Shailendra Swarup (DIN- 00167799) as an Independent Director of the Company.		

Signed this ..... day of ..... 2019

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 Member.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a Member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.