

**DETAILS OF ORIENTATION/FAMILIARIZATION PROGRAMME ON
HIGHLIGHTS ON SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
(AMENDMENT) REGULATIONS, 2018 HELD ON 01.02.2019**

The Company conducted an orientation /familiarization Programme for its independent and other non-independent directors that inter-alia includes the following agenda's:

- A. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in based on recommendation of report of Committee on Corporate Governance and Gap Analysis and its impact on Jagran Prakashan Limited ("JPL").
- B. Key Changes in Prohibition of Insider Trading Regulations, 2015.
- C. Key Changes under Companies Act, 2013 and its impact on JPL.

Purpose & Objective through the Programme was to aware the Board from

A) Key impact of SEBI (LODR) Amendment Regulations, 2018:

1. Board Composition;
2. Limits of Directorship;
3. Remuneration of Directors;
4. Independent Director (ID's);
 - Change in Definition
 - Declaration of Independence for additional eligibility criteria
 - Separate Meeting
 - Familiarization of IDs
 - Roles and Functions
 - Duties including Fiduciary duties
 - Guidelines for professional conduct
5. Committees;
6. Senior Management Personnel;
7. Related Party-Definition and Limit;
8. Financial Results;
9. Other Changes.

B) Key Changes in SEBI, Prohibition of Insider Trading Regulations, 2015:

1. Policy for determination of “legitimate purposes”;
2. Structured digital database;
3. Audit Committee to review the compliances of Insider Trading Regulations;
4. Role of Intermediaries and Fiduciaries;
5. Formulation of written policies in case of leak/suspected leak of UPSI;

C) Key Changes under Companies Act, 2013:

1. Definition of KMP;
2. Compliances in respect of declaration of significant beneficial ownership;
3. Postal Ballot;
4. Declaration and Payment of Dividend;
5. Financial Statement;
6. Qualification of IDs;
7. Meetings of Board;
8. Audit Committee;
9. Disclosure of Interest by Director;
10. Loan to Director.