

## Quarterly Compliance Report on Corporate Governance

**Name of the Company: JAGRAN PRAKASHAN LIMITED**

**Quarter ending on: 31<sup>st</sup> December, 2014**

**BSE SCRIP CODE: 532705**

**NSE SCRIP CODE: JAGRAN**

<b>Particulars</b>	<b>Clause of listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)		-
(A) Composition of Board	49 (IIA)	<b>Yes</b>	-
(B) Independent Directors	49 (IIB)	<b>Yes</b>	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	<b>Yes</b>	-
(D) Other provisions as to Board and Committees	49 (IID)	<b>Yes</b>	-
(E) Code of Conduct	49 (IIE)	<b>Yes</b>	-
(F) Whistle Blower Policy	49 (IIF)	<b>Yes</b>	-
<b>III. Audit Committee</b>	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	<b>Yes</b>	-
(B) Meeting of Audit Committee	49 (IIIB)	<b>Yes</b>	Meeting of Audit Committee held on 29th October, 2014.
(C) Powers of Audit Committee	49 (IIIC)	<b>Yes</b>	-
(D) Role of Audit Committee	49 (IIID)	<b>Yes</b>	-
(E) Review of Information by Audit Committee	49 (IIIE)	<b>Yes</b>	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	<b>Yes</b>	-
<b>V. Subsidiary Companies</b>	49(V)	<b>Yes</b>	-
<b>VI. Risk Management</b>	49 (VI)	<b>Yes</b>	-
<b>VII. Related Party Transactions</b>	49 (VII)	<b>Yes</b>	-
<b>VIII. Disclosures</b>	49 (VIII)	<b>Yes</b>	-

(A) Related party transactions	49(VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-
(C ) Remuneration of Directors	49 (VIIIC)	Yes	Will be complied with in the Annual Report for the Financial year 2014-15
(D) Management	49(VIIID)	Yes	(1) Will be complied with in the Annual Report for the Financial year 2014-15
(E) Shareholders	49(VIIIE)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIIIF)	Yes	N.A. since there are no proceeds from any issues during the reporting period thereof.
IX. CEO/CFO Certification	49(IX)	Yes	Will be complied with in the Annual Report for the Financial year 2014-15
X. Report on Corporate Governance	49(X)	Yes	(A) Will be complied with in the Annual Report for the Financial year 2014-15
XI. Compliance	49(XI)	Yes	Will be complied with in the Annual Report for the Financial year 2014-15

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**For Jagran Prakashan Limited**

**(AMIT JAISWAL)**  
**Company Secretary & Compliance Officer**

