

Jagran Prakashan Limited

**No.1**

**दैनिक जागरण**

Leadership

Dynamism

Opportunity

Teamwork

Diversification

Growth

Progress

ANNUAL REPORT 2008-2009



## **JAGRAN PRAKASHAN LIMITED**

### **BOARD OF DIRECTORS**

Mr. Mahendra Mohan Gupta  
Chairman and Managing Director

Mr. Sanjay Gupta  
Whole Time Director and CEO

Mr. Dharendra Mohan Gupta  
Whole Time Director

Mr. Sunil Gupta  
Whole Time Director

Mr. Shailesh Gupta  
Whole Time Director

Mr. Shailendra Mohan Gupta

Mr. Devendra Mohan Gupta

Mr. Rajendra Kumar Jhunjhunwala

Mr. Shashidhar Narain Sinha

Sir Anthony J.F.O'Reilly

Mr. Anuj Puri

Mr. Bharatji Agrawal

Mr. Gavin K.O'Reilly

Mr. Kishore Biyani

Mr. Naresh Mohan

Mr. Rashid Mirza

Mr. Vijay Tandon

Mr. Vikram Bakshi

Mr. Rahul Gupta  
Alternate Director to Mr. Gavin K.O'Reilly

Mr. Barry David Mc Auliffe  
Alternate Director to Sir Anthony J.F. O'Reilly

### **AUDIT COMMITTEE**

Mr. Vijay Tandon  
Chairman

Mr. Gavin K. O'Reilly

Mr. Kishore Biyani

Mr. Naresh Mohan

Mr. Rajendra Kumar Jhunjhunwala

### **SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE**

Mr. Bharatji Agrawal  
Chairman

Mr. Rashid Mirza

Mr. Sunil Gupta

Mr. Sanjay Gupta

### **REMUNERATION COMMITTEE**

Mr. Naresh Mohan  
Chairman

Mr. Gavin K.O'Reilly

Mr. Kishore Biyani

Mr. Vijay Tandon

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Amit Jaiswal

### **REGISTRAR & SHARE TRANSFER AGENTS**

Karvy Computershare Private Limited  
Plot No.17 to 24,  
Vittal Rao Nagar, Madhapur,  
Hyderabad 500081

### **AUDITORS**

Price Waterhouse, Chartered Accountants  
Building 8, 7th & 8th Floor,  
Tower B, DLF CyberCity,  
Gurgaon 122002

### **BANKERS TO THE COMPANY**

Central Bank of India  
Bank of Baroda  
ICICI Bank Limited  
Allahabad Bank  
State Bank of India  
Union Bank of India  
Oriental Bank of Commerce

### **REGISTERED OFFICE**

Jagran Building  
2 Sarvodaya Nagar  
Kanpur-208005

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Jagran Prakashan Ltd (JPL) is India's leading media and communications group, with its main interests across Newspapers, Outdoor, Internet, Magazines, Below the Line marketing solutions, and Mobile Value Added Services.

### Dainik Jagran

Dainik Jagran is the flagship brand of the company. In today's dynamic media world, where consumers have an unprecedented array of choices, Dainik Jagran stands out as a brand that is the choice of millions of Indians as they start their day. With a readership of 55 mn, it has been the largest read daily of India for the last consecutive 12 rounds of the total Indian Readership Survey (IRS). With 37 editions, Dainik Jagran covers 11 states of India. It has also been declared by the World Association of Newspapers (WAN) as the Largest read daily in the world. Not just the largest read, Dainik Jagran has also been voted as the Most Credible Source of News in a BBC-Reuters survey.

The genesis for Dainik Jagran was in the year 1942. The year when the freedom struggle of India reached its crescendo and found expression in the "Quit India movement". Dainik Jagran was launched during this time with the vision of our founder Shri Puran Chandra Gupta, to "Create a newspaper that would reflect the free voice of the people". This vision was as much a reflection of the time when it was propounded as much as it is relevant to us today. Even as on today, when Dainik Jagran area of operation controls the political destiny of the largest democracy in the world, the vision continues to guide us.

### i-next

i-next, India's fastest growing compact daily in bilingual format, has caught on to the pulse of the Young at Heart. In a very short span of time, it has captured the imagination of people who look out for newer opportunities and seek deeper probes into the more relevant issues of changing India. It now covers 9 prominent cities in 4 states of India. IRS 2009 R1 covered for the first time 6 editions of I next and as per survey the total readership was an impressive 1.3 mn. It distinctly stands apart from its competitor due to its beautiful packaging of news, attractive layout design and the versatility of news & features. These accomplishments have made I next the pulse of today's Youthful India wherever it's present.



### City Plus

City Plus is the Weekly English Tabloid from the group. It is an English News-Information-Entertainment paper with 16 editions from Delhi, NCR, Bangalore and Pune, targeting premium geographic localities. An aesthetically designed all colour newspaper editorially cover a variety of topics from Food, Fashion, Lifestyle, etc. Apart from this, it also has reader interactivity through Contests, Coupons, Puzzles, Quiz, Crossword, Games, Polls, Suggestions.



### Sakhi

Sakhi is a premium women's magazine targeted at upwardly mobile & outgoing women in the upper segment of the socio-economic class. The Sakhi reader retains her cultural values but is contemporary and modern in her outlook. The magazine also highlights the role of women in modern times & helps them in coping with the outside world.



### Jagran Engage

Jagran Engage is the OOH division of JPL which specializes in Out of Home media solutions across India. Jagran Engage covers 900+ towns spread across 370 districts in 27 states. Engage offers comprehensive Out-Of-Home (OOH) solutions to customers through its bouquet of offerings of Hoardings & Billboards, Unique Street Furniture, Transit & Mobile Media besides innovative & ambient to suit specific client requirements.



### Jagran Solutions

Jagran Solutions is the division of JPL that leads work in the Below the Line Marketing Solutions or Experiential Marketing area. Jagran Solutions has been at the forefront of transformation; transforming imagination into realities & ideas into beliefs. Awarded with numerous awards at various national and international platform like PMAA & AIPA, Jagran Solutions specializes in providing versatile, complete and measurable solutions in ensuring an immersive, interactive and experiential integrated marketing plan applicable to activations, corporate events, conventions, product launches, meetings, conferences, exhibitions and contests.



दैनिक जागरण  
Dainik Jagran



### J 9

J9 is the value added services division of JPL which is currently working in the field of mobile value added services & home shopping in an active manner. It has just launched an Online Digital Classified platform (khojle.in). wap.jagran.com J9Mobile also offers Enterprise & Brand solutions via 57272 platform.



### Jagran Pehel

As a responsible corporate citizen, JPL supports a specifically dedicated outfit of Shri Puran Chandra Gupta Smarak Trust, Pehel to discharge its social responsibilities and provide social services such as organizing workshops/seminars to voice different social issues, health camps/roadshows for creating awareness on the social concerns and helping underprivileged masses. Pehel is working with various national and international organizations such as World Bank on various projects to effectively discharge the responsibilities entrusted by the company. The company has also been assisting trusts and societies dedicated to the cause of promoting education, culture, healthcare, etc.



### Jagran International

Jagran International is the international division of JPL responsible for marketing JPL products outside of India. Amongst other things, develops country reports for India, and works with our international associates to develop India Reports in markets like Ireland, UK, South Africa, Australia and New Zealand.



### www.jagran.com

The group foray into the internet space has been through "jagran.com" which is the most visited Hindi news portal in the world. We have entered into a strategic alliance with Yahoo India to launch a co-branded site.



### Jagran Foundation

JPL supports a specially dedicated outfit Shri Puran Chandra Gupta Smarak Trust, Jagran Foundation which undertakes initiatives that would help towards the larger cause of nation building. The first in the series of such initiatives is Jagran Forum – our first step towards "Thought Leadership". The 1st Jagran Forum was on Democracy, Development and Social Inclusion. The 2nd Forum was on "Democracy and Conflict Resolution in Asia". Both were attended by dignitaries from across India and the World including the Prime Minister and Vice President of India have been present at the Jagran Forum.

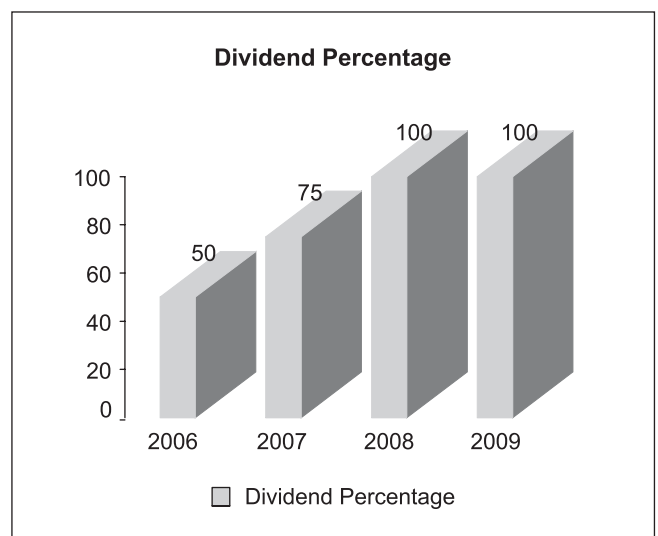
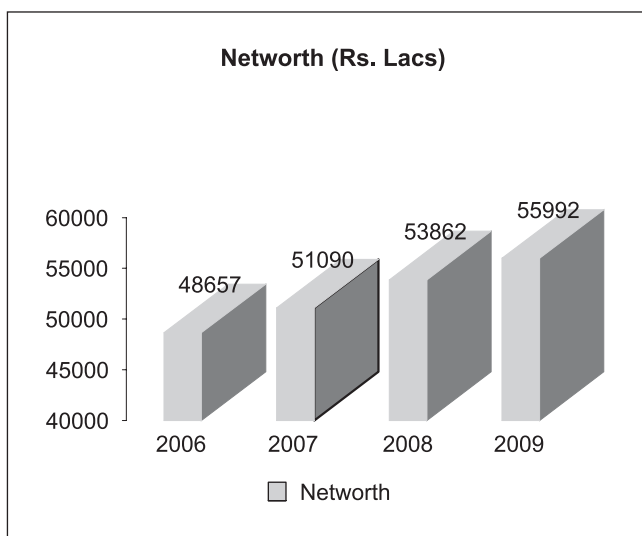
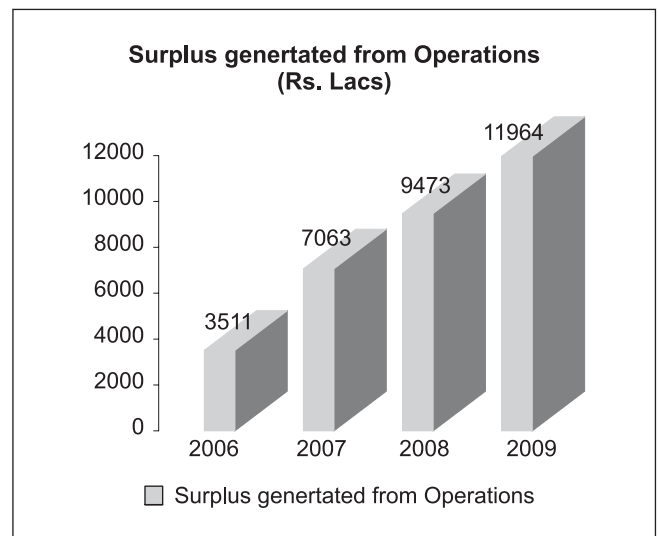
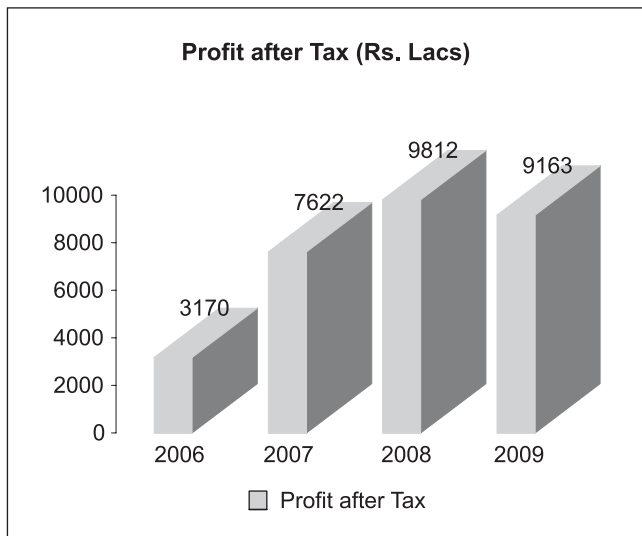
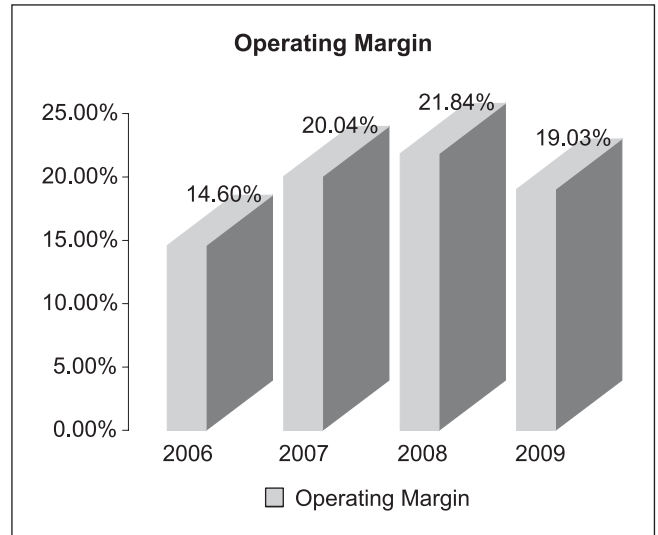
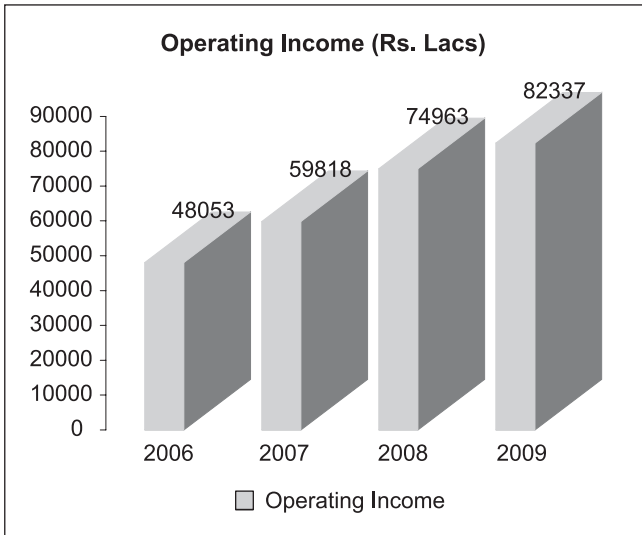


**Jagran Research Centre (JRC)** of JPL was established in May, 1996 as premier multidisciplinary research & consulting organization. JRC has undertaken various projects of key importance ranging from collection of vital market data, organizing strategic planning process for improving customer satisfaction and enhancing competitive advantage.

Over the years Jagran Research Centre has developed various methodologies in the field of Market Research, Consumer research, Perspective Plans, involved in developing databases on socio economic indicators and expertise for consultation.

In the recent time, JRC has evolved into a strategic business unit and is publishing, reference books and magazines. These books include Jagran Yearbooks, Country and statewise statistical databank, Jagran JOSH monthly magazine and others.

**PERFORMANCE HIGHLIGHTS**



## NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED will be held on Friday, the 21st day of August, 2009 at 12:30 P.M. at Ulhaas Banquet Hall, Rave-3, Parwati Bagla Road, Kanpur to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2009 and the Profit & Loss Account for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sir Anthony J.F. O'Reilly, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anuj Puri, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Bharatji Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment.
7. To declare final dividend on Equity shares for the financial year 2008-09.
8. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration:

**"RESOLVED THAT** M/s. Price Waterhouse, Chartered Accountants, the Auditors of the Company, retiring at the conclusion of the Annual General Meeting, being eligible and offering themselves for re-appointment be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company on the remuneration to be decided by the Board of Directors and actual out of pocket expenses."

**BY ORDER OF THE BOARD  
FOR JAGRAN PRAKASHAN LIMITED**

Place: Kanpur  
Date: 16<sup>th</sup> June, 2009

**AMIT JAISWAL  
COMPANY SECRETARY**

## NOTES:

- i. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- ii. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- iii. The Register of Members and Share Transfer Books shall be closed from Friday, 14<sup>th</sup> August, 2009 to Friday, 21<sup>st</sup> August, 2009 (both days inclusive).
- iv. Final dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be payable after 21<sup>st</sup> August, 2009 to those Members whose names appears on the Register of members as on the close of business hours on 13<sup>th</sup> August, 2009.
- v. 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 Agents.
- vi. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
- vii. 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.
- viii. The relevant details of persons seeking re-appointment as Directors under Item Nos. 2 to 6, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges are given in Corporate Governance section of the Annual Report. Members are requested to refer to the Corporate Governance section of the Annual Report.

## DIRECTORS' REPORT TO THE MEMBERS OF JAGRAN PRAKASHAN LIMITED

Dear Shareholders,

Your Directors have the pleasure in presenting the 33<sup>rd</sup> Annual Report and Audited Accounts of the Company for the year ended on March 31, 2009.

### FINANCIAL RESULTS:

The summarized financial performance of the Company for the financial year ended March 31, 2009 as compared to previous year is as under:

PARTICULARS	(Rs. in Lakhs)	
	Year ended March 31, 2009	Year ended March 31, 2008
Sales and Other Income [including increase/(decrease) in stock]	84613.85	77115.25
Total Expenditure	66671.17	58588.25
<b>Profit before Interest, Depreciation, Prior Period Adjustments and Tax (PBIDTA)</b>	<b>17942.7</b>	18527
Less: Interest	590.05	598.45
Less: Depreciation	3832.53	3359.06
<b>Profit before Prior Period Adjustment and Tax</b>	<b>13520.1</b>	14569.49
Less: Prior Period Adjustment (net)	Nil	(5.08)
<b>Profit Before Taxes (PBT)</b>	<b>13520.1</b>	14574.6
Less: Tax Expense	4357.1	4762
<b>Profit for the year (PAT)</b>	<b>9163</b>	9812.57
Add: Balance of Profit brought forward	7494.17	4978.69
<b>Balance available for Appropriation</b>	<b>16657.17</b>	14791.26
<b>Appropriations:</b>		
Transfer to/(from) Debenture Redemption Reserve	Nil	(750)
Transfer to General Reserve	1000	1000
Interim Dividend	Nil	3011.71
Proposed Final Dividend	6023.41	3011.71
Corporate Dividend Tax	1023.68	1023.68
<b>Balance carried to Balance Sheet</b>	<b>8610.08</b>	7494.17

### FINANCIAL HIGHLIGHTS:

During the year under review, the Company recorded an increase in operating revenue of 9.84%, which was contributed by the increases in almost all revenue streams including advertisement revenue, which increased by 10.61 % and circulation revenue which increased by 7.75 % as compared to the previous year. The contribution in the total revenue from Out of Home Advertising, Event Management and Short Message Service (SMS) was Rs.5845 lakhs as against Rs.5602 lakhs, an increase of 4.34% over last year.

Despite growth in total revenue, PBIDTA, PBT, PAT and EPS have decreased from the previous year primarily due to steep

increase in newsprint prices and depreciation in rupee vis-à-vis dollar. In relation to total revenue, PBIDTA decreased from 24.03% to 21.21%, PBT decreased from 18.90 % to 15.98 %, PAT decreased from 12.73 % to 10.83 % and EPS decreased from Rs. 3.26 to Rs. 3.04. Please also refer to Management Discussion and Analysis forming part of this report for the detailed discussions.

### DIVIDEND:

The Board of Directors at their meeting held on June 16th, 2009 has recommended a dividend of Rs.2 per share on 301170585 equity shares of face value of Rs. 2 per share.

The dividend, if approved by the shareholders, will entail an outgo of Rs.7047.09 lakhs towards final dividend payout, including taxes.

The register of members and share transfer books will remain closed from 14<sup>th</sup> August, 2009 to 21<sup>st</sup> August, 2009, both days inclusive. The Annual General meeting has been scheduled for Friday, 21<sup>st</sup> August, 2009.

### FIXED DEPOSITS:

The Company has not accepted any deposit from public/ shareholders in accordance with section 58A of the Companies Act, 1956 and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

### DIRECTORS:

Mr. Shailendra Mohan Gupta, Mr. Devendra Mohan, Mr. R.K. Jhunjunwala and Mr. Shashidhar Narain Sinha were appointed as Non Executive Directors on the Board at the Annual General Meeting held on 4<sup>th</sup> September, 2008.

Since Mr. Devendra Mohan Gupta has been appointed as a Director on the Board at the Annual General Meeting held on 4<sup>th</sup> September, 2008, he has ceased to be alternate director to Mr. Gavin K. O' Reilly. Independent News and Media Investments Limited has nominated Mr. Rahul Gupta as alternate Director of Mr. Gavin K. O' Reilly at the Board Meeting held on 23<sup>rd</sup> October, 2008.

Mr. Sunil Gupta, Sir Anthony J.F. O'Reilly, Mr. Anuj Puri, Mr.. Bharatji Agarwal and Mr. Kishore Biyani are directors liable to retire by rotation and being eligible offer themselves for reappointment, which is as proposed in the Notice of the ensuing Annual General Meeting.

The brief resume of the directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting, nature of his experience in specific functional areas and the names of companies in which they hold directorship and / or membership / chairmanship of the committees of the Board, their shareholdings etc., as stipulated under clause 49 of the listing agreement with the Stock Exchanges, are given in section "Report on Corporate Governance" of the Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Directors confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed except in case of AS-26. The departure has been duly explained by way of Note to Accounts as well as in Report on Corporate Governance.
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009 and of the Profit of the Company for that year;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis.

### AUDITORS:

M/s. Price Waterhouse, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from M/s. Price Waterhouse, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits of section 224(1B) of the Companies Act, 1956, and that they are not disqualified for such appointment within the meaning of section 226 of the Companies Act, 1956.

### AUDITORS' REPORT:

The notes to Accounts referred to in the Auditors' Report adequately explain the Auditors' qualification. Please also refer to Clause 12(iv)(c) of the Report on Corporate Governance forming part of Annual Report.

### CORPORATE GOVERNANCE:

A Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges, forms part of the Annual Report.

Your Company has been in compliance with all the norms of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report on financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is given as a separate statement forming part of the Annual Report.

### CORPORATE SOCIAL RESPONSIBILITY:

As responsible corporate citizen, your Company supports a specifically dedicated organization, Pehel an arm of charitable trust Shri Puran Chandra Gupta Smarak Trust to discharge its social responsibilities and provide social services such as organizing workshops / seminars to promote various

social causes. Pehel is working with various national and international organizations such as World Bank on various projects to effectively discharge the responsibilities entrusted by the Company. The Company has also been assisting trusts and societies dedicated to the cause of promoting education, culture, health care etc. One of the charitable trusts supported by the Company is Shri Puran Chandra Gupta Smarak Trust, which has been promoting education and is currently running three public schools, one degree college, two mass communication institutes and one management institute providing education to nearly 4000 students.

The projects to serve social cause executed by Pehel include campaigns on creation of awareness on diabetes in 96 districts across India in exclusive partnership with World Diabetic Foundation, on female foeticide and sex selection in association with UNFPA, on Rights of women suffering from HIV/AIDS, on land donation for primary schools in association with government of Bihar, on global warming, on AIDS in association with Health Society of Bihar and Jharkhand states, on polio with UNICEF, domestic violence on women in association with Hindustan Unilever Limited and has organized various camps such as flood relief camps in Bihar serving under-privileged. Pehel has been widely recognized for its efforts and has prominently figured in World Diabetic Foundation Annual Review Report 2008.

### STATUTORY INFORMATION:

#### A. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are required to be set out in Annexure to the Directors' Report. However, as per the provisions of section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Members who are interested in obtaining such particulars may write to the Company Secretary of the Company at its Registered Office.

#### B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

##### a) Conservation of Energy

Although the operations of the Company are not energy intensive, steps are being taken to conserve energy in all possible ways. The details relating to Disclosure of Particulars with respect to conservation of energy in Form A to the Rules are not applicable to the printing and publication Industry.

##### b) Technology Absorption

The Company has not imported any specific technology for its printing and publication operations, although it has advanced technology printing machines, which are handled by the Company's in-house technical team.

**c) Foreign Exchange Earnings and Outgo**

The details of earnings and outgo in foreign exchange are as under:

(Rs. in Lakhs)		
	Year ended March 31, 2009	Year ended March 31, 2008
<b>Foreign exchange earned</b>		
Advertisement	22.11	40.27
Total	<u>22.11</u>	<u>40.27</u>
<b>Foreign exchange outgo</b>		
i. Import of Raw Materials	6003.08	7387.38
ii. Import of stores and spares	376.59	486.51
iii. Import of Capital goods	1654.97	1007.27
iv. Travelling Expenses	82.96	66.66
v. Interest on Term loan	128.08	79.16
vi. Other Expenses	21.94	59.72
Total	<u>8267.62</u>	<u>9086.70</u>

During the year, the Company has appointed a retainer to increase and explore the possibility of generating additional revenue from European market.

**ACKNOWLEDGMENTS:**

Your Directors would like to express their sincere appreciation of the cooperation and assistance received from the Authorities, Readers, Hawkers, Advertisers, Advertising Agencies, Bankers, Credit Rating Agencies, Stock Exchanges, Registrar and Share Transfer Agents, Associates as well as our Shareholders at large during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment, abilities and hard work of all executives, officers and staff who enabled Company to deliver even in the difficult economic conditions.

**FOR AND ON BEHALF OF THE BOARD**

**MAHENDRA MOHAN GUPTA**

Chairman And Managing Director

Place: Kanpur

Date: 16<sup>th</sup> June , 2009

## REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, Jagran Prakashan Limited (JPL) endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations fully realizing at the same time social responsibilities. The Company's focus on Corporate Governance is reflected in following:

- Composition, size and functioning of and disclosures to the Board of Directors and various Committees of the Board.
- Board's commitment to discharge duties and responsibilities entrusted upon them by the Statute and to live up to the expectations of stakeholders of the Company and public at large.
- Strong value systems and ethical business conduct.
- Sound internal control and internal audit system.

- Transparency, accountability, social responsibility and ethics in all its operations.
- Putting in place the Code of Conduct for all the members of Board and team of senior management personnels.
- Efforts for prompt redressal of investors' grievances.
- Appropriate delegation of authority responsibility, monitoring of performance and collective decision making involving senior management team in all key decisions.
- Automated seamless integrated work flow to ensure consistency and timely flow of information.

### 2. BOARD OF DIRECTORS:

According to Clause 49 of the Listing Agreement, if the Chairman is Executive, at least half of the Board should consist of independent Directors. Your Board consists of Eighteen Directors. Thirteen Directors are non-executive and out of these thirteen, nine are independent, constituting 50% of total size of Board.

The Board comprises of directors of repute, who are experienced businessmen, professionals and executives. The executive Directors include senior directors commanding respect in the industry for their valuable experience and contribution and the young directors, who too have more than a decade and half experience of the industry and are committed to establish in the Company good Corporate Governance standards. They look after their areas of responsibilities independently and seek guidance from the Chairman and Managing Director in all critical matters. JPL's management team endeavors to adhere to the directions of the Board.

### 3. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF:

Sl. No.	Name	Position	No. of Board Meeting attended during the year	Whether attended last AGM	Relationship with other Directors	Share-holding in the Company in Number & Percentage
1	Mr. Mahendra Mohan Gupta	Promoter, Executive/Non Independent Director, Chairman and Managing Director and Managing Editor	5	Yes	Brother of Mr. Dharendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Shailendra Mohan Gupta and Father of Mr. Shailesh Gupta	18211927; 6.05%
2	Mr. Sanjay Gupta	Promoter, Executive/ Non Independent Director, CEO and Editor	5	Yes	-	10697560; 3.55%
3	Mr. Dharendra Mohan Gupta	Promoter, Executive/ Non Independent Director	3	No	Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Shailendra Mohan Gupta	18146355; 6.03%
4	Mr. Sunil Gupta	Executive/ Non Independent Director	3	Yes	-	3565845; 1.18%
5	Mr. Shailesh Gupta	Executive/ Non Independent Director	5	Yes	Son of Mr. Mahendra Mohan Gupta	5348790; 1.78%
6.	Mr. Shailendra Mohan Gupta	Non Executive/ Promoter Director	1	NA	Brother of Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Mr. Devendra Mohan Gupta	18146355; 6.03%

<i>Sl. No.</i>	<i>Name</i>	<i>Position</i>	<i>No. of Board Meeting attended during the year</i>	<i>Whether attended last AGM</i>	<i>Relationship with other Directors</i>	<i>Share-holding in the Company in Number &amp; Percentage</i>
7.	Mr.Devendra Mohan Gupta	Non Executive/ Promoter Director	4	No	Brother of Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Mr. Shailendra Mohan Gupta	18146355; 6.03%
8.	Mr.Rajendra Kumar Jhunjhunwala	Non Executive/ Independent Director	2	NA	-	375; .0001%
9.	Mr. Shashidhar Narain Sinha	Non Executive/ Independent Director	1	NA	-	Nil
10	Sir Anthony J.F. O'Reilly	Non Executive /Non Independent Director	-	No	Father of Mr. Gavin K. O' Reilly	Nil
11.	Mr. Gavin K. O'Reilly	Non Executive /Non Independent Director	1	No	Son of Sir Anthony J.F. O' Reilly	Nil
12.	Mr. Anuj Puri	Non Executive/ Independent Director	-	No	-	Nil
13.	Mr. Bharatji Agrawal	Non Executive/ Independent Director	1	Yes	-	Nil
14.	Mr. Kishore Biyani	Non Executive/ Independent Director	-	No	-	Nil
15.	Mr. Naresh Mohan	Non Executive/ Independent Director	5	No	-	Nil
16.	Mr. Rashid Mirza	Non Executive/ Independent Director	2	No	-	Nil
17.	Mr. Vijay Tandon	Non Executive/ Independent Director	5	Yes	-	Nil
18.	Mr. Vikram Bakshi	Non Executive/ Independent Director	1	No	-	Nil
19.	Mr. Rahul Gupta	Non Executive/ Non Independent Director and Alternate Director to Mr. Gavin K O'Reilly	1	NA	Son of Mr. Devendra Mohan Gupta	3565865; 1.18%
20.	Mr. Barry Mcauliffe	Non Executive/ Non Independent Director and Alternate Director to Sir Anthony J.F. O'Reilly	2	No	-	Nil

**Note:** Relationship with other Directors means 'Relative' of other Directors as defined u/s 2(41) and Section 6 of the Companies Act, 1956 , read with Schedule 1A of the Act.

Mr. Shailendra Mohan Gupta, Mr. Devendra Mohan, Mr. R.K. Jhunjhunwala and Mr. Shashidhar Narain Sinha were appointed as Non Executive Directors on the Board at the Annual General Meeting held on 4<sup>th</sup> September, 2008.

Since Mr. Devendra Mohan Gupta has been appointed as a Director on the Board at the Annual General Meeting held on 4<sup>th</sup> September, 2008, he has ceased to be alternate director to Mr. Gavin K. O' Reilly. Independent News and Media Investments Limited has nominated Mr. Rahul Gupta as alternate Director of Mr. Gavin K. O' Reilly at the Board Meeting held on 23<sup>rd</sup> October, 2008.

Mr.Sunil Gupta, Sir Anthony J.F. O'Reilly, Mr. Anuj Puri, Mr.Bharatji Agarwal and Mr. Kishore Biyani are directors liable to retire by rotation and being eligible offer themselves for reappointment.

## JAGRAN PRAKASHAN LIMITED

### 4. OUTSIDE DIRECTORSHIPS AND MEMBERSHIP OF BOARD COMMITTEES:

Sl. No.	Name	Number and Name of Directorships in other Public Companies.	No. of Committee position held in other Companies	
			Chairman	Member
1	Mr. Mahendra Mohan Gupta	Jagran 18 Publications Limited Kanchan Properties Limited	None	None
2	Mr. Sanjay Gupta	MMI Online Limited	None	None
3	Mr. Dharendra Mohan Gupta	None	None	None
4	Mr. Sunil Gupta	None	None	None
5	Mr. Shailesh Gupta	MMI Online Limited	None	None
6	Mr. Devendra Mohan Gupta	SPFL Securities Limited Kanchan Properties Limited	None	None
7	Mr. Shailendra Mohan Gupta	Kanchan Properties Limited	None	None
8	Mr. R.K. Jhunjunwala	Motilal Padampat Udyog Limited M.P. Chini Industries Limited Moti International Limited	None	None
9	Mr. Shashidhar Narain Sinha	None	None	None
10	Sir Anthony J.F. O'Reilly	None	None	None
11	Mr. Gavin K. O'Reilly	None	None	None
12.	Kishore Biyani	Pantaloon Retail (India) Ltd. Kumar Housing & Land Development Limited Home Solutions Retail (India) Ltd. Galaxy Entertainment Corporation Ltd Future Capital Holding Ltd. Future Brands Ltd Future Generali India Life Insurance Company Ltd. Future Generali India Insurance Company Ltd. Future Media(I) Limited Future Venture (I) Limited	None	Future Capital Holdings Limited Future Ventures India Limited Home Solutions Retail (India) Limited
13	Mr. Vijay Tandon	None	None	None
14	Mr. Anuj Puri	None	None	None
15	Mr. Bharatji Agrawal	None	None	None
16	Mr. Naresh Mohan	The Statesman Ltd. Jagran 18 Publications Limited	None	None
17	Mr. Rashid Mirza	Mirza International Ltd. Mirza (UK) Limited	None	None
18	Mr. Vikram Bakshi	Ascot Hotels & Resort Ltd. PVR Ltd. Arabian Sea Resorts Ltd. K. K. Ropeways Ltd.	None	PVR Limited
19	Mr. Barry McAuliffe	None	None	None
20	Mr. Rahul Gupta	Shri Puran Multimedia Limited	None	None

- Notes**
- 1) Directorship held by Directors in other companies does not include alternate directorships, directorships in foreign companies, Section 25 and private limited companies.
  - 2) In accordance with Clause 49, Chairmanships/Memberships only in Audit Committee & Shareholders Grievance Committee of public limited companies have been considered for committee positions.
  - 3) None of the directors is a member in more than 10 committees and is not a Chairman in more than 5 committees across the Companies in which he is a director.

## 5. BRIEF PROFILE OF THE DIRECTORS:

**Mr. Mahendra Mohan Gupta (68 years)** is the Chairman and Managing Director of our Company and also holds the position of Managing Editor of Dainik Jagran. He holds a bachelor's degree in commerce. Mr. Gupta has more than 48 years of experience in the print media industry. Mr. Gupta has held various key positions in the industry including being the Chairman of United News of India ("UNI"), President of The Indian Newspaper Society ("INS"), President of Indian Languages Newspaper Association ("ILNA"), Council Member of Audit Bureau of Circulations, Member of Press Council of India and Member of Film Censor Board of India, Member of the Board of Press Trust of India (PTI) besides holding senior honorary positions in various social and cultural organizations.

Mr. Gupta is also Member of Parliament (Rajya Sabha) and presently Member on the Board of PTI, INS and Merchants' Chambers of Uttar Pradesh. His work for the cause of society, Indian trade and industry in general and newspaper industry in particular has been recognized by various social, cultural and professional bodies in India. For excellence in Hindi newspaper, he has been honoured with 'Indira Gandhi Priyadarshni Award' by All India National Unity Conference, New Delhi. Mr. Gupta also holds the post of Non-Executive Chairman of Rave@Moti Entertainment Private Limited and Jagran18 Publications Limited. He has been a director of our Company since inception and is a nominee of our Promoters.

**Mr. Sanjay Gupta (46 years)** is a whole-time Director and also holds the position of Editor of Dainik Jagran and CEO of our Company. He holds a bachelor's degree in science. Mr. Gupta has more than 26 years of experience in the print media industry. Besides being the Editor of Dainik Jagran and CEO of our Company, he is also responsible for our operations in the northern region comprising of New Delhi, Haryana, Punjab, Himachal Pradesh and Jammu & Kashmir. Mr. Gupta is also a Director of Motilal Nehru Institute of Technology, Allahabad. Mr. Gupta has been a director of our Company since 1993 and is a nominee of our Promoters.

**Mr. Dharendra Mohan Gupta (65 years)** is a whole-time Director. He holds a bachelor's degree in arts. Mr. Gupta has more than 43 years of experience in the print media industry. He is the Director-in-charge of our operations in the western regions of Uttar Pradesh and Uttaranchal. Mr. Gupta has been a director of our Company since inception and is a nominee of our Promoters.

**Mr. Sunil Gupta (47 years)** is a whole-time Director. He holds a bachelor's and a master's degree in commerce. Mr. Gupta has more than 26 years of experience in the print media industry. He is in charge of our operations in Bihar, Jharkhand and parts of eastern Uttar Pradesh. Mr. Gupta has been a director of our Company since 1993 and is a nominee of our Promoters.

**Mr. Shailesh Gupta (40 years)** is a whole-time Director of our Company. He holds a bachelor's degree in commerce. Mr. Gupta has more than 19 years of

experience in the print media industry. He is Member of Council of Audit Bureau of Circulations, The Indian Newspaper Society and heads our advertisement and marketing department. Mr. Gupta has been a director of our Company since 1994 and is a nominee of our Promoters.

**Sir Anthony J. F. O'Reilly (72years)** is a non-executive Director. Sir Anthony was educated in Ireland at Dublin's Belvedere College, University College Dublin (UCD) and at the Incorporated Law Society of Ireland. He is an honors graduate in civil law, a solicitor and has completed a doctorate degree in agricultural marketing from the University of Bradford, England. Sir Anthony was the Chairman and President of HJ Heinz Company and a member of the board of the New York Stock Exchange, Banker Trust, General Electric Plc, Ericom Group Plc, Washington Post and Mobil Oil Inc. He has been a director of Independent News & Media Plc. since 1973, became the Executive Chairman in 2000 and Chief Executive in 2004. He has since vacated the position of Chief Executive. Sir Anthony joined our Board on July 25, 2005 as a nominee of Independent News & Media Investments Limited.

**Mr. Gavin K. O'Reilly (42 years)** is a non-executive Director. He holds a bachelor's degree in science from Georgetown University Business School, Washington D.C. He has been a Director of Independent News & Media Plc. since 1997 and is now the Chief Executive Officer of Independent News & Media Plc. Mr. O'Reilly is the President of the World Association of Newspapers and Chairman of the National Newspapers of Ireland. He serves on the Board of a number of companies including APN News & Media Limited, Australia. Mr. Gavin O'Reilly joined our Board on July 25, 2005 as a nominee of Independent News & Media Investments Limited.

**Mr. Anuj Puri (43 years)** is an independent Director. 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 has over 19 years experience in multi-disciplinary consulting ranging from real estate to social development projects. Specifically in real estate sector, he has expertise in planning and undertaking demand assessment studies, valuation and transactional services including marketing strategies based on technical analysis of real estate markets. His past experience ranges from feasibility studies, program requirement derivation, fund and investor sourcing. Mr. Puri has held various key positions in the industry and is the Member of CII Western Regional Council 2009 - 2010, a Member of National Retail Committee, CII, Member of the Real Estate Committee of FICCI as well as a Fellow of Royal Institute of Chartered Surveyors (FRICS). At present, Mr. Puri is the Chairman & Country Head of Jones Lang LaSalle Meghraj, one of India's largest real estate service providers with operations in 10 cities across India and staff strength of over 3000. Mr. Puri joined our Board on November 18, 2005.

**Mr. Bharat Ji Agrawal (66 years)** is an independent Director. He holds a bachelor's degree in science and a bachelor's degree in law. Mr. Agrawal has been practicing as an advocate for about 46 years. Mr. Agrawal has been designated as Senior Advocate by the High Court, Allahabad in 1997 and has been appointed as the Senior Standing Counsel of the Income Tax Department in the High Court at Allahabad. He has been the Chairman and the Vice Chairman of U.P. Bar Council and has been nominated as National President of All India Federation of Tax Practitioners. He has addressed various Tax Conferences abroad in London and USA apart from being a regular Faculty Member of Madras Chamber of Commerce and Industry, Chennai. Mr. Agrawal has been awarded 'SUMMAN' by the Income Tax Department in fiscal 1997. In addition, Mr. Agrawal holds various senior honorary positions in various social and cultural organizations. Mr. Agrawal joined our Board on November 18, 2005.

**Mr. Kishore Biyani (48 years)** is an independent Director. He holds a bachelor's degree in commerce and a post graduate degree in marketing. Mr. Biyani is the Group CEO of Future Group and is the Founder and Managing Director of Pantaloon Retail (India) Limited. Pantaloon Retail (India) Limited is India's leading retail company that operates chains like Pantaloons, Big Bazaar, Food Bazaar, Central, among other formats. He has over two decades of entrepreneurial experience in the textile and retailing industry. Kishore Biyani's contributions to the retail industry have been recognized with several awards including Ernst & Young Entrepreneur of the Year (services) 2006 and CNBC India Business Leadership Awards' First Generation Entrepreneur of the Year 2006.

Kishore Biyani has recently authored his autobiography, "It Happened in India." In addition, he is a Member of the Indian Merchant Chamber, Past Chairman of Confederation of Indian Industry's (CII) National Committee on Retail, President of the Fashion Design Promotion Council (FDPC) set up by the Ministry of Textiles and on the Board of Governors of IIM, Indore. Mr. Biyani joined our Board on November 18, 2005.

**Mr. Naresh Mohan (67 years)** is an independent Director. He holds a bachelor's degree in arts. Mr. Naresh Mohan has more than 45 years of work experience in the print media industry. Prior to retirement in 1998, he worked with The Hindustan Times Limited as Executive President. Subsequently, Mr. Naresh Mohan is engaged in media consultancy. Mr. Naresh Mohan has held various key positions in the print media industry including being the President of Indian Newspaper Society, Chairman of United News of India, Chairman of Audit Bureau of Circulations and Member of Press Council of India. Mr. Naresh Mohan is presently the member of the Executive Committee of The Indian Newspaper Society and the Director of Jagran 18 Publications Limited and The Statesman Limited. Mr. Mohan joined our Board on November 18, 2005.

**Mr. Rashid Mirza (53 years)** is an independent Director. He holds a diploma in leather technology from Leather Sellers College, London and served with various leather companies in the U.K. Upon his return to India, he joined his family business. In 1979, he along with his father promoted Mirza International Limited. He is having a vast experience of more than 33 years in the leather industry. Mr. Mirza is presently the Managing Director of Mirza International Limited and also in the Board of some group companies in India and abroad. Mr. Mirza joined our Board on November 18, 2005.

**Mr. Vijay Tandon (64 years)** is an independent Director. He graduated from the University of Delhi. Mr. Tandon is a chartered accountant and fellow of the Institute of Chartered Accountants of India. After qualifying as a chartered accountant in 1969, Mr. Tandon worked with Thakur, Vaidyanath Aiyar & Co., a leading firm of Chartered Accountants in New Delhi and was a partner of the firm between 1980 and 1999. As a chartered accountant and financial management consultant, with over 32 years of professional experience in various capacities, Mr. Tandon has been associated with number of private and public sector companies and banks in the capacity of auditor. Mr. Tandon has extensive knowledge of the corporate laws and was heading the Corporate Division of Thakur Vaidyanath Aiyar & Co. Mr. Tandon has been associated with print media industry in various capacities, as publisher auditor, auditor representing the Audit Bureau of Circulations and as director in Associated Journals Limited (National Herald Group of Publications). Also, as a management consultant, Mr. Tandon has been associated with a number of consulting services in diverse sectors of economy, industry and public utilities funded by the Asian Development Bank, the World Bank and Department of International Development, UK in India as well as South & Central Asia. Presently, Mr. Tandon is Principal Consultant with GHK Consulting Limited a UK-based development consultant. Mr. Tandon joined our Board on November 18, 2005.

**Mr. Vikram Bakshi (54 years)** is an independent Director. He holds a bachelor's degree in science. Mr. Bakshi has extensive experience spanning 27 years in real estate, hospitality and retail. As the Managing Director, Connaught Plaza Restaurants Pvt. Ltd. & JV Partner of McDonald's India, a Joint Venture with McDonald's Corporation of USA, Mr. Bakshi has established McDonald's as the industry leader in the Food Services Sector. Mr. Bakshi was nominated by Images Retail Forum for "Retail Face of the Year Award 2004 & 2005. He was also nominated by ET under the category of "Entrepreneur of the year" for the Economic Times awards 2004 & 2005. He was conferred for his contribution towards 5<sup>th</sup> International Franchise and Retail show-07 by Franchise India. Recently he has been recognized as "The Most Admired Food Professional of the Year" at the Golden Spoon Awards 2008-The Images Award for excellence in food retailing.

Mr. Bakshi's role in institutional work includes, among others, being President, National Restaurant Association of India (NRAI) 2006-2008, the Chairman, Sub-Committee

on Tourism (Northern Region), Chairman, CII 2004-2006, National Committee on Retailing, Chairman, CII Delhi State Council, Vice-President of the Hotel & Restaurant Association of Northern India, Chairman, CII Northern Region Committee on Retailing, Member Delhi State Council for Rights to Information with the Government of National Capital Territory of Delhi, Administrative Reforms Department, Council Member of CII Northern Region & National Council and member, FHRAI and FICCI. Mr. Bakshi joined our Board on November 18, 2005.

**Devendra Mohan Gupta (59 years)** is a non-executive Director. He holds a bachelor's degree in Engineering (Mechanical). Mr. Gupta has more than 14 years of experience in handling Product Design, Research & Development, Production, Purchase & Sales (Domestic & Overseas). He is pioneer in introducing D.C. Micro Motors technology in the country and Indian Standard Institution (I.S.I.), took Mr. Gupta on its Panel in the year 1979 for D.C. Micro Motors. Mr. Gupta has helped I.S.I. for formulating the specifications for D.C. Micro Motors & bringing out its first Standard IS: 9670 in the year 1980. He is the Managing Director of Jagmini Micro Knit Private Limited and Classic Hosiery Private Limited. He is the recipient of Export award of Electronics & Computer Software Export Promotion Council (sponsored by the Ministry of Commerce, Govt. of India), New Delhi for the year 1995-96 from Hon'ble Minister of Commerce. Mr. Gupta has been appointed as the Director of our company in the last Annual General Meeting held on 4th September 2008 and is a nominee of our promoters.

**Mr. Shailendra Mohan Gupta (58 years)** is a non-executive Director. He holds a bachelor's degree in science. He has over 30 years of experience in administration, sales and marketing fields in Sugar alcohol and Electronics industry. He was Joint Managing Director of Jagran Micro Motors Limited and Managing Director of Shakumbari Sugar & Allied Industries Limited. Mr. Shailendra Mohan Gupta has been appointed as the Director of our company in the last Annual General Meeting held on 4th September 2008 and is a nominee of our promoters.

**Mr. R.K. Jhunjunwala (64 years)** is an Independent Director. He holds a bachelor's degree in commerce. He has been managing Sugar Mill, Vanaspati Plant and Steel Foundry since 1964 of Motilal Padampat Udyog Limited. He has been managing the export business of harness and saddlery products in M/s Moti International Limited. In past, he has been the President of Merchant Chamber of U.P., Chairman of the Employers association of Northern India, Vice President of Indian Vanaspati Producers Association, New Delhi and member of the Steel Furnace Association of India, New Delhi. In addition to this, he has also been associated with many philanthropic Associations. Mr. R.K. Jhunjunwala has been appointed as the Director of our company in the last Annual General Meeting held on 4th September 2008.

**Mr. Shashidhar Narain Sinha (51 years)** is an Independent Director. He is the CEO of Lodestar Universal India. A veteran of 26 years experience in media management and development, he has overseen

his agency's recognition as a national "Agency of the Year" twice and "Runner Up" twice in the past five years. At the same time he has driven Lodestar Universal's expansion into the Digital, Retail and Film Entertainment areas which offer unique opportunities in this large and accelerating market. He has worked on large fmcg brands like L'Oreal, Amul and S. C. Johnson. He is actively involved and drives key industry bodies like the Advertising Standards Council of India, AAI's – Indian Broadcasting Federation joint body on industry practices, Audit Bureau of Circulation and the Joint Industry Body set up to monitor TV measurement. Mr. Shashidhar Sinha has been appointed as the Director of our company in the last Annual General Meeting held on 4th September 2008.

**Mr. Barry David Mc Auliffe (32 years)** is a non-executive Director. He is a chartered accountant and holds a bachelor's degree in accounting and finance from Dublin City University. He joined Independent News & Media PLC in January 2008 as Group Operations Finance Manager. Prior to joining Independent News & Media PLC, he worked for PricewaterhouseCoopers and a number of private companies. Mr. Barry Mc Auliffe joined our Board on April 29, 2008 as alternate Director to Sir Anthony J. F. O'Reilly and is a nominee of Independent News & Media Investments Limited.

**Mr. Rahul Gupta (28 years)** is a non-executive Director. He holds a bachelor's degree in Business and Management Studies from University of Bradford, Bradford and a Masters degree in Business Administration from Lancaster University, Lancaster. Mr. Rahul Gupta also holds the Directorship in Shri Puran Multimedia limited. Mr. Gupta joined our Board on 23<sup>rd</sup> October, 2008 as an Alternate Director to Mr. Gavin K. O' Reilly and is a nominee of Independent News & Media Investments Limited.

## 6. BOARD MEETING AND PROCEDURES:

### 6A. Scheduling and selection of Agenda Items for Board meetings

- (i) Minimum four Board meetings are held in each year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All divisions/departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at the Board / Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board/ Committee meetings.
- (iii) The Board has complete access to any information within the Company and with the employee of the Company. The information placed before the Board includes:-
  - 1) Annual operating plans and budgets and any updates.

- 2) Capital budgets and any updates.
  - 3) Quarterly results for the company.
  - 4) Minutes of meetings of Audit committee and other Committees of the board as also resolutions passed by Circulation.
  - 5) The information on recruitment and remuneration of senior management personnel just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
  - 6) Show cause, demand, prosecution notices and penalty notices which are materially important.
  - 7) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
  - 8) Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
  - 9) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
  - 10) Details of any joint venture or collaboration agreement.
  - 11) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
  - 12) Significant labour problems and their proposed solutions and any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
  - 13) Sale of material nature, investments, subsidiaries, assets, which is not in normal course of business.
  - 14) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
  - 15) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- (iv) The Chairman of the Board and the Company Secretary in consultation with other concerned team members of the senior management, finalize the agenda papers for the Board meetings.

### **6B. Board Material distributed in advance**

- (i) Agenda and Notes on Agenda are circulated to the

Directors, in advance. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda.

- (ii) In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance.

### **6C. Recording Minutes of proceedings at Board and Committee meetings**

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board / Committee for their comments.

### **6D. Post Meeting Follow-up Mechanism**

Action taken report on the decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committee for noting by the Board/Committee.

### **6E. Compliance**

The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the Rules issued there under and to the extent feasible, the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

### **6F. Board Meetings**

There were 5 Board meetings held during the financial year 2008-09 on April 29, 2008; June 30, 2008; July 29, 2008; October 23, 2008 and January 28, 2009. The gap between any two Board Meetings did not exceed four months.

Leave of absence was granted to the non-attending directors on their request and noted in the attendance register.

### **6G. Demarcation of Authority and Responsibility between the CMD and CEO:**

The Chairman and Managing Director of Jagran Prakashan Limited is Mr. Mahendra Mohan Gupta and Chief Executive Officer is Mr. Sanjay Gupta. There are clear demarcations of authority and responsibility between the two stated below:

- The Chairman and Managing Director is responsible for all strategic decisions within the guidelines given by the Board and monitoring the Company's performance periodically. His responsibilities also include preparation of business plan, decision on taking new initiatives and representation of the Company in the industry and at various other forums.

As Chairman of the Board, he is also responsible for all Board matters and is the Managing Editor of Dainik Jagran.

- The Chief Executive Officer is responsible for implementation of business plan, formulating corporate strategy, regular monitoring of the operations in addition to day to day affairs. He is also the Editor of Dainik Jagran and is directly responsible for operations in northern region of the country.

**7. BOARD COMMITTEES:**

In terms of Clause 49 of the Listing Agreement, the Board has constituted three committees i.e. Audit Committee, Shareholders/Investors Grievance Committee and Remuneration Committee Further, a Limited Review Committee of Board comprising Mr. Mahendra Mohan Gupta, Chairman and Managing Director, Mr. Sanjay Gupta, Mr. Sunil Gupta, Mr. Shailesh Gupta, Whole Time Directors, Mr. Naresh Mohan and Mr. Rashid Mirza, independent Directors was constituted in the Board Meeting held on July 27, 2007, to take on record the Limited Review Report as per revised clause 41 of the Listing Agreement before it is submitted to the Stock Exchanges. Further, Board has also constituted a sub-committee to open the bank accounts and give all such power of attorney/authorizations as may be needed by the whole time directors and employees to represent the Company before the Governmental authorities etc.

**(A) AUDIT COMMITTEE:**

In compliance with Clause 49 of the Listing Agreement and as per the requirements of Section 292A of the Companies Act, 1956, an Audit Committee has been constituted. The Audit Committee consists of five non-executive directors.

- (i) Composition and attendance in committee meeting during the year:

Name of Committee Members	Position	Meetings held	Meetings attended
Mr. Vijay Tandon	Chairman (Non-Executive and Independent)	5	5
Mr. Gavin K O Reilly	Member (Non-Executive but non Independent)	5	1
Mr. Kishore Biyani	Member (Non-Executive and Independent)	5	-
Mr. Naresh Mohan	Member (Non-Executive and Independent)	5	5
*Mr. R.K. Jhunjunwala	Member (Non-Executive and Independent)	5	1

The Chairman of the Committee was present at the last Annual General Meeting held on 4<sup>th</sup> September, 2008. Mr. Amit Jaiswal is Secretary to the Committee.

The Chief Executive Officer, Chief Financial Officer, Executive President, Senior General Manager are invitees to the said meeting.

The primary objective of the Audit Committee is to monitor and supervise the Company's financial reporting

process with a view to provide accurate, timely and proper disclosures and financial reporting.

\*The Board appointed Mr. R.K. Jhunjunwala as a member of Audit Committee in its meeting held on 23<sup>rd</sup> October, 2008.

(ii) Terms of Reference

The Audit Committee while exercising its functions has powers including but not limited to following:

- To investigate any activity brought to the notice of the Committee.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee performs such additional function as would be assigned to it from time to time by the Board and in particular the following-

- Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommending to the Board, the appointment, reappointment and, if required the replacement or removal of the statutory auditor and fixation of the audit fees.
- Approval of the payment to the statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with management the annual financial statement before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of the clause (2AA) of section 217 of the Companies Act, 1956;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of related party transactions;
  - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, performance

of statutory and internal auditors, and the adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, seniority of the official heading the department, reporting scope and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payments of dividend) and creditors.
- To review the functioning of the Whistle Blower Mechanism, in case the same exists.
- Carrying out such other function as may be entrusted by the Board from time to time.

The information as prescribed under Clause 49 (II) (e) of the Listing Agreement has been reviewed from time to time.

**(B) REMUNERATION COMMITTEE:**

In compliance with Clause 49 of The Listing Agreement, read with Schedule XIII of the Companies Act, 1956, the Remuneration Committee of the Board has been constituted. The Remuneration Committee consists of four non-executive directors:

Name	Position
Mr. Naresh Mohan	Chairman (Non-executive and Independent)
Mr. Gavin K. O'Reilly	Member (Non-executive but non-Independent)
Mr. Kishore Biyani	Member (Non-executive and Independent)
Mr. Vijay Tandon	Member (Non-executive and Independent)

Mr. Amit Jaiswal is Secretary to the Committee.

The terms of reference of the Committee are to determine the company's policy on specific remuneration package for Managing Director and Whole time Directors and any other related matter referred to it by the Board from time to time in addition to recommendation/review of remuneration to the Board.

There was no meeting of the Remuneration Committee during the year as no revision in remuneration was considered.

**Remuneration of Directors:**

**i) Non-Executive Directors Compensation & Disclosures:**

The sitting fees for the each Board Meeting and Audit Committee Meeting are Rs. 3500/- and Rs. 2500/- respectively. Details of sitting fees paid to non-executive directors are as under:

Serial No.	Name	Sitting Fees (Rs.)
1.	Mr. Bharatji Agrawal	3500
2.	Mr. Devendra Mohan Gupta	14000
3.	Mr. Gavin K O'Reilly,	6000
4.	Mr. Naresh Mohan,	30000
5.	Mr. Rashid Mirza	7000
6.	Mr. R.K. Jhunjhunwala	9500
7.	Mr. Shailendra Mohan Gupta	3500
8.	Mr. Shashidhar Narain Sinha	3500
9.	Mr. Vijay Tandon	30000
10.	Mr. Vikram Bakshi	3500
11.	Mr. Barry Mcauliffe	7000
12.	Mr. Rahul Gupta	3500

**ii) Executive Directors:**

Managerial Remuneration of all the Executive Directors during the financial year 2008-09 was paid as per their terms of appointment as approved by the shareholders. The remuneration paid to each director is as follows:-

Name of Directors	Salary (In Rs.)	Value of Perquisites (In Rs.)	Total (In Rs.)
Mr. Mahendra Mohan Gupta	5700000	350562	6050562
Mr. Dharendra Mohan Gupta	5700000	460724	6160724
Mr. Sanjay Gupta	5700000	681036	6381036
Mr. Shailesh Gupta	5700000	258609	5958609
Mr. Sunil Gupta	5700000	421978	6121978

**Note:**

- No bonuses, stock options and pension were paid to the Directors.
- No incentives linked with performance are given to the Directors.
- The Company has no stock option scheme and so no stock options are held by the Executive Directors.
- The term of Executive Directors is for a period of 5 years from the respective date of appointment. The Company does not have any service contract with any of the directors.
- Besides above remuneration, all the Executive Directors are also entitled to Company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

**(C) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:**

In compliance with Clause 49 of the Listing Agreement, the Shareholders/Investors Grievance Committee has been constituted by the Board for a speedy disposal of grievances / complaints relating to shareholders/ investors.

**Composition of Committee:**

Name of Committee Members	Category	Meetings held	Meetings attended
Mr. Bharatji Agrawal	Chairman (Independent/ Non-Executive)	2	1
Mr. Rashid Mirza	Member (Independent / Non-Executive)	2	1
Mr. Sanjay Gupta	Member (Promoter, Non-independent / Executive)	2	2
Mr. Sunil Gupta	Member (Non-independent / Executive)	2	1

Mr Amit Jaiswal, Company Secretary is designated as the compliance officer and secretary /member of the Committee. The committee specifically looks into the redressal of shareholder and investor complaints on matters relating to refund orders, transfer of shares, dematerialization/ rematerialization, sub-division, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. in addition, the committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by our Registrar and Share Transfer Agents (RTA), Karvy Computershare Private Limited, during the year under review; 71 complaints were received from shareholders/ investors and 71 of which were replied/ resolved to the satisfaction of the shareholders/investors.

**8. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:**

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel. This Code is a comprehensive Code applicable to all Directors (Executive as well as Non-Executive) as well as members of Senior Management. The Code lays down, in detail, the standards of business conduct, ethics and governance.

A copy of the Code has been put on the Company's corporate website [www.jplcorp.in](http://www.jplcorp.in)

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them annually. A declaration signed by the Chairman & Managing Director is enclosed herewith.

9. The Company promotes ethical behavior in all its business activities and has put in place mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified person. No personnel has been denied access to the Audit Committee. The Directors and Senior Management are obligated to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practices.

**10. CMD/CEO/CFO CERTIFICATION:**

The CMD/CEO/CFO have certified to the Board, interalia the accuracy of financial statements and adequacy of Internal controls for the financial year as required under clause 49(V) of the Listing Agreement, for the year ended March 31, 2009.

**11. GENERAL BODY MEETINGS**

i) The details of Annual General Meetings held in last 3 years are as under:

Year	Day, Date and Time	Venue
2007-2008	32 <sup>nd</sup> AGM held on Thursday 4 <sup>th</sup> day of September, 2008 at 11.30 A.M.	Ulhaas Banquet Hall, Rave-3, Parwati Bagla Road, Kanpur
2006-2007	31 <sup>st</sup> AGM held on Friday, August 17, 2007 at 12.30 P.M.	Ulhaas Banquet Hall, Rave-3, Parwati Bagla Road, Kanpur
2005-2006	30 <sup>th</sup> AGM held on Friday, September 29, 2006 at 11.30 A.M.	Merchants' Chambers of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208 001

At the 32<sup>nd</sup> Annual General Meeting held on September 4<sup>th</sup>, 2008 the Shareholders passed the Resolutions including five Special Resolutions for the re-appointment of Executive President (Technical), Executive President (Accounts and MIS), Executive President (Operations), Executive President (Commercial) and Executive President (Marketing).

At the 31<sup>st</sup> Annual General Meeting held on August 17, 2007, no special resolution was passed.

At the 30<sup>th</sup> Annual General Meeting held on September 29, 2006, the Shareholders passed the Resolutions including special resolutions for the re-appointment of the Chairman and Managing Director, the Chief Executive Officer and the Whole Time Directors of the Company and for the alteration in the Memorandum and Articles of Association of the Company.

The shareholders unanimously passed all the resolutions including special resolutions, set out in the respective notice. No resolution was put through postal ballot last year as per the provisions of Section 192A of the Companies Act, 1956 and the rules framed there under.

No special resolution on the matters requiring postal ballot is proposed to be placed at the forthcoming Annual General Meeting for shareholders' approval.

## 12. DISCLOSURES:

### i) Disclosures on materially significant related party transactions

There is no significant or material related party transactions that have taken place during the year, which have any potential conflict with the interest of the Company at large. The detailed related party information and transactions have been provided in Notes to Accounts Schedule 17 forming part of Annual Report.

All related party transactions are negotiated at arm's length basis and are only intended to further the interest of the Company.

### ii) Pecuniary Relationship and Transactions of Non-Executive Director with JPL

Independent News & Media PLC is a strategic partner holding 20.80% equity stake in the Company through its Wholly Owned Subsidiary, Independent News & Media Investments Limited (INMIL).

Sir Anthony J.F. O' Reilly, Chief Executive and Mr. Gavin K. O' Reilly, Chief Operating Officer of Independent News & Media PLC representing INMIL, are non-executive directors on our Board.

The Company also pays sitting fees to non-executive directors as detailed in 7(B) above.

### iii) Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

### iv) Non-Mandatory Requirements

The Company has complied with following non-mandatory requirements of Clause 49 of the Listing Agreement.

#### (a) Remuneration Committee:

A sub-committee of Board of Directors named as Remuneration Committee is constituted on November 18, 2005.

#### (b) The Company has a whistle blower mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management. The confidentiality of those reporting violations shall be maintained and

they shall not be subjected to any discriminatory practices.

#### (c) Audit Qualifications:

During the year, there is no qualification (except the one regarding amortization of the Title-Dainik Jagran ("the Title") as contained in previous year's audit report.

In response to a specific query raised to the Expert Advisory Committee ("the Committee") of the Institute of Chartered Accountants of India, the Committee has given its opinion stating that the Title has a finite useful life and accordingly, should be amortised as per in terms of Accounting Standard 26 issued by the Institute of Chartered Accountants of India. With full respect to the aforesaid, the Board believes that the current market value of the Title is still significantly higher than its carrying value and not amortising the Title value does not vitiate the true and fair view of the state of the Company's affairs.

Further, the Council of the Institute of Chartered Accountants of India in its meeting held on July 18-20, 2007, has in-principle accepted the recommendations contained in the Concept Paper on Convergence with the International Financial Reporting Standards (IFRS) including the adoption of the IFRS by the listed entities from the accounting periods beginning on or after April 1, 2011.

Keeping in view the fact that post migration to IFRS, the Company will no longer be required to amortise the Title but will test the same for impairment annually and should there arise a triggering event and the fact that if the Title is amortized now, it may require re-instatement post migration, the Title has not been amortised.

## 13. MEANS OF COMMUNICATION:

The Company regularly intimates and publishes its audited/un-audited results in all the editions of Business Standard (English) and Dainik Jagran (Hindi). Quarterly results were sent to the Stock Exchanges immediately after the Board approved them. The financial results, official releases and other relevant information are regularly and promptly updated on the web site of the Company namely [www.jplcorp.in](http://www.jplcorp.in) and simultaneously posted on Electronic Data Information Filing and Retrieval website namely [www.sebidifar.nic.in](http://www.sebidifar.nic.in). The latter is also accessible through hyperlink from SEBI's official website, [www.sebi.gov.in](http://www.sebi.gov.in).

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, and other important information is circulated to members and others entitled thereto.

**14. GENERAL SHAREHOLDERS INFORMATION:**

**(i) Annual General Meeting**

Date: 21<sup>st</sup> August, 2009  
 Time: 12:30 P.M.  
 Venue: Ulhaas Banquet Hall, Rave-3, Parwati Bagla Road, Kanpur

**(ii) Financial Calendar (tentative):**

Financial year: 1<sup>st</sup> April to 31<sup>st</sup> March

**For the year ended March 31<sup>st</sup>, 2010 interim, results will be announced as follows:**

First Quarter - On or before July 31<sup>st</sup>, 2009  
 Second Quarter - On or before October 31<sup>st</sup>, 2009  
 Third Quarter - On or before January 31<sup>st</sup>, 2010  
 Fourth Quarter - On or before June 30<sup>th</sup>, 2010

**(iii) Book Closure:**

The book closure period is from Friday, 14<sup>th</sup> August, 2009 to Friday, 21<sup>st</sup> August, 2009, inclusive of both days. The same book closure date is also to determine the entitlement of shareholders to receive final dividend for the year ended March 31, 2009, if approved by the shareholders at the ensuing Annual General Meeting.

**(iv) Dividend:**

Final dividend of Rs.2 per equity share of the face value of Rs.2 each i.e. @ 100% on the paid-up equity capital has been recommended by the Board.

**(v) Listing on Stock Exchanges:**

The Company's equity shares are listed and traded from February 22, 2006 on the following Stock Exchanges-

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai (BSE)	532705
National Stock Exchange of India Limited (NSE)	JAGRAN

Annual listing fees for the year 2009-10 has been paid.

The ISIN Number (or demat number) of Jagran Prakashan Limited on both NSDL and CDSL is **INE 199G01027**. The Company has also paid the annual custody fee for the financial year 2009-2010 to both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**(vi) Stock Data:**

Table given below shows the monthly high and low share prices and volumes of Jagran Prakashan Limited at National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited, Mumbai (BSE) for the year ended March 31, 2009.

**Monthly share price data and volumes, NSE/BSE**

MONTH	NSE			BSE		
	High (Rs.)	Low (Rs.)	Volume (No.)	High (Rs.)	Low (Rs.)	Volume (No.)
April 2008	91.15	86.60	2006496	91.65	88.05	4527
May 2008	89.70	78.00	725558	89.75	77.60	3783
June 2008	76.15	67.20	305374	76.50	65.95	2311
July 2008	67.10	59.65	1618955	66.80	60.20	2881
August 2008	73.80	65.45	3071238	73.70	65.25	6195
September 2008	76.20	61.00	1862863	75.55	68.35	3984
October 2008	68.70	51.15	647500	68.35	50.45	2343
November 2008	54.55	42.95	224838	54.05	42.15	1565
December 2008	59.70	47.65	529799	59.20	48.10	2205
January 2009	60.00	44.10	588834	60.00	44.00	2678
February 2009	54.60	45.45	318062	54.70	45.00	1667
March 2009	60.05	45.00	1436323	58.50	45.00	4153

Source: NSE and BSE Websites.

Note: Closing share prices are considered

**(vii) Share price Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty** JPL's share price performance relative to BSE Sensex and NSE Nifty:

Period	Percentage change in			
	JPL (at BSE)	SENSEX	JPL (at NSE)	NIFTY
2008-2009	(35.47)	(37.94)	(35.58)	(36.19)

Source: NSE and BSE Websites

Note: Closing share prices are considered

**(viii) Share transfer system:**

In terms of SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to share registry in terms of both physical and electronic at a single point by its Registrar and Share Transfer Agents, (RTA) i.e., Karvy Computershare Private Limited, whose address is given below:

**Karvy Computershare Private Limited**

Plot No.17 to 24, Vittal Rao Nagar  
 Madhapur, Hyderabad - 500 081.  
 Ph: 040-23420815-28  
 Fax: 040-23420814/23420857  
 E-mail id - [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

## JAGRAN PRAKASHAN LIMITED

**Contact Person:** Mr. P A Varghese,  
General Manager,  
Tel no. 040-23420815 to 820  
Fax No. 040-23420814

Presently, the share transfers which are received in physical form and requests received for dematerialisation/rematerialisation of shares are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Similarly, the processing activities of dematerialisation/rematerialisation requests are normally confirmed within 15 days from the date of their receipt provided the documents are in order in all respects.

Mr. Sunil Gupta, Whole Time Director and Mr. Amit Jaiswal, Company Secretary are severally empowered to approve transfer. The Company obtains from a practicing Company Secretary half yearly certificate of compliance as required under clause 47(c) of the Listing Agreement and files the same with Stock Exchanges.

**(ix) Secretarial Audit for reconciliation of Capital:**

The Securities and Exchange Board of India has directed vide circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital.

The said certificate, duly certified by the Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter and the certificate is also placed before the Board of Directors of the Company.

**(x) Shareholding Pattern:**

Table give below shows the shareholding pattern of Jagran Prakashan Limited as on March 31, 2009.

**a) Distribution of Shareholding by size, as on March 31, 2009:**

Category		Number of Cases	% of Cases	Number of Shares	Amount	% of Amount
From	To					
1	5000	26290	98.85	4301921	8603842.00	1.43
5001	10000	125	0.47	459205	918410.00	0.15
10001	20000	74	0.28	535835	1071670.00	0.18
20001	30000	17	0.06	213510	427020.00	0.07
30001	40000	8	0.03	140061	280122.00	0.05
40001	50000	3	0.01	65067	130134.00	0.02
50001	100000	13	0.05	477075	954150.00	0.16
100001	Above	67	0.25	294977911	589955822.00	97.94
		<b>26597</b>	<b>100.00</b>	<b>301170585</b>	<b>602341170.00</b>	<b>100.00</b>

**b) Categories of Shareholding as on March 31, 2009:**

S/No.	Category	Shares held (No.)	% of holding
1	Promoters and Promoters Group	156963347	52.12
2	Mutual Funds & UTI	35980352	11.95
3	Banks, Financial Institutions, Insurance Companies, Central/ State Gov. Institutions/ Non-governmental Institutions, Venture Capital	3199157	1.06
4	Foreign Institutional Investors (FIIs)	10840130	3.60
5	Private Corporate Bodies	67394434	22.38
6	Indian Public	26724891	8.87
7	NRI/OCBs	17810	0.00
8	Clearing Members	49989	0.02
<b>9.</b>	<b>Trust</b>	475	0.00
	<b>TOTAL</b>	<b>301170585</b>	<b>100.00</b>

**Note:**

- i) 62643480 shares (20.80%) held by Independent News & Media Investments Limited, Ireland, strategic partner of the Company is included in Private Corporate Bodies.
- ii) 21395175 shares (7.10%) held by Ms. Raj Gupta, Ms. Rajni Gupta, Mr. Bharat Gupta, Mr. Rahul Gupta, and Mr. Siddhartha Gupta who are person acting in concert with Promoters are included in Indian Public.

**c) Dematerialization of shares as on March 31, 2009:**

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	955164	0.32
Held in dematerialized form in NSDL	189008315	62.76
Physical form	111207106	36.92
<b>Total</b>	<b>301170585</b>	<b>100.00</b>

The Company's shares are regularly traded on National Stock Exchange of India Limited and Bombay Stock Exchange Limited, in electronic form.

**d) Outstanding GDRs or warrants or any convertible instrument, conversion dates and likely impact on equity:**

Not applicable for Jagran Prakashan Limited.

**e) Investor services:**

The Company under the overall supervision of Mr. Amit Jaiswal, Company Secretary is committed to provide efficient and timely services to its shareholders. The Company has appointed M/s. Karvy Computershare Private Limited as its Registrar and Share Transfer Agents for rendering the entire range of services to the shareholders of the Company in regard to share transfer, refund, rematerialization, dematerialization, change of address, change of mandate, dividend etc.

**f) Nomination:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of all the registered shareholder/s pursuant to the provisions of Section 109A of the Companies Act, 1956. The prescribed form for such nomination can be obtained from the Company. Nomination facility in respect of shares held in electronic form is also available with depository participant (DP) as per the bye-laws and business rules applicable to NSDL and CDSL.

**g) Address for correspondence:**

Investors and shareholders can correspond with

- 1) The Company at the following address:-  
The Company Secretary,  
Jagran Building, 2 Sarvodaya Nagar,  
Kanpur-208 005  
Phone: 0512-2216161-64  
Fax: +91-512-2216972  
E-mail: investor@jagran.com  
E-mail: amitjaiswal@jagran.com  
Website:www.jplcorp.in
- 2) The Registrar and Share Transfer Agents of the Company at –

**Karvy Computershare Pvt Ltd**

Plot no.17 to 24,  
Vittal Rao Nagar,  
Madhapur,  
Hyderabad - 500 081.  
Ph: 040-23420815-28  
Fax: 040-23420814 / 23420857  
E-mail id - einward.ris@karvy.com

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### h) Printing Centers:

S.NO	PLACE	ADDRESS
1	Kanpur	Jagran Building, 2, Sarvodaya Nagar, Kanpur C-12B, Panki Industrial Area, Site No. 1, Kanpur
2	Lucknow	Jagran Building, Gram Anaura Kila, Faizabad Road, Lucknow
3	Gorakhpur	23, Civil Lines, Gorakhpur
4	Varanasi	Plot No. 321, Nadesar, Varanasi
5	Allahabad	7, P.D. Tandon Road, Allahabad
6	Meerut	Bijli Bamba, Mohkampur, Delhi Road, Meerut
7	Dehradun	Plot No. 918/922, Industrial Area, Patel Nagar, Dehradun
8	Agra	Old L.I.C. Building, Jiwani Mandi, Agra
9	Aligarh	Chandra Talkies Bhawan, Agra Road, Aligarh
10	Bareilly	130, Civil Lines, Bareilly
11	Moradabad	Jagran Bhawan, Kanth Road, (Harthala) Moradabad
12	Jalandhar	C-120, Focal Point Extension, G.T. Road, Jalandhar
13	Noida	D 210-211, Sector 63, Noida
14	Hissar	21 Industrial Estate, Hissar
15	Patna	5th Floor, Rashmi Complex, 172/92/11-B/2, Circle No. 243, Kidwai Puri, Patna
16	Ranchi	62, Kokar Industrial Area, Ranchi
17	Dhanbad	Punchsheel Cinema Building, Dhैया, Dhanbad
18	Jamshedpur	Shailendra Singh Complex, Dinna Road, Mango, Distt. East Singbhum, Jamshedpur
19	Bhagalpur	Mahatma Gandhi Road, Bhagalpur
20	Panipat	Plot No. 75, Sector - 29 Huda, Panipat
21	Ludhiana	Plot No. D360, Phase -VIII, Ludhiana
22	Haldwani (Nainital)	Devalchaur, Rampur Road, Haldwani
23	Muzaffarpur	Uma Shanker Marg, Near Pani Tanki, Ramna, Muzaffarpur
24	Jammu	SIDCO Industrial Complex, Bari-Brahmana, Jammu
25	Dharamshala	Mahal Kuthman, Mauza Bandi, Dharamshala Distt. Kangra
26	*Siliguri	Puloke Bhawan, 1st Floor, Burdwan Road, Siliguri
27	**Bhopal	Jagran Bhawan, 33 Press Complex, M.P. Nagar, Bhopal
28	**Rewa	Jagran Bhawan, Gandhi Nagar, Urrahat, Rewa
29	**Indore	Patwari Halka No.26/1, Khasara No.105/3, Gram – Mangliya, Tehsil – Sanwer, Distt. Indore

\* Printing of newspaper has been outsourced.

\*\* Owned by Associate Companies

## DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR

I, Mahendra Mohan Gupta, Chairman and Managing Director of JAGRAN PRAKASHAN LIMITED, hereby confirm pursuant to clause 49(1)(D) of the Listing Agreement, that :

- The Board of Directors of JAGRAN PRAKASHAN LIMITED has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company. The said code of conduct has also been posted in the Investors Relation page in the corporate website of the Company [www.jplcorp.in](http://www.jplcorp.in)
- All the Board members and Senior Management Personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2009.

Place: Kanpur

Date: 16<sup>th</sup> June 2009

Mahendra Mohan Gupta  
Chairman and Managing Director

## MANAGEMENT DISCUSSION AND ANALYSIS

### Forward-Looking Statements:

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar import. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### Overview-Financial Year 2008-09:

The year 2008-09 witnessed a GDP growth of 6.7% (provisional), which is the lowest since 2003. Even if it was lower than the expectations of people from India, it was healthy as compared to others and by no means it was disappointing in the light of global developments and resultant virtual collapse of the global economy that entered into a phase of recession. Even the biggest corporate scam of India, which got unfolded in January 2009 failed to dampen our spirits and India went on to achieve growth of over 6.5%.

This economic slowdown severely hit media companies across the world due to loss of advertisement revenue. Print media companies amongst them were still worse off because besides falling advertisement revenue, they also had to bear unrealistically high newsprint prices and appreciation in dollar. Clearly, these were uncontrollable factors and have threatened the existence of many print media companies, especially those operating on foreign soil.

The positive in this adverse economic environment at least in the context of India was that the efficient managements looked at it as an opportunity to control the cost and to work out more efficient marketing strategies to minimize the adverse impact on functioning and profitability. This phase also brought a change in approach of print media companies resulting in much needed and long awaited increase in cover price, rationalization of page levels and reduction in unnecessary promotional expenses incurred to push the circulation.

Amongst print media companies in India, the companies which have diversified business model and depend more on tier-II and tier-III towns for revenue generation, as we have always believed, had an edge over others and suffered less.

In spite of all odds against it, your company recorded a growth of 9.84% in operating revenue and 10.61% growth in advertisement revenue. It does not include virtually any contribution from so common private treaty arrangements (i.e. barter of advertisement space with property and/or shares), which we are not averse to but would like to do with utmost care within overall pre-decided limit and only if the opportunity is compelling.

The Company could, however, not maintain its profit margins, which marginally fell and would have fallen much sharper had the management not taken effective steps to keep the cost under check and avoid cash losing propositions. In terms of absolute profit, decline was mainly on account of adopting extremely conservative approach with regard to provisioning but for which the Company would have had almost same profit as the previous year. In fact, surplus generated from operations was higher by 26.29% as compared to the previous year. (Also refer to section titled as "Cash flow statement").

We believe that your company is through the difficult times and is gradually coming back on its growth path. We also believe that given its confidence in tier-II and tier-III towns and management's commitment to enhance the value for every stakeholder of the company on an ongoing basis, the company will be better placed than many to live upto the expectations.

Notwithstanding economically difficult business environment and steps taken to control cost, the mother brand Dainik Jagran continued to maintain its numero uno position 12<sup>th</sup> time in a row since 2003 which is a record in itself. Similarly, its other newspaper brands I-next and Cityplus and other businesses i.e. Out of Home advertisement, Event Management and Short Code Messaging Service continued to progress satisfactorily.

Our confidence in Indian economy and various businesses of the company remains high and therefore we did not defer and continued to incur capital expenditure, which were planned earlier and we are committed to expand our businesses as hitherto.

### The salient features of the year are reported below:-

- (i) Sharp depreciation in rupee vis-à-vis dollars by 27.47% between two Balance sheet dates.
- (ii) The operating revenue grew by 9.84% but operating profit and net profits dropped by 4.33% and 6.62% respectively for the reasons stated above.
- (iii) Return on Equity was 16.36%.
- (iv) Advertisement revenue grew by 10.61%, and growth in circulation (no. of copies sold) was 11.62%.

## JAGRAN PRAKASHAN LIMITED

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- (v) Capex during the year of Rs13926.80 lakhs was incurred.
- (vi) We continued to invest and strengthen our brand. Indian Readership Survey 2009 reaffirmed 12<sup>th</sup> time in a row No.1 status of Dainik Jagran in the country across all languages.
- (vii) Inext and Cityplus continued to progress satisfactorily. During the year, 2 more editions of Inext in the state capital of Bihar and Jharkhand were successfully launched taking the total number of editions to 9. Inext is planned to be expanded aggressively but during the year post these 2 launches which had been planned much earlier, other editions were deferred owing to pressures on advertisement revenue and sky high newsprint prices. Once the advertisement revenue stream is looking to get normalized, new editions will be launched.

Inext was reported first time in Indian Readership Survey (IRS) 2009 Round –I covering only 6 editions out of 9. The total readership reported by IRS was 13.24 lakhs which is very encouraging and has expanded the market. Inext's contribution in total advertisement revenue for the year 2008-09 was over 5%.

The existing editions of Cityplus got stabilized and 5 new editions viz. 2 in Bangalore, 1 in Pune and 2 in New Delhi were launched taking the total number of editions to 14 as at 31<sup>st</sup> March 2009. Pursuing its strategy, management has planned to expand Cityplus further beyond the areas of operation of Dainik Jagran during the year 2009-10.

- (viii) Outdoor business was under pressure due to general decline in advertising from third quarter of the year but the Company continued to maintain its strong market position. The Company used the year to look for opportunities in its areas of strength i.e. foot print area of Dainik Jagran where Outdoor is yet to evolve and hence offers huge opportunities. Those who already have presence and wherewith-all of these areas will have an edge over others. Further, the Company renegotiated the rentals with various vendors and rationalized its various outdoor properties, which helped it in reducing the operating loss by nearly 34% as compared to the previous year.

Going forward, the Company will continue to focus on tier-II and tier-III towns without losing opportunity in bigger towns and for expansion of business, it will look for joint ventures with operators especially those who belong to unorganized sector. The Company has succeeded in reaching understanding with one of such operators, which is under implementation.

- (ix) Jagran Solutions, an event management division of the Company, continues to receive recognitions and improve its market position in the industry. The division registered a growth of nearly 50% in turnover and was in profit. During the year, it has diversified its customer base by bagging contracts from state governments.
- (x) J9 Ventures the Mobile value added services & solutions arm of the Company launched a classified portal Khojle.in which is accessible through the Web and Mobile. Apart from Khojle, J9 also launched Dainik Jagran on mobile in form of a universally accessible WAP site wap.Jagran.com to make the content of Dainik Jagran accessible to its reader's even while on the move. Khojle.in will start commercialisation from fiscal 2009-10.

Co-branded news portal www.in.jagran.yahoo.com has progressed impressively and has recorded in April 2009 total page views of 40 million, unique users of 8.07 lakh, average page views per visitor of 49 and is the No.1 Hindi News Website in the World (source: Comscore). Although revenues are currently insignificant, these have increased appreciably from the previous year. Having achieved the critical numbers in terms of page views and registered unique users, the portal will see significant growth in revenue.

- (xi) Proposal for final dividend @ 100% of the face value of the equity shares.

### Industry:

- (i) The year 2008 was no different and saw many new launches fragmenting further the newspaper industry. This further fragmentation was primarily in Indian languages, which had remained ignored for a long time. However, this position has undergone a sea change in recent years and the Indian language newspapers have started gaining prominence and recognition by all and sundry. During 2008, there was expansion of Hindi language compact form of newspaper introduced for the first time in 2006. Also, there were launches of Indian language particularly Hindi language business newspapers by the established brands and there were new brands and new editions launched to expand the foot print area. All this happened in the first nine months of the calendar year 2008 as thereafter the industry witnessed an unprecedented fall in advertisement revenue, which did not allow further expansion.

Hindi language newspapers still recorded higher growth and increased its share in total advertisement pie to 27% from 24.4% at the cost of English and some other regional language publications each of which lost its share by about 1% in the total advertisement pie. This has not happened for the first time and has been the trend for past couple of years (source: Pitch-Madison Survey).

Although according to Pitch-Madison Survey, the share of print media in the total advertisement pie has fallen from 47.9% in calendar year 2007 to 47.4% in the calendar year 2008, it still commands the highest share followed by television, which has maintained its market share at 40.2%. Even if there has been a fall of about one percent point in print media's share since calendar year 2006, this insignificant fall in no way suggests that it is only because of growth in other media such as TV and proliferation of newer forms of media such as internet and radio. Radio and internet have been consistently recording

robust growth in terms of percentage for sometime but it is on smaller base and also because they are at nascent stage and are being expanded aggressively across the country. We continue to believe that new media supplement to the traditional media viz. print and TV and expands the market rather than replacing traditional media. If it was not so, print and TV would not have recorded higher than 15% growth consistently year after year and that too on much larger base.

Reason for fall in share of print in total advertisement pie by less than 1% is not ascertained but it appears that it is because of event related advertisements such as IPL that have gone essentially to electronic media and the economic slowdown in 2008 in sectors other than FMCG which too uses mainly electronic media. It also seems to be because the local markets in tier-II and tier-III towns, which have already become main contributor and are going to garner still bigger pie in times to come, are still immature. We are confident that once these markets progress further, print will be the biggest beneficiary due to its inherent advantages over other forms of media especially electronic.

The difficult times of the financial year 2008-09, as discussed briefly under the heading “**Overview-Financial Year 2008-09**”, have made the big, medium and small media companies look at various options to reduce their newsprint loss (i.e. cost of newsprint minus realization from sale of newspaper) due to pressure on advertisement revenue. Strategies adopted by many newspaper companies to gain the circulation and readership overnight completely ignoring the fact that reading is a die hard habit and can not be easily changed, were given a fresh look. As a result, cover prices have been increased and number of pages per copy has been cut down to minimize newsprint loss. We hope and trust that the publishers will continue with this approach because we believe that newsprint loss cannot be subsidised by the advertisers beyond an extent. However, these strategies might have had some adverse impact on circulation and readership numbers for some of the publishers but this has also eliminated non-serious readers. We believe that it is a temporary phase and those who have lost numbers will regain them shortly if the publishers remain united because the penetration and the cover prices in India are much lower than those in many other countries even though the cost of raw material remains almost identical. We also believe that if quality and desired contents are provided to the readers, they would never hesitate in paying for it; albeit changing habit might take some time.

The economic slowdown and competitors offerings at very low price to the advertisers have made it hard to implement significant rate increases and therefore the growth driver, in short term, is going to be efficient utilization of available advertisement space rather than rate increases that had primarily been driving the growth in past 5 years.

Industry is also moving to digitalisation of contents and many print publishers are making initiatives to expand the base of their content users and optimise the benefit from their print properties by providing the exposure to their advertisers on internet as well. We believe that these initiatives of print publishers will add value to the newspaper publication business in short to medium term and will also help them sustain higher growth in long run.

Overall penetration of print media continues to be very low in India especially in Hindi speaking belt and amongst lower-socio-economic classes, which are showing signs of moving to next level and thus offer a huge base of potential readers due to their sheer numbers. This offers huge opportunity to all print media owners.

**(ii) India Ad-spend:**

Print accounted for yet another time the largest share of ad-spend in calendar year 2008 with 47.4%, followed by the television 40.2%, outdoor advertising 6.8%, radio 3.2%, Internet 1.7% and cinema advertising 0.6%. The total ad-spend in calendar year 2008 was estimated to be Rs.20717 crores, a 17% increase compared with 2007. Print media ad-spend increased by 16% as against 17% increase in television ad-spend in calendar year 2008 (Source Pitch-Madison Survey).

**Opportunities and Threats:**

The industry in general and potential in our areas of operation backed by huge loyal reader's base in particular offer the tremendous opportunity to us.

The expectations of robust economic growth in medium to long term at the back of expectations of business friendly new government's policies, low ad-spend of well below 0.50% as against global average ad-spend of nearly 1% of GDP and low penetration of newspaper offer huge opportunities for the media industry in medium to long term. However in short term, media industry could well remain under pressure for advertisement revenue and might not witness the kind of growth it achieved upto 2007-08.

Your company has appropriate plans to ensure organic, inorganic, short term, medium term and long term growth. In short term, the focus is primarily on growth in profitability without losing market share and for medium to long term, the management has plans to achieve organic as well as inorganic growth in market share as well as profitability. In medium to long term the organic growth is going to be driven by strong GDP growth, the potential in our areas of operation, maturity of editions and our focus on expanding the market size and market share in addition to our initiatives to optimize the benefit from existing infrastructure and business. Inorganic growth is aimed at through the businesses in gestation phase and also through the route of acquisitions/joint ventures, which we have actively been looking for.

Your Directors do not perceive that the Company as such has any threat specific to its businesses or financial condition. Of course, every business has risks and concerns, and we are no exception. Please refer to the "Risks and Concerns" for our views.

### **Outlook:**

As far as growth in circulation of newspaper is concerned, we continue to remain positive given the low penetration in our areas of operation and our plans for expansion.

In short term, there is a pressure on advertisement revenue for the entire media industry, although we are confident that we will be one of the least affected companies owing to our focus on local markets which are relatively less affected by the economic slowdown and has about 60% share in our total advertisement revenue. There is no denying to the fact that in near term the Company is unlikely to achieve the growth in advertisement revenue at par with the growth recorded in past several years till the financial year 2007-08. However, medium to long term outlook remains pretty positive at the back of expectations from business friendly government at the center which is confident of regaining the GDP growth between 8% to 9% and also because Hindi newspapers and their foot print area still have a long way to go in terms of growth. Further, Common Wealth Games (2010) and Cricket World Cup (2011) will provide additional boost to the economy which media companies will benefit from. Also, both the government and private sectors are looking at smaller towns and villages to achieve their targeted growth as they realise that if the country has to achieve the planned GDP growth, Rural India and the smaller towns have a vital role to play and will have to make significant contributions.

The media sector is to benefit from the demographic impetus with rising income levels, growing urban class and increasing Indian middle class. As per McKinsey, income levels are likely to triple in India in next two decades, with the country becoming the fifth largest consumer market from twelfth at present. The Indian middle class is expected to swell by over 10 times, increasing from the current size of 50mn to 583mn by 2025. Also, as income levels rise with the burgeoning middle class, spending patterns will shift to discretionary items rather than basic necessities. Discretionary spending and consumption of lifestyle products augur well for the advertising industry.

Despite the fact that not many are expecting a significant growth in advertisement revenue in the calendar year 2009, we are confident of achieving 10% growth in the financial year 2009-10 if the current trend continues and if we do not witness again the sudden down turn in the economy of the like of last quarter of 2008.

For other than publication businesses viz. Outdoor and Event management, it is expected that we will out perform the industry.

We believe that the growth in economy and media industry is going to be mainly driven by the smaller towns and Rural India which, with increasing literacy and disposable income levels, hold a substantially higher degree of potential than the metros and other big towns.

We also believe that the northern, central and eastern India are going to be major beneficiaries and will make a bigger contribution in the expected future growth of the country.

### **Risks and Concerns:**

#### **1) Economic slowdown**

After registering a GDP growth of 8% to 9% for past 5 years, the financial year 2008-09 had a growth of 6.7%. Any further slowdown in economy would adversely impact the advertisement revenue.

#### **Management Perception:**

Our business model is not so heavily dependant on advertisement revenue as to result in operating losses in the event of economic slow down unless and until it is too steep, which we do not foresee. We are able to recover substantial part of newsprint cost through the cover prices. We also believe that the economic slow down does not impact local market as much as it impacts national market which has been adequately proved during the recent economic down turn. Our increased focus on local market and rapid expansion of its size will minimize the impact of any economic slow down.

#### **2) Competition**

The Indian newspaper industry in general and Hindi newspaper industry in particular have become intensely competitive. In each of our markets, we face competition from other newspapers for circulation, readership and advertising. In addition, we face competition from other forms of media, such as, television, radio and internet.

In the event of competition for circulation or advertisement revenue, we may have to (1) increase number of pages per copy, (2) reduce the cover price of our newspapers, (3) reduce our advertisement rates (4) offer other price incentives or (5) offer promotional schemes. Any reduction in prices or rates or the introduction of price incentives/promotional schemes will have a material adverse effect on our results of operations.

**Management Perception:**

Like any other newspaper publisher, we too have competition but our competitive strengths such as strong national brand, experienced management team, reader connect, Pan-India infrastructure, strong net-worth, liquidity and investment in product development and upgradation of technology on regular basis enhance our capabilities to meet the competition effectively. Further, we have competed successfully in the past and in the new markets, we have always endeavored to expand the market size and make our own readers base, more than targeting the readers of existing newspapers. This is evidenced from the fact that Dainik Jagran continues to be No.1 newspaper since 2003 without break (Source: Indian Readership Survey).

**3) Dependence on Advertisement Revenue- From Publication Business**

We rely substantially on advertising customers for our revenue. During the year ended on 31<sup>st</sup> March 2009 and 31<sup>st</sup> March 2008, we derived respectively from advertisement revenues 72.12% and 71.91% of our total revenues from publication business.

Ad-spend by our customers and our ability to attract new customers is influenced largely by the circulation and readership of our newspapers, by readership demographics, by the preference of advertising customers for one media over another and, with respect to national advertising, the geographical reach of our newspapers. In addition, ad-spend is influenced by a number of factors including the Indian economy, the performance of particular industry sectors, shifts in consumer spending patterns and changes in consumer sentiments and tastes.

**Management Perception:**

Despite one of the most economically difficult financial year witnessed by the newspaper industry in recent times, the Company registered a growth of over 10% in the year 2008-09. The bouquet of print titles and other businesses will help company in providing 360° solution to the customers, which ability of the Company gives it an edge over its competitors. Further, our competitive strength and leadership position in the fastest growing Hindi segment will continue to attract readers and advertisers alike.

**4) Newsprint price fluctuation**

Newsprint forms the major raw material for our business and represents a significant portion of our expenses. For the years ended 31<sup>st</sup> March 2009 and 31<sup>st</sup> March 2008, newsprint costs represented 34.27% and 32.51% respectively of our total income .

**Management Perception:**

The year 2008-09 has seen the peak of newsprint prices which were unrealistically high. However, these prices have already come down significantly. We expect that the newsprint prices are not going to reach the levels of the year 2008 in a year or two. Further, the Company like the year gone by has always been successful in minimizing the impact of sharp increase in the prices and is confident of managing the same even in future.

**5) Fall in circulation and readership**

Circulation and readership significantly influence ad-spend by our advertisers and our advertising rates. Circulation and readership are dependant on the quality of our newspapers, the reach of our newspapers and the loyalty of our readers to our newspapers. Any failure by us to meet our readers' preferences and quality standards could adversely affect our circulation and readership.

Circulation in the Indian market is also affected by price and, therefore, the circulation of our newspapers may be adversely effected if we fail to meet any price competition.

Therefore, a decline in the circulation or readership of our newspapers editions for any reason could adversely affect our business, results of operations and financial condition.

**Management Perception:**

We have an experienced editorial team providing the editorial contents which are widely acknowledged as trustworthy. Our vast network of reporters alongwith news service agencies enables us to provide our readers in depth news of events and happenings across the world. We also regularly invest in improving the quality of product and our infrastructure deep down village level ensures timely reach. "Dainik Jagran", being 67 years old brand, commands loyalty of readers, which we believe does not change so easily especially when the Company is committed to provide them the best of the product at affordable prices.

Sensitivity to price is more pronounced in bigger towns than tier-II and tier-III towns. Further, if the cover price increase is taken by all the competitors, the loss in circulation and readership is temporary. In any case our second brand newspaper, which is low priced, raises entry barrier for any potential competitors, who are expected to indulge more in price competition at the time of entry than those who are established in the market. In spite of above, if there is price competition, the Company's financial health permits to meet the competition successfully as hitherto.

### 6) Dependence of business on senior management team

We have a team of professionals to oversee the operations and growth of our businesses. Our success is substantially dependent on the expertise and services of our management team. The loss of the services of such management personnel or key personnel could have an adverse effect on our business and results of operations. Further, our ability to maintain our leadership position in the print media business depends on our ability to attract, train, motivate and retain highly skilled personnel.

#### **Management Perception:**

The Company has team of professional managers commensurate with its size of operations, with dependence on no single person. We have second line management in all our departments to takeover from seniors. Further, the Company enjoying a leader's position, does not have threat of losing key personnel, which is evident from the facts that we have not had any significant turnover at senior management level and also the company has been attracting best of talent available in the industry.

### 7) Our foray into Out of Home Advertising

The Company has hoardings, kiosks, unipoles and similar properties on short/medium term lease/sublease and has committed itself to security deposits as well as rentals generally payable every month in advance on the expectations that the Company would be able to use these properties for displaying the advertisement of its clients and earn revenue. Many of these contracts are not cancelable before the expiry. During the year under report, the activity has continued to result in loss and in future our inability to attract the customers may increase losses further and our investment made till date may turn to be bad.

#### **Management Perception:**

We have a dedicated team of experienced professionals. Further, the Company draws benefit from its already existing strong base of customers, many of whom are the advertisers even for outdoor. The focus of Company on tier-II and tier-III towns in the foot print areas of Dainik Jagran gives an edge over competitors owing to better knowledge of and existing infrastructure in these markets. Also, outdoor media is yet to evolve in these areas, which offer huge opportunity to the company. As far as losses are concerned, operating loss for the financial year 2008-09 was lower by 34% and the company would have had break even had there not been economic slowdown since the third quarter of the financial year 2008-09.

The operating losses for the current year have fallen primarily due to renegotiation of the rentals with the vendors and rationalization of various out door properties. With rationalization of outdoor properties, renegotiation of rentals with the existing vendors, focus on tier-II and tier-III towns and strategy to shift from lease to ownership model, the business is expected to turn into profit in the current year.

### 8) Our investments in associate companies:

An aggregate amount of Rs. 3073.80 lakhs (Previous year: Rs. 3215.18 lakhs), besides an amount of Rs. 10.50 lakhs invested in equity, is outstanding from associate companies as loan. We hold 50% voting rights and balance 50% voting rights are held by another group of shareholders (hereinafter referred to "Other Group") in Jagran Publications Private Limited and Jagran Prakashan (MPC) Private Limited.

Various litigations have been initiated by Other Group in Jagran Publications Private Limited and Jagran Prakashan (MPC) Private Limited against the Company. In case of Jagran Publications Private Limited, the Company has also filed the petition against Other Group which is in management, alleging mismanagement and oppression of the Company as shareholder and seeking a direction from the court against them to sell their shareholding to it at a price to be determined by an independent valuer or alternatively to vest the management rights with the Company.

In case of Jagran Prakashan (MPC) Private Limited which owe to Allahabad Bank a debt of Rs. 9 crores approximately including interest for which the Company's nominee directors are guarantors, the bank has recalled the debt and put the company's assets to auction for sale which has not materialized pending the decision by Debt Recovery Tribunal on the appeal filed by Other Group.

Articles of Association of these companies also restrict the transferability of the shares in a manner that we can not transfer our shares without the consent of other group of shareholders.

Given these litigations, the realization of outstanding loans might take unduly long time.

#### **Management Perception:**

In none of the litigations initiated against the Company, any of the interim reliefs sought by Other Group was granted. Rather, one of their petitions seeking striking off the Company's name from the register of shareholders in case of Jagran Publications Private Limited has been dismissed by Hon'ble Company Law Board against which the Other Group has appealed in high court which has neither stayed the impugned order nor decided their appeal so far.

As per legal advice received by the Company, decisions against the Company in the suits / petitions filed by them are unlikely whereas the Company has merit in its petition filed against them. Basis legal advice, evaluation of fresh developments and recovery in past one year, the management is of the view that the Company's investment in equity and loan in these associate companies are fully realisable even in an unlikely event of outcome going against it.

(Also, refer to Note No.2 of Schedule 22B to annual accounts).

#### Internal control systems and their adequacy

We have put in place requisite internal control system in all areas of operation. These systems have stood the test of time and ensure that the activities are carried -on efficiently. The role and responsibility of all managerial positions are established, monitored and controlled regularly. All the transactions are authorized, timely recorded and reported truly and fairly. However, as part of on going process, steps have been taken to strengthen it further.

In order to ensure adherence to the laid- down systems, apart from internal reporting and monitoring, we have also put in place formal Internal Audit System commensurate with the size and nature of business. As part of ongoing process, our focus is always on improving the systems and procedures to improve efficiency, transparency and accuracy in financial reporting.

#### Segment performance

The Company continues to be primarily engaged in printing and publishing newspaper and magazines in India. The Company also has various other businesses such as out of home advertising, event management and Short Code Service (57272) for mobile phone users. However, for the fiscal under report, printing and publication business has continued to be the only reportable segment in terms of Accounting Standard 17 issued by the Institute of Chartered Accountants of India as it had contribution of 92.90% in total sales and other operating income of the Company.

#### Financial performance

Previous year's figures have been regrouped / recast wherever necessary to make them comparable to the corresponding figures of the current year and therefore might not necessarily match with those reported in the previous year. Further, the figures have been rounded off to nearest lakh.

#### Revenue break-up

(Rs in lakhs)

	2008-09	Percentage (In relation to total income)	2007-08	Percentage (In relation to total income)
Sale and other operating Income *	82342	97.31	74968	97.22
Other Income	2272	2.69	2147	2.78
Total Income	84614	100	77115	100

\* Includes increase / decrease in stocks, which is insignificant.

#### Sales and other operating income

It comprises advertisement revenue, newspaper sales, revenue from out of home advertising, revenue from event management, job charges, scrap and waste paper sale, magazine/supplement sale and also revenue from SMS service. It had a growth of 9.84% over the previous year, which was contributed by increases in all revenue streams except outdoor. Advertisement revenue grew from Rs. 49880 lakhs to Rs. 55171 lakhs, registering an increase of 10.61%. This growth in advertisement revenue is attributed primarily to increase in space in addition to contribution from I-Next and City Plus. Newspaper sale increased from Rs. 18292 lakhs to Rs. 19710 lakhs, an increase of 7.75%, which was due to increase in cover price, increase in circulation and higher contribution from I-Next.

Revenue from out of home, event management activities, short code service and job charges increased from Rs.6221 lakhs to Rs. 6844 lakhs, an increase of 10.01% over previous year, primarily due to growth in event management business and job charges.

#### Other Income

It primarily comprises earnings on and from investments of IPO proceeds pending utilization, treasury income, miscellaneous income representing write back of certain personal account balances considered no longer payable, provision no longer required written back and bad debts recovered. Except for earning on and from investment of IPO proceeds, others are of recurring nature.

**Expenditure Analysis and Profits**

(Rs. in lakhs)

	2008-09	Percentage (In relation to Total Income)	2007-08	Percentage (In relation to Total Income)
Materials consumed	34142	40.35	29545	38.31
Employees Cost	10653	12.59	9148	11.86
Other manufacturing expenses	8428	9.96	8430	10.93
Selling , Administrative and other Expenses	13448	15.89	11465	14.87
Total	66671	78.79	58588	75.97
Profit Before Interest, Depreciation, Extraordinary Items, Prior Period Adjustment and Taxes (PBIDTA)	17943	21.21	18527	24.03
Interest	590	0.70	598	0.78
Depreciation	3833	4.53	3359	4.36
Extra Ordinary Items/Prior Period Adjustment	-	-	(5)	(0.01)
Profit Before Tax (PBT)	13520	15.98	14575	18.90
Taxation	4357	5.15	4762	6.18
Profit After Tax (PAT)	9163	10.83	9813	12.73

**Materials consumed**

It comprises cost of newsprint and art paper (used for magazine), ink and stores which includes printing plates, chemicals, films etc. The newsprint alone constituted 84.93% of the total value of material consumed in the year 2008-09 as against 84.85% in the pervious year. Out of the total value of consumption of newsprint, imported newsprint accounted for 21.52% as against 32.64% in the previous year.

Despite unrealistically high newsprint prices, the Company could contain the newsprint cost by controlling the consumption of imported newsprint, pagination and wastages without having any adverse impact on circulation.

**Employees cost**

Employees cost increased by 16.45% compared with the previous year primarily due to increase in strength in the new businesses expanded during the year and annual increments.

**Manufacturing and other Direct expenses**

Other manufacturing expenses comprise direct expenses relating to outdoor advertising, event management and short code services, news collection and articles contribution charges, power and fuel, inward freight cartage on items other than newsprint and repairs and maintenance of building and plant and machinery including computer.

These expenses remained more or less same as previous year inspite of increase in scale of operations. It was due to strict control over expenses and lower outgo to vendors of outdoor business, which was on account of renegotiations with them and also exiting from certain unprofitable contracts.

**Selling Administrative and other expenses**

These expenses aggregate to Rs. 13447.56 lakhs (Previous year Rs. 11464.57 lakhs) primarily include newspaper distribution, representative, promotional, publicity, incentives to agencies/advertisers, communication, travelling, rent, donations, auditor's fees, foreign exchange fluctuation, write offs and provisions. There was an increase of 17.29% or an aggregate amount of Rs. 1982.99 lakhs in these expenses as compared to the previous year. The increase in these expenses is primarily due to increase in exchange fluctuation loss of Rs. 851.20 lakhs as against exchange fluctuation gain in the previous year and provisioning on extremely conservative basis which increased from Rs. 453.75 lakhs to Rs. 1014.19 lakhs during the year. Out of total exchange loss of Rs. 851.20 lakhs, an amount of Rs. 441.60 lakhs relates to long term liability repayable after 3 years. This loss stands reversed in the first quarter of fiscal 2009-10.

The Company had an option to defer exchange fluctuation loss but it has not done so following the conservative approach of the management. Rest of the increase which is not material is primarily due to launch of new editions of Inext and Cityplus and expansion of Event management business.

PBIDTA margin decreased as a result of foregoing factors

PBIDTA for the year is after accounting for the losses (net) of Rs.1222.62 lakhs approximately from the new initiatives namely out of home advertising, publication of I-Next and City Plus, Event management activity and short code messaging services (SMS).

There was decrease in interest expense of Rs.8.40 lakhs, a decrease of 1.40% compared to previous year despite fresh ECB loan of USD 12 million. The saving became possible mainly due to better management of funds, strong cash accruals and negotiation of new borrowing at a very low rate.

**Depreciation** expense was higher due to additions of Rs.11807 lakhs in gross block of fixed assets.

**Taxation** was lower due to decrease in profits.

**Profit after tax** decreased as a result of foregoing factors.

### **Share Capital**

The Company's Share Capital consists of 301170585 Equity Shares of Rs.2 each with no change during the year.

### **Reserves and surplus**

During the year under review, there was no change in security premium.

Further, transfer of Rs.1000 lakhs to General Reserve from Profit and Loss Account was in compliance with statutory requirements.

The entire Reserves and Surplus as reflected in the Audited Accounts represent either realized profit or premium received on issue of Shares.

### **Loans**

Secured loans represent the loans raised from Indian as well as International banks.

During the year the company has repaid outstanding loan of Rs. 599.55 lakhs and has raised a fresh ECB loan of Rs. 6114 lakhs which is repayable in three installments after expiry of 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> year from the date of disbursement i.e.5<sup>th</sup> November'08. Further, the working capital limits were also increased from Rs.79 crores to Rs.115.19 crores including non-fund based limit of Rs.15.19 crores during the year. The outstanding foreign currency loan is not hedged for fluctuation in foreign currency as in our view cost of hedging is higher than the expected fluctuation. The exchange fluctuation on the said loan is accounted for in accordance with the accounting policy as disclosed in Schedule 22. Remaining secured loan is the working capital limit from Central Bank of India. The unutilized ECB loan is kept in a separate account as per ECB guidelines till its utilization.

The rate of interest on ECB and working capital facilities is linked to LIBOR and PLR respectively.

**Deferred Tax liability** has been accounted for in accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India. (Please refer to Note no.11 of Schedule 22B annexed to the Accounts for details)

### **Fixed Assets**

Assets worth Rs.11807 lakhs were added during the year to enhance the printing and publishing capabilities, to create a few new facilities and modernising certain processes.

Fixed Assets include Rs.1700 lakhs, being value of masthead "Dainik Jagran" described as "Title". Non-amortisation by the company of value of "Title" has been commented upon by the Auditors. In the opinion of the company, title has infinite life and does not need to be amortised and its non-amortisation is also in accordance with the internationally accepted accounting practices. Please also refer to paragraph 12(iv)(c) of Report on Corporate Governance.

Capital work in progress includes advances for capital goods which have been given to the suppliers for supplying the equipments/plants needed to enhance the existing printing and publishing capabilities. It also includes machines and equipments under installation. The total value of orders for supply of equipments and plant pending for execution as at 31<sup>st</sup> March 2009 was Rs.6248.76 lakhs.

**Investment** of Rs.15680 lakhs represents investments made out of surplus generated from business.

### **Sundry debtors**

The debtors turnover (net) was 70 days in 2008-09 as against 77 days in 2007-08. Fall in level of debtors despite increase in sales by 9.84% was on account of strengthening debt monitoring and control system.

**Inventories** were primarily lower due to lower quantity and fall in prices of newsprint.

**Other current assets** includes security deposits of Rs.860 lakhs given to the Promoters, Directors, their relatives and HUFs and also a group Company in respect of premises taken from them on lease in terms of agreement with them for company's use. These are interest free.

Other Current Assets have increased from the previous year primarily due to increase in security deposits.

**Loans and Advances**

It includes an amount of Rs. 3073.80 lakhs (previous year Rs. 3215.18 lakhs) given to the Associate Companies in which Company has the share holding, having 50% voting rights. Out of this, an amount of Rs.350 lakhs was given interest free to one of these associate companies when the Company was a private limited Company. There is no stipulation with regard to repayment of Rs.350 lakhs. Please also refer to the paragraph titled as “Risks and concerns” hereof in respect of these loans.

The increase in loan and advances which would have otherwise fallen was primarily due to an ICD of Rs.15 crores given to a listed Company.

**Current liabilities**

Current liabilities mainly represent the liability for unpaid expenses, security deposits from Newspaper Agents and statutory liabilities such as deduction of Provident Fund from the employees and TDS. The Company has been regular in depositing statutory dues as well as paying its other liabilities on due dates. The liabilities are higher as compared to the previous year due to higher scale of operations.

**Provisions** are higher as compared to the previous year because of proposed dividend and tax thereon.

**Cash flow statement**

The summary of cash flows is as follows: -

		<b>2008-09</b> <b>(Rs. in lakh)</b>	<b>2007-08</b> <b>(Rs. in lakh)</b>
(A)	Surplus generated from operations	11964	9473
(B)	Deficit from investing activities	(9072)	(9106)
(C)	Surplus/(Deficit) from financing activities	1717	(6835)
(D)	Net Surplus/(Deficit) <b>(B + C)</b>	<b>(7355)</b>	<b>(15941)</b>
(E)	Net Increase/(Decrease) in cash and cash equivalent (A-D)	4609	(6468)
(F)	Opening cash and cash equivalent	3666	10135
(G)	Cash and cash equivalent at the end (F-E)	8275	3667

For details, please refer to cash flow statement attached to the Audited Accounts.

The cash low statement clearly shows that despite fall in net profit, the Company was able to generate higher operating cash surplus than the previous year. Increase in cash surplus was higher at 26.29% than increase of 9.84% in sales and other operating income, owing to better management of working capital particularly debtors and provisioning on extremely conservative basis.

**Utilization of IPO proceeds:**

IPO proceeds were fully utilized during the year. The prospectus provided that in case of any variation in actual utilization of funds earmarked for stated objects, increased fund deployment for a particular object would be met by the surplus funds available in respect of other objects or in other words the terms of issue provided for interse allocation between the objects of issue.

Given below is the summary and status of utilization:

(Rs. in Lakhs)

<b>Objects</b>	<b>Estimated amount as per prospectus</b>	<b>Actual Amount</b>
Capital Expenditure	13716.90	20585.87
Acquisition and investments	8000.00	102.50
Expansion of outdoor advertising business	4000.00	3253.36
Augmentation of working capital	4000.00	3087.64
General corporate purposes	47.70	2896.76
Issue Expenses	2360.30	2198.77
<b>Total</b>	<b>32124.90</b>	<b>32124.90</b>
<b>Balance as at 31.03.2009</b>	<b>-</b>	<b>-</b>

**Material development in Human Resources:**

Our people are our key asset. We have been able to create a work environment that encourages pro-activeness and responsibility. The relationship with the employees has been harmonious during the year and the Company did not have any work loss.

Persons constituting group coming within the definition of “group” as defined in the Monopolies and Restrictive Trade Practices Act, 1969, for the purpose of Regulation 3(1)(e)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, include the following:

Sr. No.	Name of the Entity
1.	Jagmini Microknit Private Limited
2.	Classic Hosiery Private Limited
3.	Lakshmi Consultants Private Limited
4.	Jagran Media Network Private Limited (earlier known as P.C. Overseas Private Limited)
5.	Shri Puran Multimedia Limited
6.	Kanchan Properties Limited
7.	Jagran Subscriptions Private Limited
8.	Om Multimedia Private Limited
9.	SPFL Securities Limited
10.	Rave@Moti Entertainment Private Limited
11.	Rave Real Estate Private Limited
12.	Leet OOH Media Private Limited (earlier known as Leet E-Sport Private Limited)
13.	MMI Online Limited
14.	Jagran Investment Co.

Sr. No.	Name of the Individuals
1.	Saroja Gupta
2.	Sanjay Gupta
3.	Pragati Gupta
4.	Sandeep Gupta
5.	Manjari Gupta
6.	Yogendra Mohan Gupta
7.	Vijaya Gupta
8.	Sunil Gupta
9.	Ritu Gupta
10.	Sameer Gupta
11.	Bhawana Gupta
12.	Mahendra Mohan Gupta
13.	Pramila Gupta
14.	Shailesh Gupta
15.	Ruchi Gupta
16.	Dhirendra Mohan Gupta
17.	Madhu Gupta
18.	Devesh Gupta
19.	Divya Gupta
20.	Tarun Gupta
21.	Madhuri Gupta
22.	Devendra Mohan Gupta
23.	Raj Gupta
24.	Bharat Gupta
25.	Supriya Gupta
26.	Rahul Gupta
27.	Aarti Gupta
28.	Shailendra Mohan Gupta
29.	Rajni Gupta
30.	Siddhartha Gupta
31.	Gayatri Gupta

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The members,  
Jagran Prakashan Limited.

1. We have examined the compliance of Corporate Governance by Jagran Prakashan Limited as at 31<sup>st</sup> March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange.
2. The compliance of the Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the company.
3. In our opinion and to our best information and according to the explanations given to us and the representations made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that based on the Report given by the Registrar and the share transfer agent of the company, no investor grievances matter are pending/ unattended for a period exceeding one month as on 31<sup>st</sup> March, 2009.
5. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For and on behalf of  
Adesh Tandon & Associates  
Company secretaries

Place: Kanpur

Date: 16<sup>th</sup> June, 2009

Adesh Tandon  
M.No.2253  
C.P.NO 1121

## AUDITOR'S REPORT

TO THE MEMBERS OF JAGRAN PRAKASHAN LIMITED

1. We have audited the attached Balance Sheet of Jagran Prakashan Limited, as at March 31, 2009, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we further report that:
  - (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the Company have been physically verified by the management during the year. Discrepancies noticed between the book records and physical inventory aggregating Rs. 204.56 lakhs, written down value, have been appropriately charged to the Profit and Loss Account.
  - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
  - (ii) (a) The inventory (excluding stocks with third party) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
  - (iii) (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
  - (b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
  - (c) The sub-clauses (b), (c), (d), (f) and (g) of clause (iii) are not applicable.
  - (iv) In our opinion and according to the information and explanations given to us, having regard to explanation that certain items purchased are of special nature for which suitable alternate sources do not exist for obtaining comparative quotation, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
  - (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
  - (vi) The Company has not accepted deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
  - (viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub section (1) of Section 209 of the Act for any of the products of the Company.
  - (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.  
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
  - (x) The Company has no accumulated losses as at March 31, 2009 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
  - (xi) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
  - (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
  - (xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
  - (xiv) In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
  - (xv) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
  - (xvi) In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
  - (xvii) On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis, which have been used for long-term investment.
  - (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
  - (xix) The Company has not issued any debentures during the year.
  - (xx) The Company has not raised any money by public issue during the year. The management has disclosed the end use of monies during the year, out of public issue raised in an earlier year (Refer Note 10 on Schedule 22B) and the same has been verified by us.
  - (xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
4. Further to our comments in paragraph 3 above, we report that:
- (a) *Subject to the matter explained in paragraph 5 below*, we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, *subject to the matter stated in paragraph 5 below*, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, *subject to the matter regarding non-compliance with the provisions of Accounting Standard 26, Intangible Assets, as stated in paragraph 5 below*, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - (e) On the basis of written representations received from the directors as on March 31, 2009 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

- (f) In our opinion and to the best of our information and according to the explanations given to us, *subject to the matter stated in paragraph 5 below*, the said financial statements together with the notes thereon and attached thereto, give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
  - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
5. *As stated in Note No. 5 on Schedule 22B, Title-Dainik Jagran ("the Title") amounting to Rs. 1,700 Lakhs included under intangible assets is carried at cost and is not being amortised over its useful life, which in our opinion is not in accordance with the provisions of Accounting Standard 26 as prescribed by the Companies (Accounting Standards) Rules, 2006. Accordingly, pending amortisation of the Title over its estimated useful life, any adjustments to these financial statements that may arise consequent to such amortisation are not currently quantifiable.*

For and on behalf of  
Price Waterhouse  
Chartered Accountants

Usha Rajeev  
Partner  
Membership No. F – 87191

Place: Kanpur

Date: June 16, 2009

**BALANCE SHEET AS AT MARCH 31<sup>ST</sup> 2009**

	SCHEDULE No.	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SOURCES OF FUNDS:</b>			
i			
<b>Shareholders' Funds:</b>			
a.	1	6,023.41	6,023.41
b.	2	49,968.51	47,852.55
ii			
<b>Loan Funds:</b>			
Secured	3	14,146.41	7,906.54
iii			
Deferred Tax Liability (Net)		5,207.29	5,309.00
(Refer Note 8 on Schedule 22A and Note 11 on Schedule 22B)			
	<b>Total</b>	<b>75,345.62</b>	<b>67,091.50</b>
<b>APPLICATION OF FUNDS:</b>			
i			
Fixed Assets			
a.	4	47,951.05	39,149.74
b.		15,127.10	13,473.69
c.		32,823.95	25,676.05
d.		7,072.76	4,785.24
		39,896.71	30,461.29
ii	5	15,679.79	18,330.92
iii			
Current Assets, Loans and Advances:			
a.	6	3,182.90	3,474.31
b.	7	15,857.10	15,845.01
c.	8	8,275.30	3,666.40
d.	9	2,140.88	1,693.51
e.	10	6,549.47	6,047.83
		36,005.65	30,727.06
<b>Less:</b>			
<b>Current Liabilities and Provisions:</b>	11		
a.		8,863.91	8,382.08
b.		7,372.62	4,059.69
		16,236.53	12,441.77
<b>NET CURRENT ASSETS</b>		<b>19,769.12</b>	<b>18,285.29</b>
iv	12	-	14.00
(To the extent not written off or adjusted)			
	<b>Total</b>	<b>75,345.62</b>	<b>67,091.50</b>
<b>Significant Accounting Policies and Notes to Accounts</b>	22		

This is the Balance Sheet referred to in our report of even date.

**Usha Rajeev**  
Partner  
Membership Number-F-87191  
For and on behalf of  
Price Waterhouse  
Chartered Accountants

Place: Kanpur  
Date: June 16, 2009

The schedules referred to above form an integral part of the Balance Sheet.

For and on behalf of the Board

**Mahendra Mohan Gupta** Chairman & Managing Director  
**Sanjay Gupta** Whole Time Director & CEO  
**Dhirendra Mohan Gupta** Whole Time Director  
**Shailesh Gupta** Whole Time Director  
**Devendra Mohan Gupta** Director  
**Naresh Mohan** Director  
**R.K. Jhunjhunwala** Director  
**Shailendra Mohan Gupta** Director  
**Vijay Tandon** Director  
**Rahul Gupta** Alternate Director to Mr. Gavin K. O'Reilly  
**R.K. Agarwal** Chief Financial Officer  
**Amit Jaiswal** Company Secretary

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31<sup>ST</sup> 2009**

	SCHEDULE NO.	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>INCOME:</b>			
Sales and Other Operating Income	13	82,337.23	74,963.32
Other Income	14	2,271.85	2,146.93
Increase/(Decrease) in Stocks	15	4.76	5.00
		<u>84,613.84</u>	<u>77,115.25</u>
<b>EXPENDITURE:</b>			
Materials Consumed	16	34,141.87	29,545.13
Employees Cost	17	10,653.35	9,148.14
Manufacturing and Other Direct Expenses	18	8,428.39	8,430.39
Selling, Administrative and Other Expenses	19	13,447.50	11,464.59
		<u>66,671.11</u>	<u>58,588.25</u>
<b>PROFIT BEFORE INTEREST, DEPRECIATION, PRIOR PERIOD ADJUSTMENT AND TAXES</b>			
		17,942.73	18,527.00
Less : Interest	20	590.05	598.45
<b>PROFIT BEFORE DEPRECIATION, PRIOR PERIOD ADJUSTMENT AND TAXES</b>			
		17,352.68	17,928.55
Less: Depreciation		3,832.53	3,359.06
<b>PROFIT BEFORE PRIOR PERIOD ADJUSTMENT AND TAXES</b>			
		13,520.15	14,569.49
Less: Prior Period Adjustment (Net)	21	-	(5.08)
<b>PROFIT BEFORE TAXES</b>			
		13,520.15	14,574.57
Less : Tax Expense (Refer Note 8 on Schedule 22A and Note 11 on Schedule 22B)			
Current Tax (including tax expense written back for earlier years Rs. 9.57 Lakhs (Previous Year Rs. 276 Lakhs)		4,294.10	3,095.00
Fringe Benefit Tax (including tax expense written back for earlier years Rs. 10.28 Lakhs (Previous Year Rs. Nil))		164.71	197.00
Deferred Tax		(101.71)	1,470.00
		<u>4,357.10</u>	<u>4,762.00</u>
<b>NET PROFIT FOR THE YEAR</b>			
		9,163.05	9,812.57
Add: Balance of Profit Brought Forward		7,494.13	4,978.66
<b>BALANCE AVAILABLE FOR APPROPRIATION</b>			
		16,657.18	14,791.23
<b>APPROPRIATIONS:</b>			
Transfer to/(from) Debenture Redemption Reserve		-	(750.00)
Transfer to General Reserve		1,000.00	1,000.00
Interim Dividend		-	3,011.71
Proposed Dividend		6,023.41	3,011.71
Corporate Dividend Tax		1,023.68	1,023.68
		<u>8,047.09</u>	<u>7,297.10</u>
<b>BALANCE CARRIED TO BALANCE SHEET</b>			
		8,610.09	7,494.13
Earning Per Share (Basic and Diluted) in Rupees [Nominal value per share Rs. 2 (Previous Year Rs. 2)]		3.04	3.26
Significant Accounting Policies and Notes to Accounts	22		

This is the Balance Sheet referred to in our report of even date.

The schedules referred to above form an integral part of the Profit and Loss Account.

For and on behalf of the Board

**Usha Rajeev**  
Partner  
Membership Number-F-87191  
For and on behalf of  
Price Waterhouse  
Chartered Accountants

**Mahendra Mohan Gupta** Chairman & Managing Director  
**Sanjay Gupta** Whole Time Director & CEO  
**Dhirendra Mohan Gupta** Whole Time Director  
**Shailesh Gupta** Whole Time Director  
**Devendra Mohan Gupta** Director  
**Naresh Mohan** Director  
**R.K. Jhunjunwala** Director  
**Shailendra Mohan Gupta** Director  
**Vijay Tandon** Director  
**Rahul Gupta** Alternate Director to Mr. Gavin K. O'Reilly  
**R.K. Agarwal** Chief Financial Officer  
**Amit Jaiswal** Company Secretary

Place: Kanpur  
Date: June 16, 2009

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009**

Particulars	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>A. Cash Flow From Operating Activities:</b>		
<b>Net Profit Before Tax</b>	<b>13,520.15</b>	<b>14,574.57</b>
<b>Adjustments for:</b>		
Depreciation	3,832.53	3,359.06
Interest Expense	590.05	598.45
Interest Income	(335.41)	(599.21)
Income From Investment - Dividends	(480.28)	(644.63)
(Profit)/Loss on Fixed Assets Sold	(110.77)	(51.82)
(Profit)/Loss on Investments Sold	(737.06)	(456.19)
Miscellaneous Expenditure Written Off	14.00	6.00
Debts / Advances Written Off	170.70	183.63
Liability No Longer Required Written Back	(551.31)	(175.71)
Provision for Bad and Doubtful Debts/Advances	1,014.19	453.75
Provision for Gratuity and Leave Encashment	(251.67)	7.89
Provision for Diminution In Value of Investments	16.00	-
Provision for Wealth Tax	7.82	7.82
Unrealised Foreign Exchange (Gain) /Loss on Restatements	441.60	(59.94)
Fixed Assets Written off	204.56	16.01
Prior Period Expenses/(Income) (Net)	-	3,824.95
	<u>3,824.95</u>	<u>(5.08)</u>
<b>Operating Profit Before Working Capital Changes</b>	<b>17,345.10</b>	<b>17,214.60</b>
<b>Adjustments for Changes In Working Capital :</b>		
- (increase)/Decrease in Sundry Debtors	(815.97)	(5,024.11)
- (increase)/Decrease in Other Receivables	(1,478.34)	(993.74)
- (increase)/Decrease in Inventories	291.41	(196.87)
- Increase/(Decrease) in Trade And Other Payables	753.08	2,674.97
	<u>(1,249.82)</u>	<u>(3,539.75)</u>
<b>Cash Generated From Operations</b>	<b>16,095.28</b>	<b>13,674.85</b>
- Direct Taxes Paid	(4,131.02)	(4,207.34)
- Prior Period Expenses/(Income) (Net)	-	5.08
<b>Net Cash From Operating Activities</b>	<b>11,964.26</b>	<b>9,472.59</b>
<b>B. Cash Flow From Investing Activities:</b>		
Purchase of Fixed Assets	(11,631.14)	(8,114.28)
Capital Work in Progress	(2,295.68)	568.22
Proceeds from Sale of Fixed Assets	732.40	246.06
Redemption of Investments	42,490.67	54,097.41
Purchase of Investments	(38,706.55)	(57,495.67)
Interest Received	269.19	943.20
Dividend Received	69.36	648.89
	<u>69.36</u>	<u>648.89</u>
<b>Net Cash Used In Investing Activities</b>	<b>(9,071.75)</b>	<b>(9,106.17)</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

Particulars	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>C. Cash Flow From Financing Activities:</b>		
Proceeds from Secured Loan (Net)	5,798.28	(1,209.26)
Redemption Of Debentures	-	(1,500.00)
Interest Paid	(559.78)	(602.08)
Dividend Paid	(3,010.27)	(3,011.71)
Dividend Tax Paid	<u>(511.84)</u>	<u>(511.84)</u>
<b>Net Cash Used In Financing Activities</b>	<b>1,716.39</b>	<b>(6,834.89)</b>
<b>Net Increase/(Decrease) In Cash and Cash Equivalents</b>	<b>4,608.90</b>	<b>(6,468.47)</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>3,666.40</b>	<b>10,134.87</b>
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>8,275.30</b>	<b>3,666.40</b>
<b>Cash and Cash Equivalents Comprise</b>		
Cash on Hand	236.33	257.72
Cheques in Hand	137.16	-
Remittance-in-Transit	0.28	5.33
Franking Machine Balance	0.18	0.16
Balance with Scheduled Banks in:		
Current Accounts	2,752.94	2,620.96
Fixed Deposit Accounts	5,039.95	756.84
Unpaid Dividend Account	4.45	3.01
Margin Money	104.01	22.38

## Notes :

- Figures in brackets indicate cash outflow.
- The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 prescribed by the Companies (Accounting Standards) Rules, 2006
- Fixed Deposit includes Rs 3.68 Lakhs (Previous Year Rs 7.50 Lakhs ) which are subject to lien with the bankers and others. This is the Cash Flow Statement referred to in our report of even date.

This is the Cash Flow Statement referred to in our report of even date.

**Usha Rajeev**  
Partner  
Membership Number-F-87191  
For and on behalf of  
Price Waterhouse  
Chartered Accountants

Place: Kanpur  
Date: June 16, 2009

For and on behalf of the Board

<b>Mahendra Mohan Gupta</b>	Chairman & Managing Director
<b>Sanjay Gupta</b>	Whole Time Director & CEO
<b>Dhirendra Mohan Gupta</b>	Whole Time Director
<b>Shailesh Gupta</b>	Whole Time Director
<b>Devendra Mohan Gupta</b>	Director
<b>Naresh Mohan</b>	Director
<b>R.K. Jhunjhunwala</b>	Director
<b>Shailendra Mohan Gupta</b>	Director
<b>Vijay Tandon</b>	Director
<b>Rahul Gupta</b>	Alternate Director to Mr. Gavin K. O'Reilly
<b>R.K. Agarwal</b>	Chief Financial Officer
<b>Amit Jaiswal</b>	Company Secretary

**SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET**

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 1</b>		
<b>CAPITAL</b>		
<b>AUTHORISED</b>		
37,50,00,000 Equity Shares of Rs. 2/- each (Previous Year 37,50,00,000 Equity Shares of Rs. 2/- each)	<u>7,500.00</u>	<u>7,500.00</u>
<b>ISSUED, SUBSCRIBED AND FULLY PAID-UP</b>		
30,11,70,585 Equity Shares of Rs.2/- each (Previous Year 30,11,70,585 Equity Shares of Rs. 2/- each) Of the above, 4,95,00,000 Equity Shares of Rs. 2/- each fully paid-up (Previous Year 4,95,00,000 Equity Shares of Rs. 2/- each) were allotted by way of bonus shares by capitalisation of profits in the Year 2000-01; 13,90,01,805 equity shares of Rs. 2/- each fully paid-up (Previous Year 13,90,01,805 equity shares of Rs. 2/- each) in the Year 2005-06 and 5,01,95,100 equity shares of Rs. 2/- each fully paid-up (Previous Year 5,01,95,100 equity shares of Rs. 2/- each) in the Year 2006-07 by capitalisation of Securities Premium.	<u>6,023.41</u>	<u>6,023.41</u>
<b>TOTAL :-</b>	<u><u>6,023.41</u></u>	<u><u>6,023.41</u></u>
<b>SCHEDULE NO. 2</b>		
<b>RESERVES AND SURPLUS</b>		
<b>SECURITIES PREMIUM</b>		
	<u>35,902.19</u>	<u>35,902.19</u>
<b>DEBENTURE REDEMPTION RESERVE</b>		
Opening Balance	-	750.00
Less: Transfer to Profit and Loss account	-	<u>750.00</u>
	<u>4,456.23</u>	<u>3,456.23</u>
<b>GENERAL RESERVE</b>		
Opening Balance	<u>4,456.23</u>	<u>3,456.23</u>
Add: Transferred from Profit and Loss Account	<u>1,000.00</u>	<u>1,000.00</u>
	<u>5,456.23</u>	<u>4,456.23</u>
<b>PROFIT AND LOSS ACCOUNT</b>		
	<u>8,610.09</u>	<u>7,494.13</u>
<b>TOTAL :-</b>	<u><u>49,968.51</u></u>	<u><u>47,852.55</u></u>
<b>SCHEDULE NO. 3</b>		
<b>SECURED LOANS</b>		
(Note 5 on Schedule 22A)		
<b>Loans and Advances from Banks:</b>		
Cash Credit	<u>8,032.41</u>	<u>7,306.79</u>
Loan for Vehicle	-	<u>0.20</u>
Repayable within a Year Rs.Nil (Previous Year Rs.0.20 Lakhs)		
<b>Other Loans and Advances:</b>		
External Commercial Borrowings taken from Cooperatieve Centrale Raiffeisen Boernleen Bank, B. A. Repayable within a Year Rs. Nil (Previous Year Rs. 599.55 Lakhs)	<u>6,114.00</u>	<u>599.55</u>
<b>TOTAL :-</b>	<u><u>14,146.41</u></u>	<u><u>7,906.54</u></u>

**Notes:-**

- 1 Cash Credit and External Commercial Borrowings are secured by first charge ranking pari-passu between Central Bank of India and Cooperatieve Centrale Raiffeisen Boernleen Bank, B. A.:
  - a) by way of hypothecation of all movable assets including fixed assets, stocks, book debts and other receivables both present and future; and
  - b) by way of equitable mortgage of Company's immovable properties, both present and future.
- 2 Cash Credit facilities from Central Bank of India are further secured by personal guarantees of some of the Directors.

**SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET**

**SCHEDULE NO. 4  
FIXED ASSETS**

(Note 2, 5, 9 and 10 on Schedule 22A and Note 4, 5, 12 and 18 on Schedule 22B)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at April 1, 2008	Additions	Sales/ Adjustments	As at March, 31, 2009	As at April 1, 2008	For the Year	Adjustments	As at March, 31, 2009	As at March 31, 2008
<b>INTANGIBLE ASSETS:-</b>									
Title	1,700.00	-	-	1,700.00	-	-	-	-	1,700.00
<b>TANGIBLE ASSETS:-</b>									
Land (Freehold)	779.21	246.28	-	1,025.49	-	-	-	-	779.21
Land (Leasehold)	1,552.76	0.55	-	1,553.31	54.15	18.32	72.47	1,480.84	1,498.61
Leasehold Improvements	498.62	848.86	39.32	1,308.16	165.98	143.10	24.04	1,023.12	332.64
Buildings*	3,182.08	2,298.67	-	5,480.75	887.81	277.76	-	4,315.18	2,294.27
Plant and Machinery	26,575.82	7,534.00	2,475.61	31,634.21	9,065.72	2,771.02	1,728.51	21,525.98	17,510.10
Computers	3,224.46	378.60	356.62	3,246.44	2,371.72	396.76	323.86	801.82	852.74
Furniture and Fixture	439.94	140.07	31.86	548.15	276.43	59.21	24.98	237.49	163.51
Vehicles	1,196.85	359.58	101.89	1,454.54	651.88	166.36	77.73	714.03	544.97
<b>Total :-</b>	<b>39,149.74</b>	<b>11,806.61</b>	<b>3,005.30</b>	<b>47,951.05</b>	<b>13,473.69</b>	<b>3,832.53</b>	<b>2,179.12</b>	<b>15,127.10</b>	<b>25,676.05</b>
<b>Capital Work in Progress:</b>									
Capital Work in Progress, including Capital Advances of Rs. 2,616.87 Lakhs (Previous Year Rs. 3,009.59 Lakhs)									
<b>Grand Total :-</b>	<b>39,149.74</b>	<b>11,806.61</b>	<b>3,005.30</b>	<b>47,951.05</b>	<b>13,473.69</b>	<b>3,832.53</b>	<b>2,179.12</b>	<b>15,127.10</b>	<b>30,461.29</b>
<b>PREVIOUS YEAR</b>	<b>32,119.00</b>	<b>7,848.77</b>	<b>818.03</b>	<b>39,149.74</b>	<b>10,722.41</b>	<b>3,359.06</b>	<b>607.78</b>	<b>13,473.69</b>	<b>4,785.24</b>

\* Includes buildings constructed in the rented premises/on plot of land taken on lease from the directors/their relatives and the properties belonging to the entity, whose running business was takeover by the Company on April 1, 2000 on Lock, Stock and Barrel basis.

**SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET**

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO.5</b>		
<b>INVESTMENTS</b>		
(Note 3 on Schedule 22A and Note 2(b), and 17 Schedule 22B)		
<b>LONG TERM INVESTMENTS -AT COST</b>		
<b>A ) QUOTED, NON-TRADE UNLESS OTHERWISE STATED</b>		
<b>SHARES</b>		
1,45,650 (Previous Year 1,45,650) Fully paid-up Equity Shares of Rs. 10/- each in Jagran Limited* (Trade) (Market value: Not available; Previous Year: Not available)	16.23	16.23
30,150 (Previous Year 25,125) Fully paid-up Equity shares of Rs. 10/- each in The Bank of Rajasthan Limited (Market value: Rs.11.40 lakhs; Previous Year: Rs.25.05 lakhs)	64.73	64.73
20,000 (Previous Year 20,000) Fully paid-up Equity shares of Rs. 10/- each in CRB Corporation Limited* (Market value: Not available; Previous Year: Not available)	6.00	6.00
18,500 (Previous Year 18,500) Fully paid-up Equity shares of Rs. 10/- each in Mega Fin (India) Limited* (Market value: Not available; Previous Year: Not available)	1.85	1.85
1,100 ( Previous Year 1,100) Fully Paid up Equity shares of Rs. 10/- each in Bank of India (Market value: Rs.2.41 lakhs; Previous Year Rs.2.79 lakhs)	0.59	0.59
500 ( Previous Year 500) Fully paid-up Equity shares of Rs. 2/- each of HT Media Limited (Market value: Rs. 0.29 lakhs; Previous Year Rs.0.86 lakhs)	0.53	0.53
500 ( Previous Year 500) Fully paid-up Equity shares of Rs. 2/- each of Deccan Chronicle Holdings Limited (Market value: Rs. 0.24 lakhs; Previous Year Rs. 0.81 lakhs)	0.46	0.46
	<u>90.39</u>	<u>90.39</u>
Less : Provision for diminution in Investments (Other than temporary)	<u>80.00</u>	<u>64.00</u>
	<u>10.39</u>	<u>26.39</u>
<b>B ) UNQUOTED</b>		
<b>a) SHARES (TRADE):</b>		
1,00,000 (Previous Year 1,00,000) Fully paid-up Equity shares of Rs.10/- each in Jagran Publications Private Limited**	10.00	10.00
5,000 (Previous Year 5,000) Fully paid-up Equity Shares of Rs.10/- each in Jagran Prakashan (MPC) Private Limited***	0.50	0.50
150 (Previous Year 150) Fully Paid-up Equity Shares of Rs. 100/- each of United News of India	0.10	0.10
312 (Previous Year 312) Fully Paid-up Equity Shares of Rs. 100/- each of The Press Trust of India Limited	0.31	0.31
4,60,000 (Previous Year 4,60,000) Fully paid-up Equity Shares of Rs.10/- each in Jagran Infotech Limited	46.00	46.00
1,02,5000 (Previous Year 25,000) Fully paid-up Equity Shares of Rs.10/- each in Jagran 18 Publications Limited	102.50	2.50
1,330 (Previous Year NIL) Fully Paid-up Equity Shares of Rs.10/- each in Skorydov Systems Private Limited	250.00	-
<b>b) UNITS OF MUTUAL FUND (FULLY PAID UP), NON-TRADE</b>		
Fortis Fixed Term Plan Series 10 Plan F Institutional Growth (50,00,000 (Previous Year 50,00,000) units of Rs 10/- each)	500.00	500.00
Fortis Fixed Term Plan Series 11 Plan A Institutional Growth (50,00,769 (Previous Year 50,00,769) units of Rs 10/- each)	500.08	500.08
Fortis Fixed Term Plan Series 14 Plan C Institutional Growth (50,00,000 (Previous Year Nil) units of Rs 10/- each)	500.00	-

## SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
BSL Income Fund-Quarterly Dividend -Reinvestment (49,37,637 (Previous Year Nil) units of Rs 10/- each)	602.89	-
DSP BlackRock Fixed Maturity Plan-12 1/2 M Series 1 - Institutional Growth (50,44,106 (Previous Year 50,44,106) units of Rs 10/- each)	504.41	504.41
DSP BlackRock Bond Fund-Regular Plan -Dividend (45,96,456 (Previous Year Nil) units of Rs 10/- each)	500.39	-
HDFC High Interest Fund-Quarterly Dividend-Reinvestment (51,16,558 (Previous Year 51,16,558) units of Rs 10/- each)	601.00	-
HDFC Income Fund - Dividend Reinvestment (44,92,587(Previous Year Nil) units of Rs 10/- each)	506.19	-
Kotak Bond (Regular)-Quarterly Dividend (62,67,466 units (Previous Year Nil) of Rs 10/- each)	707.80	-
Kotak Fixed Maturity Plan 13M Series 4 Institutional Growth (51,76,301 (Previous Year 51,76,301) units of Rs 10/- each)	517.63	517.63
LIC Fixed Maturity Plan Series 37 - 13 Months (1,00,00,000 (Previous Year 1,00,00,000) units of Rs 10/- each)	1,000.00	1,000.00
Reliance Fixed Horizon Fund-VII- Series 4 - Institutional Growth Plan (50,00,000 (Previous Year 50,00,000) units of Rs 10/- each)	500.00	500.00
SBI Debt Fund Series-13 Months-7-(18-Mar-08)-Institutional Growth (56,83,800 (Previous Year 56,83,800) units of Rs 10/- each)	568.38	568.38
Templeton Floating Rate Income Fund Long Term Plan Super Institutional-Dividend Reinvestment (50,03,577 (Previous Year Nil) units of Rs 10/- each)	500.68	-
UTI Fixed Term Income Fund Series III Plan 20-Institutional Growth (1,00,00,000 (Previous Year 1,00,00,000) units of Rs 10/- each)	1,000.00	1,000.00
UTI Fixed Term Income Fund Series-IV- Plan V (13 Months)- Institutional Growth Plan (50,00,000 (Previous Year 50,00,000) units of Rs 10/- each)	500.00	500.00
ICICI Prudential Income Plan -Qtrly Dividend-Reinvestment (44,83,555 (Previous Year Nil) units of Rs 10/- each)	596.94	-
Birla Fixed Term Plan- Institutional Series AP - Growth (50,46,369 (Previous Year 50,46,369) units of Rs 10/- each)	504.64	504.64
SBI Debt Fund Series-13 Months-5-Aug -07 Institutional Growth (Nil (Previous Year 50,00,000) units of Rs 10/- each)	-	500.00
Reliance Fixed Horizon Fund Series III (NIL (Previous Year: 50,00,000) units of Rs 10/- each)	-	500.00
Templeton Fixed Horizon Fund Series 1, 13 Months (NIL ( Previous Year 50,00,000) units of Rs 10/- each)	-	500.00
Fortis Fixed Term Plan S8 Yearly Plan-Growth (Nil (Previous Year 10,001,543) units of Rs 10/- each)	-	1,000.15
Birla Fixed Term Plan Institutional Series AA - Growth (Nil (Previous Year 50,00,000) units of Rs 10/- each)	-	500.00
Birla Fixed Term Plan Institutional Series Y- Growth (Nil (Previous Year 1,00,00,000) units of Rs 10/- each)	-	1,000.00
Birla Fixed Term Plan Series T (NIL ( Previous Year: 15,000,000 ) units of Rs 10/- each)	-	1,500.00
ING Vysya Fixed Maturity Fund Series XXII (NIL(Previous Year 1,00,00,000) units of Rs 10/- each)	-	1,000.00
UTI Fixed Maturity Plan Yearly Series (YFMP 03/09)-Institutional Growth (50,00,000 (Previous Year Nil) units of Rs 10/- each)	500.00	-
	<b>11,520.44</b>	<b>12,654.70</b>

**SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET**

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>CURRENT INVESTMENTS, UNQUOTED ( NON TRADE)#</b> (At lower of cost and fair value)		
<b>UNITS OF MUTUAL FUND (FULLY PAID UP), NON-TRADE</b>		
BSL Savings Fund-Institutional Daily Dividend-Reinvestment (51,39,480 (Previous Yer Nil) units of Rs 10/- each)	514.30	-
Birla Sunlife Quarterly Interval Series 1 - Dividend - Reinvestment (Nil (Previous Year 51,14,033) units of Rs 10/- each)	-	511.40
Birla Sunlife Quarterly Interval Series 6 - Dividend - Reinvestment (Nil (Previous Year 50,67,583) units of Rs 10/- each)	-	506.76
UTI Fixed Maturity Plan-Yearly Series-Y Fixed Maturity Plan 0208 Dividend Plan (NIL (Previous Year 50,26,292 units of Rs 10/- each)	-	502.63
DSP Black Rock Money Manager Fund-Institutional Daily Dividend (49,992 (Previous Year Nil) units of Rs 1000/- each)	500.41	-
DSP Merrill Lynch Cash Plus Institutional - Daily Dividend (NIL (Previous Year 50,315.867 units of Rs 1000/- each)	-	503.21
HSBC Flexi Debt Fund Institutional Fortnightly Dividend (30,00,300 (Previous Year Nil) units of Rs 10/- each)	301.38	-
IDFC SSIF Short Term Plan B-Fortnightly Dividend (19,73,958 (Previous Year Nil) units of Rs 10/- each)	202.33	-
IDFC Money Manager Fund TP Super Instl Plan C Daily Dividend (51,50,696 (Previous Year Nil) units of Rs 10/- each)	515.15	-
ING Short Term Income Fund - Dividend (16,78,591 (Previous Year Nil) units of Rs 10/- each)	201.32	-
ING Vysya Fixed Maturity Fund Series XXXV (Nil (Previous year 1,01,52,429 units of Rs 10/- each)	-	1,015.24
JM Money Manager Fund Super Plus Plan Daily Dividend (30,00,890 (Previous Year Nil) units of Rs 10/- each)	300.25	-
Kotak Flexi Debt Scheme Institutional -Daily Dividend (19,92,180 (Previous Year Nil) units of Rs 10/- each)	200.16	-
Kotak Bond Short Term - Monthly Dividend (29,75,989 (Previous Year Nil) units of Rs 10/- each)	300.12	-
MIRAE ASSET Liquid Fund - Institutional - Daily Dividend Plan (NIL (Previous Year 10,048 units of Rs 1000/-each)	-	100.48
Principal Income Fund Short Term Institutional Plan weekly Div Reinv. (18,48,355 (Previous Year Nil) units of Rs 10/- each)	200.41	-
Reliance Short Term Fund -Retail Plan-Dividend (18,82,607 (Previous Year Nil) units of Rs 10/- each)	200.84	-
SBI Debt Fund Series-90 days-21-(4-Mar-08)-Dividend (NIL (Previous Year 51,00,994 units of Rs 10/- each)	-	510.11
SBI Debt Fund Series-30 days-1-(13-Mar-08)-Dividend (NIL (Previous Year 50,00,000 units of Rs 10/- each)	-	500.00
Templeton FRIF Long Term Plan Super Institutional Option (NIL (Previous Year 9,989,212 units of Rs 10/- each)	-	1,000.00
Templeton Quarterly Interval Plan-Plan B -Institutional Dividend Reinvestment (NIL (Previous Year 49,94,855 units of Rs 10/- each)	-	500.00
Tata Short Term Bond Fund-Dividend (42,19,853 (Previous Year Nil) units of Rs 10/- each)	505.99	-

## SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
UTI Treasury Advantage Fund-Institutional Plan-Daily Dividend Reinvestment (20,626 (Previous Year) units of Rs 1000/- each)	206.30	-
	<u>4,148.96</u>	<u>5,649.83</u>
<b>TOTAL :-</b>	<u><b>15,679.79</b></u>	<u><b>18,330.92</b></u>

**NOTES :**

- \* Market value and book value both exclude the investments in respect of which market value as stated above was not available. These Investment are fully provided for.
- \*\* Represents 40% paid-up Capital of the company carrying 50% voting rights.
- \*\*\* Represents 50% paid-up Capital of the company carrying 50% voting rights. Aggregate market value of Quoted Investment is Rs. 14.34 Lakhs (Previous Year Rs.29.51 Lakhs) as against the aggregate book value of Rs. 10.39 Lakhs (Previous Year Rs. 26.39 Lakhs). Aggregate amount of unquoted Investments is Rs. 15,669.40 Lakhs (Previous Year Rs.18,304.53 Lakhs).

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 6</b>		
<b>INVENTORIES</b>		
(Note 4 on Schedule 22A)		
Raw Material*	2,897.71	3,005.37
(Including in transit Rs. 399.50 Lakhs; Previous Year Rs. 676.28 Lakhs)		
Stores	260.31	448.83
(Including in transit Rs. Nil; Previous Year Rs. 29.72 Lakhs)		
Finished Goods	24.88	20.11
<b>TOTAL :-</b>	<u><b>3,182.90</b></u>	<u><b>3,474.31</b></u>
*Includes raw material lying with third parties aggregating Rs. 10.78 Lakhs (Previous Year Rs. 22.28 Lakhs)		
<b>SCHEDULE NO. 7</b>		
<b>SUNDRY DEBTORS</b>		
Debts outstanding for a period exceeding six months:		
Secured, considered good	14.34	12.35
Unsecured, considered good	2,543.90	2,505.66
Unsecured, considered doubtful	1,705.45	1,256.60
Less:Provision for Bad and Doubtful Debts	<u>1,705.45</u>	<u>1,256.60</u>
	<u><b>2,558.24</b></u>	<u><b>2,518.01</b></u>
Other Debts:		
Secured, considered good	1,158.37	969.73
Unsecured, considered good**	12,140.49	12,357.27
Unsecured, considered doubtful	55.31	1.50
Less:Provision for Bad and Doubtful Debts	<u>55.31</u>	<u>1.50</u>
<b>TOTAL :-</b>	<u><b>13,298.86</b></u>	<u><b>13,327.00</b></u>
	<u><b>15,857.10</b></u>	<u><b>15,845.01</b></u>
** Debts due from the Private Company in which some of the Directors of the company are directors Rs. Nil Lakhs (Previous Year Rs. 39.63 Lakhs)		

**SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET**

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO.8</b>		
<b>CASH AND BANK BALANCES</b>		
Cash on Hand	236.33	257.72
Cheques in Hand	137.16	-
Remittance-in-Transit	0.28	5.33
Franking Machine Balance	0.18	0.16
Balance with Scheduled Banks in:		
Current Accounts	2,752.94	2,620.96
Fixed Deposit Accounts***	5,039.95	756.84
Unpaid Dividend Account	4.45	3.01
Margin Money	104.01	22.38
<b>TOTAL :-</b>	<b>8,275.30</b>	<b>3,666.40</b>
*** Includes Rs 3.68 Lakhs (Previous Year Rs. 7.50 Lakhs) which are subject to lien with the bankers and others.		
<b>SCHEDULE NO. 9</b>		
<b>OTHER CURRENT ASSETS</b>		
Security Deposits#		
Considered Good	1,994.97	1,612.81
Considered Doubtful	11.66	11.66
	<b>2,006.63</b>	<b>1,624.47</b>
Less : Provision for Bad and Doubtful Security Deposits	11.66	11.66
Interest Accrued on Fixed Deposits	56.00	20.16
Interest Receivable (Others)	89.91	59.53
Dividend Receivable	-	1.01
<b>TOTAL :-</b>	<b>2,140.88</b>	<b>1,693.51</b>
# Includes amount of Rs.39.50 Lakhs (Previous Year Rs.39.50 Lakhs) deposited with the Directors for the premises taken on lease from them. Maximum amount due at any time during the Year : Rs 39.50 Lakhs (Previous Year Rs.39.50 Lakhs)		
<b>SCHEDULE NO. 10</b>		
<b>LOANS AND ADVANCES</b>		
(Notes 2 on Schedule 22B)		
Advances recoverable in cash or in kind or for value to be received (Unsecured, considered good unless otherwise stated)		
Accrued Billing Revenue	133.66	299.62
Loans and Advances to Parties and Staff *		
Considered Good	5,127.39	4,093.01
Considered Doubtful	325.80	38.88
	<b>5,453.19</b>	<b>4,131.89</b>
Less : Provision for Bad and Doubtful Advances**	325.80	38.88
Prepaid Expenses	851.97	864.10
Advance Income Tax (including Tax Deducted at Source)	11,804.03	7,867.96
Less: Provision for Income Tax	11,370.95	7,076.86
Advance Fringe Benefit Tax	523.71	-
Less: Provision for Fringe Benefit Tax	520.34	-
<b>TOTAL :-</b>	<b>6,549.47</b>	<b>6,047.83</b>
* Debts due from the companies in which the company has substantial interest: Rs. 3,073.80 Lakhs (Previous Year 3,215.18 Lakhs)		
** Includes provision made on advances due from related parties		

## SCHEDULES REFERRED TO AND FORMING PART OF BALANCE SHEET

	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 11</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>(A) CURRENT LIABILITIES</b>		
(Note 5 and 11 on Schedule 22A and Note 6 on Schedule 22B)		
Sundry Creditors		
- Due to Micro and Small Enterprises	-	-
- Others	5,777.38	5,708.21
Advance from Customers	652.30	446.48
Unpaid Dividend*	4.44	3.01
Security Deposits from Agents, Staff and Others	2,071.04	1,859.41
Interest Accrued but not Due	32.01	1.73
Other Liabilities	326.74	363.24
	<u>8,863.91</u>	<u>8,382.08</u>
* Not due for credit to Investor Education and Protection Fund		
<b>(B) PROVISIONS</b>		
(Notes 7 and 8 on Schedule 22A and Note 13 on Schedule 22B)		
Provision for Fringe Benefit Tax	-	492.12
Less: Advance Tax Paid	-	472.16
	<u>15.79</u>	27.88
Provision for Wealth Tax	6.90	8.89
Less: Advance Tax Paid	-	19.91
	<u>1,023.68</u>	511.84
Corporatate Dividend Tax Payable	6,023.41	3,011.71
Proposed Dividend	-	233.47
Provision for Gratuity	316.64	274.74
Provision for Earned Leave	<u>7,372.62</u>	4,059.69
<b>TOTAL :-</b>	<u>16,236.53</u>	<u>12,441.77</u>
<b>SCHEDULE NO. 12</b>		
<b>MISCELLANEOUS EXPENDITURE</b>		
<b>(to the extent not written off or adjusted)</b>		
Share Issue Expense		
Opening Balance	14.00	20.00
Addition During the Year	-	-
	<u>14.00</u>	20.00
Amortised During the Year	14.00	6.00
<b>TOTAL :-</b>	<u>-</u>	<u>14.00</u>

**SCHEDULES REFERRED TO AND FORMING PART OF PROFIT & LOSS ACCOUNT**

	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 13</b>		
<b>SALES AND OTHER OPERATING INCOME</b>		
(Note 6 on Schedule 22A)		
Newspaper Sale	19,541.59	18,112.35
Other Publications Sale	168.79	180.02
Advertisement Revenue	55,171.13	49,879.70
Revenue from Other Operating Activities (Includes Jobwork Charges of Rs. 998.28 Lakhs; Previous Year Rs. 619.71 Lakhs)	6,843.50	6,221.19
Scrap and Waste Paper Sale	612.22	570.06
<b>TOTAL :-</b>	<b><u>82,337.23</u></b>	<b><u>74,963.32</u></b>
<b>SCHEDULE NO. 14</b>		
<b>OTHER INCOME</b>		
(Note 5 and 6 on Schedule 22A)		
Bad Debts Recovered	7.38	15.61
Profit on Sale of Assets	110.77	51.82
Profit on Sale of Current Investments, other than trade: (Net of Loss of Rs. 37.03 Lakhs; Previous Year Rs. 2.79 Lakhs)	54.44	14.76
Profit on Sale of Long term Investments, other than trade: (Net of Loss of Rs. Nil; Previous Year 46.64 Lakhs)	682.62	441.43
Dividend Received		
-From Long Term Investments - Other Than Trade	39.90	3.05
-From Current Investments - Other Than Trade	440.38	641.58
Exchange Rate Fluctuation (Net)	-	174.98
Rent and Space Sharing Charges Received	7.92	10.59
Interest Received (Gross) :-		
- On Income Tax Refund	17.77	36.91
- On Fixed Deposits	198.94	277.73
(Gross of Tax Deducted at Source Rs. 25.14 Lakhs; Previous Year Rs. 52.05 Lakhs)		
- On Loans Given	105.75	271.90
(Gross of Tax Deducted at Source Rs. 23.50 Lakhs; Previous Year Rs. 6.39 Lakhs)		
- Others	12.95	12.67
Provision/Creditors no Longer Required Written-back	551.31	175.71
Miscellaneous	41.72	18.19
<b>TOTAL :-</b>	<b><u>2,271.85</u></b>	<b><u>2,146.93</u></b>
<b>SCHEDULE NO. 15</b>		
<b>INCREASE/(DECREASE) IN STOCKS</b>		
Closing Stock	24.87	20.11
Less : Opening Stock	20.11	15.11
<b>TOTAL :-</b>	<b><u>4.76</u></b>	<b><u>5.00</u></b>
<b>SCHEDULE NO. 16</b>		
<b>MATERIALS CONSUMED</b>		
(Note 7 on Schedule 22B)		
Raw Material	31,791.40	27,179.32
Stores and Spares*	2,350.47	2,365.81
<b>TOTAL :-</b>	<b><u>34,141.87</u></b>	<b><u>29,545.13</u></b>

\*Does not include stores and spares directly charged to Repairs and Maintenance - Plant & Machinery Rs. 213.77 Lakhs (Previous Year Rs. 242.21 Lakhs)

## SCHEDULES REFERRED TO AND FORMING PART OF PROFIT & LOSS ACCOUNT

	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 17</b>		
<b>EMPLOYEES COST</b>		
(Note 7 on Schedule 22A and Note 8 and 13 on Schedule 22B)		
Salary, Wages, Bonus etc.	9,386.69	7,851.70
Contribution to Employees Provident and Other Funds	718.78	604.35
Employees Welfare	464.08	446.42
Gratuity Including Contribution to Gratuity Fund	83.80	245.67
<b>TOTAL :-</b>	<u><u>10,653.35</u></u>	<u><u>9,148.14</u></u>
<b>SCHEDULE NO. 18</b>		
<b>MANUFACTURING AND OTHER DIRECT EXPENSES</b>		
Repairs and Maintenance		
Building	224.16	206.30
Plant and Machinery	854.51	846.62
News Collection and Contribution	450.95	453.72
Composing, Printing and Binding	246.57	201.71
Power and Fuel	1,380.54	1,226.53
Freight and Cartage	162.09	157.37
Site Hiring Charges (Note 9 on Schedule 22A and 12 on Schedule 22B)	4,026.00	4,489.81
Other Direct Expenses	1,083.57	848.33
<b>TOTAL :-</b>	<u><u>8,428.39</u></u>	<u><u>8,430.39</u></u>
<b>SCHEDULE NO. 19</b>		
<b>SELLING, ADMINISTRATIVE, AND OTHER EXPENSES</b>		
Rates and Taxes	42.83	14.64
Rent (Note 9 on Schedule 22A and 12 on Schedule 22B)	767.82	638.65
Carriage and Distribution	1,728.10	1,539.57
Travelling and Conveyance	740.68	676.58
Communication	788.14	740.64
Promotion, Publicity and Sales Incentives	3,839.74	4,220.80
Repair and Maintenance-Others	402.80	389.99
Director's Sitting Fee	1.21	1.11
Field Expenses	1,162.61	1,135.46
Insurance	172.02	152.99
Donation	192.31	140.97
Bad Debts Written-off	170.70	183.63
Provision for Bad and Doubtful Debts and Advances	1,014.19	453.75
Provision for Diminution in Value of Investments	16.00	-
Payment to the Auditors (Note 9 on Schedule 22B)	62.89	56.40
Preliminary Expenses Written-off	14.00	6.00
Assets Written-off	204.56	16.01
Exchange Rate Fluctuation (Net)	851.20	-
Miscellaneous	1,275.70	1,097.40
<b>TOTAL :-</b>	<u><u>13,447.50</u></u>	<u><u>11,464.59</u></u>

**SCHEDULES REFERRED TO AND FORMING PART OF PROFIT & LOSS ACCOUNT**

	For the Year Ended March 31, 2009 (Rs. in Lakhs)	For the Year Ended March 31, 2008 (Rs. in Lakhs)
<b>SCHEDULE NO. 20</b>		
<b>INTEREST</b>		
Interest on		
- Debentures	-	31.28
- Term Loans	180.98	231.40
- Other Borrowings	409.07	335.77
<b>TOTAL :-</b>	<u>590.05</u>	<u>598.45</u>
<b>SCHEDULE NO. 21</b>		
<b>PRIOR PERIOD ADJUSTMENT AND EXTRA ORDINARY ITEMS (NET)</b>		
(Note 14 on Schedule 22B)		
Prior Period Adjustment (Net)	-	(5.08)
<b>TOTAL :-</b>	<u>-</u>	<u>(5.08)</u>

**SCHEDULE - 22 - SCHEDULE REFERRED TO AND FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

**A. SIGNIFICANT ACCOUNTING POLICIES :-**

**1. Accounting Convention**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied, except where a newly issued accounting standard or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use or to the extent disclosed in this schedule.

**2. Fixed Assets and Depreciation**

- a) Fixed Assets are recorded by the Company at the cost of acquisition or construction after considering the grants received and depreciated on Written-Down Value basis, at the rates prescribed in Schedule-XIV to the Companies Act, 1956.
- b) Assets individually costing less than Rs. 5000 each are fully depreciated in the year of acquisition. In respect of assets acquired, sold or discarded during the year, depreciation is provided on pro-rata basis for the period during which each asset was in use.
- c) Depreciation is provided on composite cost of Land and Building wherever cost of Land is not separately available. In these cases, the said composite cost is capitalised under Building.
- d) Title Dainik Jagran has an indefinite life and therefore not amortized. (Also refer Note 5 of Schedule 22B)
- e) Leasehold land and Leasehold improvements are amortised over the total period of lease including renewals.

**3. Investments**

Long term investments are stated at cost of acquisition inclusive of expenditure incidental to acquisition. A provision for diminution is made to recognise a decline, other than temporary in the value of long term investments.

Current investments are stated at lower of cost and fair value determined on an individual basis.

**4. Inventories**

Inventories are valued at cost or net realisable value, whichever is lower. Cost of raw materials and stores is determined on first-in-first-out basis and cost of finished goods is determined on direct cost basis.

**5. Foreign Currency Transactions**

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in the previous financial statements, are recognized as income or as expense in the year in which they arise. Gain or loss on transactions relating to acquisition of Fixed Assets in foreign currency is recognised as profit or loss in the Profit and Loss Account and adjusted to the corresponding liability. Non-monetary items other than Fixed Assets are carried at fair value or other similar values using exchange rates when values were determined. Foreign Currency Monetary Items outstanding as at Balance Sheet date are valued using the conversion rate prevailing as at Balance Sheet date.

**6. Revenue Recognition**

Revenues are recognized to the extent that it is probable that economic benefit will flow to the company and revenue can be reliably measured. It is accounted for net of trade discounts.

Specifically the following bases are adopted in respect of various sources of revenues of the company:-

## a) Advertisement

Revenue from advertisement space is recognized, as and when the relevant advertisement is published.

Revenue/Expense against all Barter-Contracts is recognised at the time of actual performance of the contract to the extent of performance completed by either party against its part of contract.

## b) Sale of Publications

Revenue from sale is recognised on dispatch, net of credits for unsold copies.

## c) Others

Revenue from printing job work is recognised on delivery of goods after completion as set out in the relevant contracts.

Revenue from Outdoor activities is recognised as and when the relevant advertisement is displayed.

Revenue from Event Management services is recognised when the event is completed.

Revenue from SMS service is recognised, when message is transmitted.

Claims from insurance companies / Interest on income tax refunds/ Government department are recognised as and when amount receivable can be reasonably determined.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised if the right to receive payment is established by the Balance Sheet date.

**7. Employee Benefits**

The Company's contribution to Employee Provident Fund, Employee's State Insurance Fund and Employee's Pension Scheme 1995 is charged to revenue.

The Company has Defined Benefit plans namely leave encashment and gratuity for all employees, the liability for which is determined on the basis of an actuarial valuation at the end of the year. Gratuity Fund is recognized by the income tax authorities and is administered and managed by the Life Insurance Corporation of India ("LIC").

Termination benefits are recognised as an expense immediately. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Profit and Loss Account as income or expense.

**8. Taxation**

a) Tax expense comprises current tax, deferred tax and fringe benefit tax.

b) Current tax comprises Company's tax liability for the current financial year as well as additional tax paid, if any, during the year in respect of earlier years on receipt of demand from the authorities. For computation of taxable income under the Income Tax Act, 1961, cash basis of accounting has been adopted and consistently followed by the Company.

c) Deferred tax assets (DTA) and liabilities are computed on the timing differences at the Balance sheet date using the tax rate and tax laws that have been enacted or substantially enacted by the Balance sheet date. DTA is recognized based on management estimates of reasonable certainty that sufficient taxable income will be available against which such DTA can be realised.

## 9. Lease

Assets acquired under finance leases are recognised as fixed assets. Liability is recognized at the lower of the fair value of the leased assets at inception of the lease and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability and charge to the profit and loss account.

Payments made under operating leases are charged to Profit and Loss Account on a straight line basis over the period of the lease.

In case of non-cancelable operating leases, the total rent payable including future escalations till the expiry of lease is charged equally to profit and loss account over the period of lease including renewals.

## 10. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

## 11. Provisions and Contingent Liability

- The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.
- A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made.

## 12. Earnings Per Share

Earnings Per Share (EPS) are computed on the basis of net profit after tax . The number of shares used in computing basic EPS is weighted average number of shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events of bonus issue.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares.

## 13. Segment Information

The Company is engaged primarily in printing and publication of Newspaper and Magazines in India. The other activities of the company comprise outdoor advertising business, event management services and SMS services. However, these in the context of the Accounting Standard 17 on Segment Reporting issued by the Institute of Chartered Accountants of India are considered to constitute single reportable business segment and single geographic segment. Accordingly, no separate disclosure for primary or secondary segments is given.

## 14. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature. The cash flows from operating, investing and financing activities of the Company are segregated.

## B. NOTES TO ACCOUNTS:

### 1. Contingent Liabilities:

Particulars	As at March 31, 2009 ( Rs. in Lakhs)	As at March 31, 2008 ( Rs. in Lakhs)
Bank Guarantees given	112.26	22.38
In respect of various pending labour and defamation cases (In view of large number of cases, it is impracticable to disclose the details of each case).	Amount not ascertainable	Amount not ascertainable

- (a) Pending final disposal of various litigations initiated since June 2007 by a common group of shareholders hereinafter referred to as "Other Group" against the Company in case of two associate companies namely Jagran Publications Private Limited and Jagran Prakashan (MPC) Private Limited and the Company's petition filed in case of former against the Other Group (which is in management) alleging mismanagement and oppression and seeking the directive against

them to sell their shareholding to the Company at fair price or alternatively to vest the management rights with it, the management, on the basis of legal advice received and on evaluation of various developments including the decision of Company Law Board in its favour in one of the crucial petitions filed by Other Group and decrease in exposure by Rs.141.38 lakhs during the financial year 2008-09, considers its entire exposure, in both the companies, of Rs.3084.30 lakhs including equity investment of Rs.10.50 lakhs as fully realizable. The Company, being extremely conservative, recognises interest on the loans granted to these companies as income only when interest is realised and accordingly no interest income has been recognised for the period from 1st October 2007 to 31st March 2009.

- (b) The shares held in associate companies namely Jagran Publications Private Limited and Jagran Prakashan (MPC) Private Limited are not transferable to a third party (i.e. persons and bodies corporate not belonging to U.P. group, defined to be lineal descendants of late Mr. P.C.Gupta and Company in which not less than 51% shareholding is owned and controlled by their family members) without complying with certain conditions as contained in the Articles of Association of these two companies.
- (c) Pursuant to compliance of clause 32 of the Listing Agreement on disclosure of Loans/ Advances in the nature of loans, the relevant information is provided hereunder:

(Rs. in Lakhs)

	Particulars	Outstanding as at March 31, 2009	Maximum amount due at any time during the year ended March 31, 2009	Outstanding as at March 31, 2008	Maximum amount due at any time during the year ended March 31, 2008
I	Jagran Prakashan (MPC) Private Limited (Amount repayable beyond 7 Years: Rs. Nil; Previous Year: Rs. 307.85 Lakhs)	1,588.18	1,625.33	1,539.25	1,539.25
II	Jagran Publications Private Limited.* (Amount repayable beyond 7 Years: Rs. Nil; Previous Year: Rs. 263.40 Lakhs)	1,485.62	1,675.62	1,675.93	1,692.27
	<b>Total :-</b>	<b>3,073.80</b>	<b>3,300.95</b>	3,215.18	3,231.52

\*includes Rs. 350 Lakhs (Previous Year Rs. 350 Lakhs) non interest bearing loan given while the Company was a private limited Company. There is no stipulation for repayment.

- d) The Company has created certain provision, without prejudice to its legal rights, on the receivables under litigation though it is fully confident of realizing its dues.

### 3. Capital Commitments:

Particulars	As at March 31, 2009 (Rs. in Lakhs)	As at March 31, 2008 (Rs. in Lakhs)
Estimated amount of Capital Commitments (Net of Advances Rs. 2,616.87 Lakhs Previous Year Rs. 3,009.59)	3,632.28	13,332.12

4. Title deeds of land at Mohali of Rs. 72.23 Lakhs (Previous Year Rs. 72.23 Lakhs) included in land is yet to be executed.
5. Accounting Standard 26 – Intangible Assets prescribed by the Companies (Accounting Standards) Rules, 2006, and the relevant provisions of the Companies Act, 1956, requires amortisation of intangible assets over their estimated useful life.

The Council of the Institute of Chartered Accountants of India in its meeting held on July 18-20, 2007 has, in-principle accepted the recommendations contained in the Concept Paper on Convergence with the IFRSs, including the adoption of the IFRSs by the listed entities from the accounting periods beginning on or after April 1, 2011.

Considering the fact that post migration to IFRS, the Company will no longer be required to amortise the Title but will test the same for impairment, should there arise a triggering event, the Company has not amortised the value of Title of Rs. 1,700 lakhs in these financial statements.

6. i) Based on the information available with the Company as at March 31, 2009, there are no dues to micro and small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2009.

## JAGRAN PRAKASHAN LIMITED

- ii) Based on the information available with the Company as at March 31, 2009, there was neither any interest payable nor paid to any supplier under the aforesaid Act and similarly there is no such amount remaining unpaid as at March 31, 2009.

### 7. (A) Information Pursuant to the Provisions of Part II of Schedule VI of the Companies Act, 1956

#### (i) Licensed and Installed Capacity

Particulars	Annual Licensed Capacity	Installed capacity (No. of copies in Lakhs per hour) as at March 31,2009*	Installed capacity (No. of copies in Lakhs per hour) as at March 31,2008*
Newspaper	NA	14.57	14.47
Other Publications	NA	No separate installed capacity	

\*As Certified by the Management.

#### (ii) Production, Turnover and Stock:

	ACTUAL PRODUCTION	TURNOVER		OPENING STOCK		CLOSING STOCK	
	(No. of copies in Lakhs)	QUANTITY (No. of copies in Lakhs)	AMOUNT (Rs. in Lakhs)	QUANTITY (No. of copies in Lakhs)	AMOUNT (Rs. in Lakhs)	QUANTITY (No. of copies in Lakhs)	AMOUNT (Rs. in Lakhs)
Newspaper	11,414.62 (10,238.13)	10,705.16 (9,591.45)	19,541.59 (18,112.35)	-	-	-	-
Other Publications	-	-	168.79	-	-	-	-
Advertisement Revenue**	-	-	(180.02)	-	-	-	-
Revenue from other operating Activities***	-	-	55,171.13 (49,879.70)	-	-	-	-
Scrap and waste paper	-	-	6,843.50 (6,221.19)	-	-	-	-
<b>Total</b>			<b>82,337.23</b> <b>(74,963.32)</b>				

#### NOTES: -

- Actual production of Newspaper includes 709.46 Lakhs (646.68 Lakhs) copies for free distribution, advertisement promotion, voucher files and unsold copies.
- \*\*Turnover with respect to Advertisements comprises revenue from selling of advertising space .The sale of such advertisement space cannot be expressed in any generic unit; hence it is not possible to give the quantitative details of turnover.
- \*\*\* Turnover with respect to other operating Activities comprises revenue from Event Management, Outdoor Advertisement, Short Code Services and Job Work, which can not be expressed in terms of quantity; hence it is not possible to give quantitative details.
- Previous Years figures are in brackets.

#### (B) RAW MATERIAL CONSUMED: -

Particulars	Year ended March 31, 2009		Year ended March 31, 2008	
	Quantity	Amount (Rs. In Lakhs)	Quantity	Amount (Rs. In Lakhs)
Newsprint & White Printing Paper	100,275 MT	28,977.15	98,940 MT	25,052.87
Art Paper	-	20.00	-	16.22
Ink	-	2,794.25	-	2,110.23
<b>TOTAL:-</b>		<b>31,791.40</b>		<b>27,179.32</b>

**(C) BREAKUP OF IMPORTED & INDIGENOUS RAW MATERIAL AND STORES & SPARES CONSUMED:**

Particulars	Year ended March 31, 2009		Year ended March 31, 2008	
	Amount (Rs. in Lakhs)	% of Consumption	Amount (Rs. in Lakhs)	% of Consumption
<b>RAW MATERIALS</b>				
Imported	6,240.43	19.63	8,160.55	30.03
Indigenous	25,550.97	80.37	19,018.77	69.97
<b>TOTAL:-</b>	<b>31,791.40</b>	<b>100.00</b>	<b>27,179.32</b>	<b>100.00</b>
<b>STORES &amp; SPARES*</b>				
Imported	669.45	26.11	635.72	24.38
Indigenous	1,894.79	73.89	1,972.30	75.62
<b>TOTAL:-</b>	<b>2,564.24</b>	<b>100.00</b>	<b>2,608.02</b>	<b>100.00</b>

\*This includes Spares Rs. 213.77 Lakhs (Previous Year Rs. 242.21 Lakhs) being the stores and spares directly charged to Repairs to Machinery.

**(D) VALUE OF IMPORT ON C.I.F. BASIS:**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Raw Material, including in transit Rs.399.50 Lakhs (Previous Year Rs. 639.04 Lakhs)	6,007.38	7,395.28
Stores & Spares, including in transit Rs. Nil Lakhs (Previous Year Rs.22.61)	376.82	487.63
Capital Goods	1,984.82	1013.26
<b>Total:-</b>	<b>8,369.02</b>	<b>8,896.17</b>

**(E) EXPENDITURE IN FOREIGN CURRENCY (on accrual basis):**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Travelling Expenses	82.96	66.66
Interest on Term Loan	128.08	79.16
Others	21.94	59.72
<b>Total: -</b>	<b>232.98</b>	<b>205.54</b>

**(F) EARNINGS IN FOREIGN CURRENCY (on accrual basis):**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Advertisement	22.11	40.27
<b>Total: -</b>	<b>22.11</b>	<b>40.27</b>

**8. MANAGERIAL REMUNERATION :**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
(i) Salary	285.00	255.00
(ii) Contribution to Provident Fund	20.52	18.36
(iii) Perquisites	21.73	22.36
<b>Total: -</b>	<b>327.25</b>	<b>295.72</b>
Sitting Fee paid to Directors other than Managing and Whole time Directors	1.21	1.11

Note: As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, separate amount pertaining to the directors is not ascertainable and, therefore, not included in above.

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### 9. AUDITORS` REMUNERATION\* :

(Rs. in Lakhs)

Particulars		Year ended March 31, 2009	Year ended March 31, 2008
(i)	Statutory Audit	60.85	53.93
(ii)	Other Services	-	-
(iii)	Out of Pocket Expenses	2.04	2.47
<b>Total: -</b>		<b>62.89</b>	<b>56.40</b>

\*Including service tax

10. Out of Initial Public Offering (IPO) proceeds of Rs. 32,124.90 Lakhs received by the Company in February 2006, the entire amount of Rs. 32,124.90 Lakhs (Previous Year Rs. 20,473.56 Lakhs) has been spent till the close of the year towards the objects of IPO as given in the Prospectus. The details of utilisation of IPO proceeds are as under:

(Rs. In Lakhs)

Objects of the issue	Estimated amount as per Prospectus	Amount Spent till March 31, 2009	Amount Spent till March 31, 2008
1. Capital Expenditure	13,716.90	20,585.87	13,185.37
2. Acquisition and investments	8,000.00	102.50	2.50
3. Expansion of outdoor advertising business	4,000.00	3,253.36	2,190.16
4. Augmentation of working Capital	4,000.00	3,087.64	-
5. General corporate purposes	47.70	2,896.76	2,896.76
6. Issue Expenses	2,360.30	2,198.77	2,198.77
<b>Total</b>	<b>32,124.90</b>	<b>32,124.90</b>	<b>20,473.56</b>

### 11. THE NET DEFERRED TAX LIABILITY COMPRISES FOLLOWING COMPONENTS

(Rs. in Lakhs)

Deferred Tax Liabilities	As at March 31, 2008	Current year Changes	As at March 31, 2009
Difference between book and tax depreciation on fixed assets.	1,522.75	213.14	1,735.89
Difference between book income and tax income due to different methods of accounting (Net)	4,252.93	(41.16)	4,211.77
	5,775.68	171.98	5,947.66
<b>Deferred Tax Assets</b>			
Provision for Bad and Doubtful Debts and advances allowable under Income-tax Act, 1961 on actual write off	444.93	268.25	713.18
Provision for Permanent Diminution in value of Investments allowable under Income-tax Act, 1961 on actual loss	21.75	5.44	27.19
	466.68	273.69	740.37
<b>Net Deferred Tax Liability</b>	<b>5,309.00</b>	<b>-101.71</b>	<b>5,207.29</b>

### 12. LEASES

- a. The Company has acquired certain vehicles under Finance Lease with the respective underlying assets as security. Minimum lease payments outstanding as of March 31, 2009 in respect of these assets are as follows.

(Rs. in Lakhs)

Due	Total Minimum Lease Payment Outstanding as on March 31, 2009	Interest Not Due	Present Value of Mini- mum Lease Payments
Not later than one Year	-	-	-
Later than one Year but less than five Years	-	-	-
<b>Total :-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous Year	0.20	-	0.20

Total cost of leased vehicles and their carrying amount as at March 31, 2009 are Rs. Nil Lakhs (Previous Year Rs. 3.60 Lakhs) and Rs. Nil Lakhs (Previous Year Rs. 1.59 Lakhs) respectively.

- b. The Company is obligated under non-cancellable leases for offices, residential spaces and sites for display of advertisements that are renewable on a periodic basis at the option of lessor and lessee.

- (i) Future minimum lease payments under non-cancellable operating leases as at March 31, 2009 are as follows:-  
(Rs. in Lakhs)

Due	As at March 2009	As at March 2008
Not later than one year	972.44	1,166.17
Later than one year but less than five years	2,581.11	1,726.97
Later than five years	1,505.54	498.56
Total :-	5,059.09	3,391.70

- (ii) Future minimum sublease payments expected to be received under non-cancellable subleases is not disclosed as revenue from subleasing of leased properties can not be reliably estimated.
- (iii) Total lease payments recognized in the statement of Profit and Loss Account: Rs. 4,793.82 Lakhs (Previous Year Rs. 5128.46 Lakhs).
- (iv) Sub-lease payments received (or receivable) recognised in the statement of Profit and Loss Account Rs. 4,126.58 Lakhs (Previous Year Rs. 4,336.55 Lakhs).

13. The Company has classified various benefits provided to the employees as under –

**I. Defined Contribution Plans-Provident Fund**

During the Year, the Company has recognised the following amounts in the Profit and Loss Account–  
(Rs in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Employers' Contribution to Provident Fund*	400.45	311.09

\* Included in Contribution to Employees Provident and other Funds under Employees Cost (Refer Schedule 17)

**II. State Plans**

- a. Employers' Contribution to Employees' State Insurance Act, 1948
- b. Employers' Contribution to Employees' Pension Scheme, 1995

During the Year, the Company has recognised the following amounts in the Profit and Loss Account  
(Rs. in Lakhs)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Employers' Contribution to Employees' State Insurance Act, 1948**	93.48	93.72
Employers' Contribution to Employees' Pension Scheme, 1995 *	246.98	231.58

\* Included in Contribution to Employees Provident and other Funds under Employees Cost (Refer Schedule 17)

\*\* Included in Employees Welfare under Employees Cost (Refer Schedule 17)

**III. Defined Benefit Plans**

- a. Contribution to Gratuity Funds – Employee's Gratuity Fund
- b. Leave Encashment
- i) In accordance with Accounting Standard 15 (revised 2005), actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions:-

Particulars	Leave Encashment (Unfunded)		Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008	Year Ended March 31, 2009	Year Ended March 31, 2008
Discount Rate (per annum)	8.00%	8.00%	8.00%	8.00%
Rate of increase in Compensation levels	5.00%	5.50%	5.00%	5.50%
Rate of Return on Plan Assets	NA	NA	8.00%	9.25%
Expected Average remaining working lives of employees (Years)	22 Years	22 Years	22 Years	22 Years

## JAGRAN PRAKASHAN LIMITED

- ii) The expected rate of return on plan assets is based on the average long-term rate of return expected to prevail over the next 15 to 20 years on the investments made by the LIC. This is based on the historical returns suitably adjusted for movements in long-term government bond interest rates. The discount rate is based on approximate average yield on government bonds of tenure of nearly of 20 years.

### iii) Changes in the Present Value of Obligation

(Rs. in Lakhs)

Particulars	Leave Encashment (Unfunded)		Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008	Year Ended March 31, 2009	Year Ended March 31, 2008
Present Value of obligation as at April 1	274.74	200.16	928.05	681.00
Current Service Cost	79.86	68.05	150.62	136.00
Interest Cost	21.98	16.01	74.24	54.48
Actuarial (gain)/loss on obligations	2.89	52.47	(59.18)	108.19
Benefits paid	(62.83)	(61.95)	(67.72)	(51.62)
Present Value of obligation as at March 31	*316.64	*274.74	1,026.01	928.05

\* Disclosed as Provision for Earned Leave (Refer Schedule 12 B)

### iv) Changes in the Fair value of Plan Assets

(Rs. in Lakhs)

Particulars	Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008
Fair value of plan assets at April 1	694.58	380.84
Expected return on plan assets	55.57	35.23
Actuarial gain/ (loss) on plan assets	26.31	17.77
Contributions by employer	377.37	312.36
Benefits paid	(67.72)	(51.62)
Fair value of plan assets at March 31	1086.11	694.58

### v) Net Actuarial gain/loss recognised

(Rs. in Lakhs)

Particulars	Leave Encashment (Unfunded)		Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008	Year Ended March 31, 2009	Year Ended March 31, 2008
Actuarial (gain)/loss on obligations	2.89	52.47	(59.18)	108.19
Actuarial (gain)/loss on plan assets	-	-	(26.31)	(17.77)
Actuarial (gain)/loss recognised in the period	2.89	52.47	(85.49)	90.42

### vi) Reconciliation of present value of defined benefit obligation and the fair value of assets

(Rs. in Lakhs)

Particulars	Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008
Present value of funded obligation as at March 31	1,026.01	928.05
Fair Value of Plan Assets as at the end of the period funded status	(1,086.11)	(694.58)
Present value of unfunded obligation as at March 31	(60.10)	233.47
Unfunded Net Liability / (Asset) recognized in Balance Sheet	(60.10)	233.47

## vii) Expenses recognised in the Profit and Loss Account

(Rs. in Lakhs)

Particulars	Leave Encashment (Unfunded)		Employee's Gratuity Fund (Funded)	
	Year Ended March 31, 2009	Year Ended March 31, 2008	Year Ended March 31, 2009	Year Ended March 31, 2008
Current Service Cost	79.86	68.05	150.62	136.00
Interest Cost	21.98	16.01	74.24	54.48
Expected Return on Plan Assets	Nil	Nil	(55.57)	(35.23)
Net actuarial (gain)/loss recognised	2.89	52.47	85.49	90.42
<b>Total expenses recognized in the Profit &amp; Loss Account</b>	<b>**104.73</b>	<b>**136.53</b>	<b>*83.80</b>	<b>*245.67</b>

\* Included in Gratuity Including Contribution to Gratuity Fund (Refer Schedule 17)

\*\* Included in Salary, Wages, Bonus etc. (Refer Schedule 17)

## viii) Constitution of Plan Assets

(Rs. in Lakhs)

Particulars	Employee Gratuity Fund (Funded)	
	As at March 31, 2009	As at March 31, 2008
<b>Total of the Plan Assets</b>	<b>1,086.11*</b>	<b>694.58*</b>

\* The contribution is made to LIC and the split of Planned Assets has not been provided by LIC.

## ix) Major Categories of Plan Assets (as a %age of total planned assets)

Particulars	Employee's Gratuity Fund (Funded)	
	As at March 31, 2009	As at March 31, 2008
Fund managed by Insurer (LIC)	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>

x) Estimated amount of contribution to be paid to the plan within one year is Rs 300.00 Lakhs (Previous year Rs. 300.00 Lakhs)

## xi) Actual Return on Plan Assets

Particulars	Employee's Gratuity Fund (Funded)	
	As at March 31, 2009	As at March 31, 2008
Actual return on plan assets	81.88	53.00

## 14. Prior period expenses/(income) (Net)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2009	Year Ended March 31, 2008
Communication Expenses	-	4.64
<b>Total Prior Period Expenses (A)</b>	<b>-</b>	<b>4.64</b>
Miscellaneous Income/Site Hiring charges	-	9.72
<b>Total Prior Period Income (B)</b>	<b>-</b>	<b>9.72</b>
<b>Prior Period Adjustment (Net) (A)-(B)</b>	<b>-</b>	<b>(5.08)</b>

## JAGRAN PRAKASHAN LIMITED

### 15. EARNINGS PER SHARE (EPS)

	Particulars	Year ended March 31, 2009	Year ended March 31, 2008
(a)	Net Profit as per Profit and Loss Account (Rs. in Lakhs)	9,163.05	9,812.57
(b)	Weighted Average number of equity shares used as denominator for calculating EPS	301,170,585	301,170,585
(c)	Basic and Diluted Earnings per share of face value of Rs.2/- each (Rs.)	3.04	3.26

### 16. Related Parties Disclosure as Required by Accounting Standard 18 prescribed by the Companies (Accounting Standards) Rules, 2006 are as Follows:

#### A. Related Parties and their Relationship:

#### 1.1 Enterprise over which Promoters, Key Management Personnel and/or their relatives have Significant Influence and/or in which they have substantial interest:

- a) Jagmini Micro Knit Private Limited
- b) Classic Hosiery Private Limited
- c) Shakumbhari Sugar and Allied Industries Limited (Ceased to be related with effect from December 15, 2007).
- d) Lakshmi Consultants Private Limited
- e) P.C. Overseas Private Limited (name since changed to Jagran Media Network Private Limited)
- f) Shri Puran Multimedia Limited
- g) Kanchan Properties Limited
- h) Jagran Subscriptions Private Limited
- i) Om Multimedia Private Limited
- j) Jagran TV Private Limited (Ceased to be related with effect from January 10, 2009)
- k) SPFL Securities Limited
- l) Rave Entertainment Private Limited (Ceased to be related with effect from May 31, 2007)
- m) Rave@Moti Entertainment Private Limited
- n) Rave Real Estate Private Limited
- o) Leet E-Sport Private Limited (name since changed to Leet OOH Media Private Limited)
- p) Jagran Investment Co.
- q) Chetna Apparels Private Limited
- r) MMI Online Limited
- s) Jagran Prakashan Limited Employees Group Gratuity Scheme Fund Trust

#### 1.2 Enterprises having substantial interest in the company:

- a) Independent News & Media PLC, Ireland
- b) Independent News & Media Investments Limited, Ireland

#### 2. Associates & Joint Ventures:

- |   |               |
|---|---------------|
| a) Jagran 18 Publications Limited         | Joint Venture |
| b) Jagran Limited                         | Associate     |
| c) Jagran Infotech Limited                | Associate     |
| d) Jagran Publications Private Limited    | Associate     |
| e) Jagran Prakashan (MPC) Private Limited | Associate     |

**3. Key Management Personnel:**

- |                              |   |
|------------------------------|---|
| a) Mr. Mahendra Mohan Gupta  | Chairman and Managing Director                  |
| b) Mr. Sanjay Gupta          | Whole time Director and Chief Executive Officer |
| c) Mr. Dharendra Mohan Gupta | Whole time Director                             |
| d) Mr. Sunil Gupta           | Whole time Director                             |
| e) Mr. Shailesh Gupta        | Whole time Director                             |

**4. Key Management Personnel's Relatives:**

- |                               |                                |
|-------------------------------|--------------------------------|
| a) Mr. Yogendra Mohan Gupta   | Brother of Managing Director   |
| b) Mr. Devendra Mohan Gupta   | Brother of Managing Director   |
| c) Mr. Shailendra Mohan Gupta | Brother of Managing Director   |
| d) Mr. Sandeep Gupta          | Brother of Whole time Director |
| e) Mr. Sameer Gupta           | Brother of Whole time Director |
| f) Mr. Devesh Gupta           | Son of Whole time Director     |
| g) Mr. Tarun Gupta            | Son of Whole time Director     |
| h) Mrs. Saroja Gupta          | Mother of Whole time Director  |
| i) Mrs. Vijaya Gupta          | Mother of Whole time Director  |
| j) Mrs. Pramila Gupta         | Wife of Managing Director      |
| k) Mrs. Madhu Gupta           | Wife of Whole time Director    |
| l) Mrs. Pragati Gupta         | Wife of Whole time Director    |
| m) Mrs. Ruchi Gupta           | Wife of Whole time Director    |
| n) Mrs. Ritu Gupta            | Wife of Whole time Director    |

**5. Hindu Undivided Families in which Key Management Personnel and/or their relatives have substantial Interest:**

- a) Narendra Mohan Gupta HUF
- b) Sanjay Gupta HUF
- c) Sandeep Gupta HUF
- d) Mahendra Mohan.Gupta HUF
- e) Shailesh Gupta HUF
- f) Yogendra Mohan Gupta HUF
- g) Sunil Gupta HUF
- h) Sameer Gupta HUF
- i) Shailendra Mohan Gupta HUF
- j) Devendra Mohan Gupta HUF
- k) Dharendra Mohan Gupta HUF
- l) Devesh Gupta HUF
- m) Tarun Gupta HUF

**B Transactions with related parties in the ordinary course of business :**

Nature of Transaction	Enterprise over which Key Management Personnel and/or their relatives have Significant Influence and/or in which they have substantial interest		Associates & Joint Ventures		Key Management Personnel		Key Management Personnel's Relatives		Hindu Undivided Families in which Key Management Personnel and/or their relatives have substantial Interest		TOTAL
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	
<b>TRANSACTIONS</b>											
<b>1 RECEIVING OF SERVICES</b>											
Lakshmi Consultants Private Limited	108.00	108.00	-	-	-	-	-	-	-	-	108.00
Jagran TV Private Limited	23.00	26.67	-	-	-	-	-	-	-	-	23.00
Jagran Infotech Limited	-	-	39.00	42.00	-	-	-	-	-	-	39.00
Shri Puran Multimedia Limited	29.26	50.08	-	-	-	-	-	-	-	-	29.26
Others	-	2.08	-	-	-	-	177.48	111.41	-	-	177.48
											376.74
											340.24
<b>2 MANAGERIAL REMUNERATION</b>											
	-	-	-	-	327.23	295.72	-	-	-	-	327.23
											295.72
<b>3 SITTING FEES</b>											
Mr. Devendra Mohan Gupta	-	-	-	-	-	-	0.14	0.11	-	-	0.14
Mr. Shailendra Mohan Gupta	-	-	-	-	-	-	0.04	-	-	-	0.04
											0.18
											0.11
<b>4 RENT PAID</b>											
Kanchan Properties Limited	6.00	6.00	-	-	-	-	-	-	-	-	6.00
Others	15.12	16.54	-	-	12.22	11.83	28.01	26.84	40.60	40.47	95.95
											101.95
											101.68
<b>5 SALE OF NEWSPAPER, ADVERTISEMENT SPACE AND EVENT REVENUE</b>											
Jagran TV Private Limited	22.03	63.62	-	-	-	-	-	-	-	-	22.03
Independent News & Media PLC, Ireland	13.85	13.49	-	-	-	-	-	-	-	-	13.85
Shri Puran Multimedia Limited	77.53	77.30	-	-	-	-	-	-	-	-	77.53
Others	0.99	7.29	-	-	-	-	-	-	-	-	0.99
											114.40
											161.70
<b>6 INTEREST RECEIVED</b>											
Jagran Publications Private Limited	-	-	-	77.62	-	-	-	-	-	-	-
Jagran Prakashan (MPC) Private Limited	-	-	-	90.61	-	-	-	-	-	-	-
SPFL Securities Limited	-	70.15	-	-	-	-	-	-	-	-	-
											70.15

Nature of Transaction	Enterprise over which Promoters, Key Management Personnel and/or their relatives have Significant Influence and/or in which they have substantial interest		Associates & Joint Ventures		Key Management Personnel		Key Management Personnel's Relatives		Hindu Undivided Families in which Key Management Personnel and/or their relatives have substantial Interest		TOTAL	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Others	-	2.10	-	-	-	-	-	-	-	-	-	2.10
<b>7 ADVERTISEMENT REVENUE SHARE</b>												
Jagran Publications Private Limited	-	-	314.04	346.32	-	-	-	-	-	-	314.04	346.32
Jagran Prakashan (MPC) Private Limited	-	-	76.48	152.78	-	-	-	-	-	-	76.48	152.78
Others	-	20.50	-	-	-	-	-	-	-	-	-	20.50
											390.52	519.60
<b>8 RENT RECEIVED</b>												
Rave Entertainment Private Limited	0.84	0.84	-	-	-	-	-	-	-	-	0.84	0.84
Jagran TV Private Limited	0.08	1.62	-	-	-	-	-	-	-	-	0.08	1.62
Shri Puran Multimedia Ltd	5.52	5.87	-	-	-	-	-	-	-	-	5.52	5.87
											6.44	8.33
<b>9 PROPOSED DIVIDEND</b>												
Independent News & Media Investments Limited	626.43	626.43	-	-	-	-	-	-	-	-	626.43	626.43
Others	-	-	-	-	559.71	559.05	1,009.93	1,009.93	-	-	1,569.64	1,568.98
											2,196.07	2,195.41
<b>10 LOAN (Assets) GIVEN</b>												
Jagran Prakashan (MPC) Private Limited	-	-	48.93	142.96	-	-	-	-	-	-	48.93	142.96
Jagran Publications Private Limited	-	-	1.62	114.09	-	-	-	-	-	-	1.62	114.09
Jagran 18 Publication Limited	-	-	75.64	-	-	-	-	-	-	-	75.64	-
MMI Online Limited	24.03	-	-	-	-	-	-	-	-	-	24.03	-
SPFL Securities Ltd.	-	4,200.00	-	-	-	-	-	-	-	-	-	4,200.00
Others	-	150.00	-	6.15	-	-	-	-	-	-	-	156.15
											150.23	4,613.20
<b>11 LOAN (Assets) REPAYMENT RECEIVED</b>												
Jagran Prakashan (MPC) Private Limited	-	-	-	21.00	-	-	-	-	-	-	-	21.00
Jagran Publications Private Limited	-	-	191.93	21.45	-	-	-	-	-	-	191.93	21.45
Jagran 18 Publication Limited	-	-	18.00	-	-	-	-	-	-	-	18.00	-
Shri Puran Multimedia Ltd	-	150.00	-	-	-	-	-	-	-	-	-	150.00
SPFL Securities Ltd.	-	4,200.00	-	-	-	-	-	-	-	-	-	4,200.00
											209.93	4,392.45

Nature of Transaction	Enterprise over which Promoters, Key Management Personnel and/or their relatives have Significant Influence and/or in which they have substantial interest		Associates & Joint Ventures		Key Management Personnel		Key Management Personnel's Relatives		Hindu Undivided Families in which Key Management Personnel and/or their relatives have substantial Interest		TOTAL	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
<b>12 INVESTMENT IN EQUITY SHARES OF THE COMPANY</b>												
Jagran 18 Publication Limited	-	-	100.00	2.50	-	-	-	-	-	-	100.00	2.50
<b>13 PAYMENT OF GRATUITY</b>												
Jagran Prakashan Limited Employees Group Gratuity Scheme Fund Trust	378.05	312.41	-	-	-	-	-	-	-	-	378.05	312.41
<b>14 PURCHASE OF FIXED ASSETS</b>												
Jagran 18 Publication Limited	-	-	18.00	-	-	-	-	-	-	-	18.00	-
<b>BALANCES AS AT 31.03.2009</b>												
<b>1 INVESTMENT</b>												
Jagran Limited	-	-	16.23	16.23	-	-	-	-	-	-	16.23	16.23
Jagran Infotech Limited	-	-	46.00	46.00	-	-	-	-	-	-	46.00	46.00
Jagran Publications Private Limited	-	-	10.00	10.00	-	-	-	-	-	-	10.00	10.00
Jagran Prakashan (MPC) Private Limited	-	-	0.50	0.50	-	-	-	-	-	-	0.50	0.50
Jagran 18 Publications Limited	-	-	102.50	2.50	-	-	-	-	-	-	102.50	2.50
<b>2 SECURITY DEPOSIT</b>												
Kanchan Properties Limited	400.00	400.00	-	-	-	-	-	-	-	-	400.00	400.00
Others	10.00	10.00	-	-	39.50	39.50	167.25	167.25	210.00	210.00	426.75	426.75
<b>3 DEBTORS</b>												
Shri Puran Multimedia Limited	58.61	22.50	-	-	-	-	-	-	-	-	58.61	22.50
Others	0.10	51.43	-	-	-	-	-	-	-	-	0.10	51.43
<b>BALANCES AS AT 31.03.2009</b>												
<b>4 AMOUNTS PAYABLE</b>												
Managerial Remuneration Payable	-	-	-	-	24.20	20.30	-	-	-	-	24.20	20.30
Others	-	20.50	-	-	-	-	57.70	7.25	-	-	57.70	27.75
											81.90	48.05



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## 16. Details of Investments purchased and sold/redeemed during the year:

Particulars	Year ended March 31, 2009			Year ended March 31, 2008		
	Units/ Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/ Shares Sold in numbers	Units/Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/Shares Sold in numbers
Birla Cash Plus Institutional Premium Daily Dividend Reinvestment	-	-	-	24,968,150	2,501.68	24,968,150
Birla Fixed Maturity Plan Series 2 Quarterly Dividend Payout	-	-	-	-	-	16,952,871
Birla Fixed Term Plan Half Yearly Series 1 Dividend Reinvestment	-	-	-	-	-	5,000,000
Birla Fixed Term Plan Institutional Series AA - Growth	-	-	5,000,000	5,000,000	500.00	-
Birla Fixed Term Plan Institutional Series AP - Growth	-	-	-	5,046,369	504.64	-
Birla Fixed Term Plan Institutional Series T- Growth	-	-	15,000,000	-	-	-
Birla Fixed Term Plan Institutional Series Y- Growth	-	-	10,000,000	10,000,000	1,000.00	-
Birla Fixed Term Plan Quarterly Series 11 Dividend	-	-	-	-	-	10,791,075
Birla Fixed Term Plan Quarterly Series 14 Dividend	-	-	-	5,477,149	547.71	5,477,149
Birla Fixed Term Plan Quarterly Series 16 Dividend Payout	-	-	-	5,000,000	500.00	5,000,000
Birla Fixed Term Plan Quarterly Series 20 Dividend Payout	-	-	-	5,023,458	502.35	5,023,458
Birla Fixed Term Plan Series H Growth	-	-	-	-	-	5,000,000
Birla Floating Rate Fund Long Term Weekly Dividend Reinvestment	-	-	-	10,049,913	1,005.99	10,049,913
Birla Floating Rate Fund STP Institutional Plan Daily Dividend Reinvestment	-	-	-	5,067,993	507.24	5,067,993
Birla Sun Life Cash Manager Institutional Premium Daily Dividend Reinvestment	-	-	-	20,504,844	2,051.04	20,504,844
Birla Sun Life Income Fund Quarterly Dividend Reinvestment	9,945,064	1,202.89	5,007,428	-	-	-
Birla Sun Life Liquid Plus Institutional Daily Dividend Reinvestment	20,238,720	2,025.25	20,238,720	5,042,940	504.64	5,042,940
Birla Sun Life Savings Fund Institutional Daily Dividend Reinvestment	5,139,480	514.30	-	-	-	-
Birla Sun Life Short Term Fund Fortnightly Dividend Reinvestment	-	-	-	5,076,232	509.65	5,076,232
Birla Sun Life Short Trm Fund Monthly Dividend Reinvestment	-	-	-	15,011,038	1,585.39	15,011,038
BSL Quarterly Interval Series 1 - Dividend - Reinvestment	175,459	17.55	5,289,492	15,284,754	1,528.47	10,170,721
BSL Quarterly Interval Series 2 - Dividend - Reinvestment	-	-	-	5,091,478	509.15	5,091,478
BSL Quarterly Interval Series 6 - Dividend - Reinvestment	117,850	11.79	5,185,433	5,067,583	506.76	-
BSL Quarterly Interval Series 8 - Dividend - Reinvestment	5,098,539	509.98	5,098,539	-	-	-
DSP Black Rock FMP- 1M Series 4 - Institutional Dividend	5,031,257	503.13	5,031,257	-	-	-
DSP Black Rock Money Manager Fund-Institutional Daily Dividend	99,992	1,000.80	49,999	-	-	-
DSP BlackRock Bond Fund-Regular Plan -Dividend	13,682,083	1,537.61	9,085,627	-	-	-
DSP Merrill Lynch Cash Plus Institutional - Daily Dividend	19	0.19	50,334	100,311	1,003.21	49,995
DSP Merrill Lynch Fixed Maturity Plan 12 1/2 M Series 1 - Institutional Dividend	-	-	-	5,044,106	504.41	-
DSP Merrill Lynch Floating Rate Fund- Institutional Daily Dividend	102,752	1,027.52	102,752	-	-	-
DSP Merrill Lynch FMP 6M Series5- Institutional Growth	15,403,506	1,540.37	15,403,506	-	-	-
DSP Merrill Lynch Liquid Plus Institutional Daily Dividend	-	-	-	50,413	504.33	50,413
DSP Merrill Lynch Strategic Bond Fund - Institutional- Dividend	-	-	-	50,000	500.00	50,000
DWS Liquid Plus Fund -Institutional Daily Dividend	4,999,937	500.74	4,999,937	-	-	-
DWS Money Plus Fund - Institutional Plan Daily Dividend option	-	-	-	10,062,989	1,007.12	10,062,989
Fortis Cash Fund - Institutional Plan Daily Dividend	-	-	-	15,002,312	1,500.23	15,002,312

Particulars	Year ended March 31, 2009			Year ended March 31, 2008		
	Units/ Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/ Shares Sold in numbers	Units/Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/Shares Sold in numbers
Fortis Fixed Term Plan Series 8 Yearly Plan C -Growth	-	-	10,001,543	10,001,543	1,000.15	-
Fortis Fixed Term Plan Series 10 Plan F Institutional Growth	-	-	-	5,000,000	500.00	-
Fortis Fixed Term Plan Series 11 Plan A Institutional Growth	-	-	-	5,000,769	500.08	-
Fortis Fixed Term Plan Series 14 Plan C Institutional Growth	5,000,000	500.00	-	-	-	-
HDFC Cash Management Fund-Saving Plus Plan-Daily Dividend-Reinvest	10,575,655	1,094.68	10,575,655	-	-	-
HDFC Fixed Maturity Plan 90 days-Sep-08 (IX)(2)-Dividend	5,000,000	500.00	5,000,000	-	-	-
HDFC Floating Rate Income Fund-STP-Retail Option Daily Dividend Reinvestment	-	-	-	5,004,097	504.46	5,004,097
HDFC High Interest Fund-Quarterly Dividend-Reinvestment	10,093,993	1,201.00	4,977,436	-	-	-
HDFC Income Fund - Dividend Reinvestment	9,225,184	1,023.24	4,732,597	-	-	-
HDFC Prudence Fund - Dividend	-	-	-	-	-	353,845
HSBC Fixed Term Plan Series 31 Institutional Dividend	-	-	-	10,169,301	1,016.93	10,169,301
HSBC Flexi Debt Fund Institutional Fortnightly Dividend	3,000,300	301.38	-	-	-	-
HSBC Interval Fund Plan 2 Institutional Dividend	5,208,440	520.85	5,208,440	-	-	-
ICICI Prudential Balance Fund Dividend	-	-	-	-	-	527,426
ICICI Prudential Emerging Star Fund - Dividend	-	-	-	-	-	390,625
ICICI Prudential Fixed Maturity Plan-Institutional Cumulative XXVIII	-	-	-	-	-	10,000,000
ICICI Prudential Fund Quarterly Interval Plan III-Dividend Reinvest	5,108,200	510.82	5,108,200	-	-	-
ICICI Prudential Hybrid Fixed Maturity Plan-13M INDTL G	-	-	-	-	-	10,005,260
ICICI Prudential Income Plan -Qtrly Dividend-Reinvestment	8,910,587	1,196.94	4,427,031	-	-	-
ICICI Prudential Institutional Liquid Plan-Super Institutional - Daily Dividend	5,914,816	591.51	5,914,816	-	-	-
ICICI Prudential Institutional Short Term Plan -DR-Fortnightly	4,242,413	501.93	4,242,413	-	-	-
IDFC Fixed Maturity Plan -Quarterly Series 46 -Dividend	5,106,700	510.67	5,106,700	-	-	-
IDFC Money Manager Fund TP Super Instl Plan C Daily Dividend	5,150,696	515.15	-	-	-	-
IDFC SSIF Short Term Plan B-Fortnightly Dividend	1,973,958	202.33	-	-	-	-
ING Quarterly Fixed Maturity Plan 90A-Institutional Dividend	5,000,000	500.00	5,000,000	-	-	-
ING Short Term Income Fund - Dividend	1,678,591	201.32	-	-	-	-
ING Vysya Fixed Maturity Fund Series XXII	-	-	10,000,000	-	-	-
ING Vysya Fixed Maturity Fund Series XXIII	-	-	-	10,027,500	1,002.75	10,027,500
ING Vysya Fixed Maturity Fund Series XXV	-	-	-	5,027,456	502.75	5,027,456
ING Vysya Fixed Maturity Fund Series XXX	-	-	-	20,152,429	2,015.24	20,152,429
ING Vysya Fixed Maturity Fund Series XXXV	-	-	10,152,429	10,152,429	1,015.24	-
ING Vysya Fixed Maturity Fund Series XXXVII	-	-	-	5,000,000	500.00	5,000,000
ING Vysya Fixed Maturity Fund-45 Retail Dividend	5,007,788	500.78	5,007,788	-	-	-
ING Vysya Fixed Maturity Fund-46 Institutional Dividend	5,000,000	500.00	5,000,000	-	-	-
ING Vysya Liquid Fund Institutional-Daily Dividend	5,001,736	500.78	5,001,736	40,207,091	4,022.48	40,207,091
Jagran-18 Publications Limited	1,000,000	100.00	-	25,000	2.50	-
JM Money Manager Fund Super Plus Plan Daily Dividend	3,000,890	300.25	-	-	-	-
Kotak Bond (Regular)-Quarterly Dividend	8,004,045	916.29	1,736,579	-	-	-
Kotak Bond Short Term - Monthly Dividend	2,975,989	300.12	-	-	-	-
Kotak Fixed Maturity Plan 3M Series 31 Dividend	5,094,207	509.42	5,094,207	-	-	-
Kotak Fixed Maturity Plan 3M Series 33 Dividend	5,106,814	510.68	5,106,814	-	-	-

# JAGRAN PRAKASHAN LIMITED

Particulars	Year ended March 31, 2009			Year ended March 31, 2008		
	Units/ Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/ Shares Sold in numbers	Units/Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/Shares Sold in numbers
Kotak Fixed Maturity Plan 13M Series 4 Institutional Growth	-	-	-	5,176,301	517.63	-
Kotak Fixed Maturity Plan 3M Series 14 Growth	-	-	-	-	-	5,000,000
Kotak Fixed Maturity Plan 3M Series 24 Dividend	-	-	-	5,082,275	508.23	5,082,275
Kotak Flexi Debt Scheme -Daily Dividend	6,955,720	697.74	6,955,720	-	-	-
Kotak Flexi Debt Scheme Institutional -Daily Dividend	8,969,663	901.23	6,977,484	-	-	-
Kotak Liquid -Institutional Premium-Daily Dividend	-	-	-	8,348,203	1,020.83	8,348,203
Kotak Monthly Interval Plan Series 3 - Dividend	5,031,113	503.28	5,031,113	-	-	-
Kotak Quarterly Interval Plan Series 2	-	-	-	5,174,387	517.44	5,174,387
Kotak Quarterly Interval Plan Series 4-Dividend	-	-	-	10,182,356	1,018.24	10,182,356
LIC Fixed Maturity Plan Series 5 Growth Plan	-	-	-	-	-	25,634,900
LIC MF Fixed Maturity Plan Series 37 - 13 Months	-	-	-	10,000,000	1,000.00	-
LIC MF Liquid Fund	-	-	-	3,326	0.37	1,825,169
LICMF Fixed Maturity Plan 40-3 Months-Dividend	5,091,880	509.19	5,091,880	-	-	-
LICMF Fixed Maturity Plan 41-3 Months-Dividend Plan	5,091,065	509.11	5,091,065	-	-	-
LICMF Interval Fund Series 1 Monthly Dividend PL	5,067,034	506.70	5,067,034	-	-	-
LICMF Interval Fund Series 1 Quarterly Dividend	5,095,141	509.51	5,095,141	-	-	-
Lotus India Fixed Maturity Plan 3 Months Series XIV Dividend	-	-	-	5,115,220	511.52	5,115,220
Lotus India Liquid Plus Fund Institutional Daily Dividend	-	-	-	5,025,670	503.36	5,025,670
MIRAE ASSET Interval Fund -Quarterly Plan-Series II- Institutional-Dividend Reinvest	2,040,349	204.05	2,040,349	-	-	-
MIRAE ASSET Liquid Fund - Institutional - Daily Dividend Plan	12	0.12	10,060	10,048	100.48	-
Principal Income Fund Short Term Institutional Plan weekly Dividend Reinvestment	1,848,355	200.41	-	-	-	-
Reliance Fixed Horizon Fund	-	-	-	-	-	10,000,000
Reliance Fixed Horizon Fund Series III	-	-	5,000,000	-	-	-
Reliance Fixed Horizon Fund VII Series 4 -Institutional Growth Plan	-	-	-	5,000,000	500.00	-
Reliance Liquid Fund-Cash Plan-Daily Dividend	1,824,432	203.27	1,824,432	-	-	-
Reliance Monthly Interval Fund -Series II -Institutional Daily Dividend	2,026,707	202.80	2,026,707	-	-	-
Reliance Short Term Fund -Retail Plan-Dividend	1,882,607	200.84	-	-	-	-
SBI Debt Fund Series 13 Months 5 Aug 07 Institutional Growth	-	-	5,000,000	5,000,000	500.00	-
SBI Debt Fund Series-13 Months-7-(18-Mar-08)-Institutional- Growth	-	-	-	5,683,800	568.38	-
SBI Debt Fund Series-180 days	-	-	-	5,202,135	520.21	5,202,135
SBI Debt Fund Series-180 days II	-	-	-	10,412,249	1,041.22	10,412,249
SBI Debt Fund Series-30 Days-1-(13-Mar-08)-Dividend	31,240	3.12	5,031,240	5,000,000	500.00	-
SBI Debt Fund Series-90 days-13Aug07 Dividend	-	-	-	10,172,290	1,017.23	10,172,290
SBI Debt Fund Series-90 days-14 Sep 07 Dividend	-	-	-	10,172,590	1,017.26	10,172,590
SBI Debt Fund Series-90 days-17-(06-Nov-07) Dividend	-	-	-	10,609,114	1,060.91	10,609,114
SBI Debt Fund Series-90 days-19-(3-Dec-07)-Dividend	-	-	-	5,090,805	509.08	5,090,805
SBI Debt Fund Series-90 Days-21-(4-Mar-08)-Dividend	94,363	9.44	5,195,357	5,100,994	510.11	-
SBI Debt Fund Series-90 Days-24-Dividend	5,000,000	500.00	5,000,000	-	-	-
SBI Debt Fund Series-90 Days-25-Dividend	5,288,411	528.84	5,288,411	-	-	-
SBI Debt Fund Series-90 days-May-07 Dividend	-	-	-	10,000,000	1,000.00	10,000,000
SBI Magnum Balance Fund - Dividend Option	-	-	-	-	-	422,654

Particulars	Year ended March 31, 2009			Year ended March 31, 2008		
	Units/ Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/ Shares Sold in numbers	Units/Shares Purchased During the Year in numbers	Purchase At Cost (Rs. in lakhs)	Units/Shares Sold in numbers
SBI Magnum Insta Cash Fund-Daily Dividend	3,286,938	550.57	3,286,938	-	-	-
SBI Magnum Instant Cash Fund-Cash Option	-	-	-	9,396,112	1,000.00	9,396,112
SBI Premier Liquid Fund - Institutional - Daily Dividend	-	-	-	10,649,190	1,068.38	10,649,190
SBI SHF Liquid Plus - Retail Plan Daily Dividend	-	-	-	10,429,692	1,043.47	10,429,692
Skorydov Systems Private Limited	1,330	250.00	-	-	-	-
Standard Chartered Fixed Maturity Plan Half Yearly Series 1 Dividend	-	-	-	-	-	3,000,000
Standard Chartered Fixed Maturity Plan Quarterly Series 13	-	-	-	10,186,885	1,018.69	10,186,885
Sundaram BNP Paribas FTP 90 days Series 6 Institutional Dividend	5,089,435	508.94	5,089,435	-	-	-
Sundaram Select Midcap Dividend	-	-	-	-	-	413,811
Tata Equity Opportunity Fund-Plan A Dividend	-	-	-	-	-	228,104
Tata Fixed Horizon Fund Series 10 Scheme E-RD-Periodic Dividend	-	-	-	5,118,757	511.88	5,118,757
Tata Fixed Horizon Fund Series 11 Scheme D-IM-Monthly Dividend	-	-	-	5,221,250	522.13	5,221,250
Tata Fixed Horizon Fund Series 19 Secheme D	5,117,879	511.80	5,117,879	-	-	-
Tata Fixed Income Portfolio Fund Scheme A1 Institutional Monthly	5,033,898	503.39	5,033,898	-	-	-
Tata Fixed Income Portfolio Fund Scheme A2 Institutional Monthly	7,018,119	704.23	7,018,119	-	-	-
Tata Fixed Income Portfolio Fund Scheme C2 Institutional Monthly	5,180,056	518.15	5,180,056	-	-	-
Tata Floater Fund - Weekly Dividend	-	-	-	5,090,656	513.36	5,090,656
Tata Floater Fund-Daily Dividend	10,010,333	1,004.60	10,010,333	5,000,963	501.88	5,000,963
Tata Liquidity Management Fund - Daily Dividend	-	-	-	50,032	501.45	50,032
Tata Short Term Bond Fund-Dividend	8,405,553	1,007.25	4,185,701	-	-	-
Taurus Fixed Maturity Plan 30 days-Series 1-Institutional Dividend	2,016,490	201.65	2,016,490	-	-	-
Taurus Liquid Fund- Dividend Plan	6,032,807	603.97	6,032,807	-	-	-
Taurus Liquid Plus Fund -Super Institutional Daily Dividend Plan	2,004,010	200.42	2,004,010	-	-	-
Templeton Fixed Horizon Fund Series 1-13 Months Plan Institutional Growth	-	-	5,000,000	-	-	-
Templeton Floating Rate Income Fund Long Term Plan Super Institutional Option - Dividend Reinvestment	5,018,294	502.15	10,003,929	14,851,094	1,502.71	4,861,882
Templeton Quarterly Interval Plan -Plan B-Institutional Dividend Reinvestment	104,694	10.47	5,099,549	4,994,855	500.00	-
UTI Fixed Income Interval Fund Half Yearly Intervl Plan II Dividend Reinvestment	5,306,153	530.62	5,306,153	-	-	-
UTI Fixed Income Interval Fund Series II -Qtrly Interval Plan V -Institutional Dividend-Reinvestment	2,044,898	204.56	2,044,898	-	-	-
UTI Fixed Maturity Plan Yearly Series-YFMP 0208 Dividend Plan	75,480	7.55	5,101,773	5,026,292	502.63	-
UTI Fixed Maturity Plan Yearly Series-YFMP 0309 Institutional Growth	5,000,000	500.00	-	-	-	-
UTI Fixed Term Income Fund Series III Plan 20	-	-	-	10,000,000	1,000.00	-
UTI Fixed Term Income Fund Series-IV- Plan V-13 Months-Institutional Growth Plan	-	-	-	5,000,000	500.00	-
UTI Treasury Advantage Fund-Institutional Plan-Daily Dividend Reinvestment	20,626	206.30	-	-	-	-
<b>Total</b>		<b>39,118.48</b>			<b>57,495.67</b>	

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

(AMOUNT Rs. In Lakhs)

**I. REGISTRATION DETAILS**

Registration No.	4147	State Code	20
Balance Sheet Date	March 31, 2009		

**II. CAPITAL RAISED DURING THE YEAR**

Public Issue (Including Premium)	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placements (Including Premium)	NIL

**III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS**

Total Liabilities	75,345.62	Total Assets	75,345.62
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**SOURCES OF FUNDS**

Paid Up Capital	6,023.41	Reserve and Surplus	49,968.51
Secured Loans	14,146.41	Unsecured Loans	NIL
Deferred Credit	NIL	Deferred tax Liability	5,207.29

**APPLICATION OF FUNDS**

Net Fixed Assets	39,896.71	Investments	15,679.79
Net Current Assets	19,769.12	Miscellaneous Expenditure	NIL
Accumulated Losses	NIL		

**IV. PERFORMANCE OF COMPANY**

Turnover (including Other Income)	84,613.84	Total Expenditure	71,093.69
Profit before Tax	13,520.15	Profit after Tax	9,163.05
Earning per Share (in Rs.)	3.04	Dividend Rate (%)	100.00

**V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY:**

Product Description	News Paper	Item Code No.	490210-01
Product Description	Periodicals	Item Code No.	490290-02

# JAGRAN PRAKASHAN LIMITED

Registered Office : Jagran Building, 2, Sarvodaya Nagar, Kanpur-208 005

## ADMISSION SLIP

FOLIO NO \_\_\_\_\_ NO. OF SHARES \_\_\_\_\_

DP ID/CLIENT ID\* \_\_\_\_\_

NAME OF THE MEMBER \_\_\_\_\_

AUTHORISED REPRESENTATIVE \_\_\_\_\_

NAME OF THE PROXY \_\_\_\_\_

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Company being held on Friday, 21<sup>st</sup> August, 2009 at 12.30 P.M. at Ulhaas Banquet Hall, Rave-3, Parwati Bagla Road, Kanpur-208 002

Signature of the Member/ Authorised Representative	Signature of the Proxy
---	---------------------------

\*Applicable for investors holding shares in demat form.

..... TEAR HERE .....

# JAGRAN PRAKASHAN LIMITED

Registered Office : Jagran Building, 2, Sarvodaya Nagar, Kanpur-208 005

## PROXY FORM

FOLIO NO \_\_\_\_\_ NO. OF SHARES \_\_\_\_\_

DP ID/CLIENT ID\* \_\_\_\_\_

I/We \_\_\_\_\_

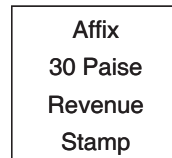
of \_\_\_\_\_ being a member/members of Jagran Prakashan Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her

\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, 21<sup>st</sup> August, 2009 at 12.30 P.M. and/or at any adjournment hereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2009



Signature

Note : The Proxy in order to be effective should be completed, stamped and signed and must be deposited either at the Regd. Office of the Company or at the Corporate Office of the Company at least forty eight hours before the schedule time of the meeting.

\*Applicable for investors holding shares in demat form





# Book Post

*If undelivered, please return to,*

**JAGRAN PRAKASHAN LIMITED**

**CORPORATE AND REGISTERED OFFICE**

Jagran Building,

2, Sarvodaya Nagar,

Kanpur 208 005, India.

Tel. +91 512 - 2216161

Fax.+91 512 223 0625

Website : [www.jagran.com](http://www.jagran.com)