Annexure –II

Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999

1. Name of the Issuer: **Jagran Prakashan Limited**

2. Name of the Scheme: **Jagran Prakashan Limited Employee Stock Option Plan**

3. Date of implementation: **01.04.2011**

4. Mode of Implementation (Trust/Direct): **Trust**

5. Brief particulars about the Scheme (modus operandi):

The objective of the Plan is to provide a mechanism to:

- Motivate Employees of the Company towards higher levels of performance,
- Provide Employees with an opportunity for wealth creation over and above their regular remuneration and benefits,
- Recognize and differentially reward Employees for outstanding performance,
- Encourage Employees to become stake-holders in building shareholders' value,
- Retain Employees with the Company.

This is sought to be achieved through the Grant of Options to Employees.

Details of Trust, Trustees, and their relationship with Promoters or Directors of the company

Jagran Prakashan Employee Welfare Trust has been formed vide Trust Deed dated 24.12.2010 for managing the above mentioned Stock Option Plan with following persons as trustees:

Mr. B.L. Kothiwal, s/o late Mr. Behari Lal Kothiwal, resident of 7/94A, Tilak Nagar, Kanpur – Managing Trustee

Dr. P.N. Agarwal, s/o late Mr. Ayodhya Prasad Kejriwal, resident of Prem Nikunj, 15/74 Civil Lines (Baba Ghat), Kanpur – Trustee and

Mr. Virendra Kumar Jhunjhunwala, s/o late Mr. Mahabir Prasad Jhunjhunwala, resident of 117/K/13, Gutaiya, Kanpur-208 025 – Trustee.

None of the above trustees have any relationship with the Promoters or Directors of the company.

6. Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements:

No

7. No. of shares held by Trust/any other agency managing the scheme as on the date of the circular

4831519 Equity Shares of Rs.2 each fully paid up
(i.e. 1.53% of total paid up equity capital of the company)

8. How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013 :

The company is in the process of seeking clarifications from the Securities and Exchange Board of India regarding the available alternatives for dealing with the existing holding. Based on such clarifications, the Company might need to seek a shareholders' approval to finalise the means of dealing with the existing holding.

9. Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/promoter group/directors	No. of entitled shares	% of such entitlement over the paid-up share capital	No. of shares transferred/alloted to them/benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
None				

10. Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format:

Sl	Date/time	Type of Transaction (Purchase/Sale)	No. of Securities	Price at which Purchased/sold
None				