

May 30, 2024

To,

Manager-CRD,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 532705
ISIN No.: INE199G01027

Listing Manager,
National Stock Exchange of India Ltd.,
'Exchange Plaza', Bandra Kurla Complex,
Dalal Street, Bandra (E), Mumbai-400 051

Symbol: JAGRAN
ISIN No.: INE199G01027

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2024

With reference to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant SEBI circulars, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2024, issued by M/s. Adesh Tandon and Associates, Practicing Company Secretaries, Kanpur, Secretarial Auditors of the Company.

We request you to please take the same on record.

Thanking You,
Yours faithfully,

For Jagran Prakashan Limited

(AMIT JAISWAL)
Chief Financial Officer, Company Secretary and Compliance Officer

Encl.: as above

3.

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
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Mobile : +91-9839100709
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SECRETARIAL COMPLIANCE REPORT

For the Financial Year ended March 31st, 2024

To,
Jagran Prakashan Limited
Jagran Building, 2, Sarvodaya Nagar,
Kanpur, Uttar Pradesh - 208005

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Jagran Prakashan Limited (hereinafter referred as 'the listed entity'), having its Registered office at Jagran Building, 2, Sarvodaya Nagar, Kanpur, Uttar Pradesh - 208005. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on March 31st, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :



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I, Adesh Tandon, proprietor of Adesh Tandon & Associates, Company Secretaries, Kanpur have examined:

- (a) all the documents and records made available to us and explanation provided by **JAGRAN PRAKASHAN LIMITED** (hereinafter referred to as "the Listed Entity") bearing CIN: L22219UP1975PLC004147 and having its registered office at Jagran Building 2 Sarvodaya Nagar, Kanpur, Uttar Pradesh-208005;
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges;
- (c) website of the Listed Entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31st, 2024 (hereinafter referred to as "Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the Review Period, include:



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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the company during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on above examination, I hereby report that, during the Review Period



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- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Chairperson of the audit committee shall be an independent director and He/she shall be present at Annual General Meeting to answer shareholder's queries.	Regulation 18(1)(d) of SEBI (LODR)	The Chairman of the Audit Committee has not attended the Annual General Meeting held on August 25, 2023	No	-	Non-Compliance of provision of Regulation 18(1)(d) of SEBI (LODR)	-	The Management response is self-explanatory, hence do not call any further comments.	The Chairman of Audit Committee was unable to attend the meeting due to ill health and medical reasons and the same was disclose by the company to the stock exchanges in their quarterly corporate governance report.	
2.	The Chairperson of the stakeholder relationship committee shall	Regulation 20(3) of SEBI	The Chairman of the	-	-	Non-Compliance of provision of		Management response is self-explanatory	The Chairman of Stakeholders relationship Committee was	



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be present at the annual general meetings to answer queries of the security holders	(LODR), 2015	Stakeholder relationship Committee has not attended the Annual General Meeting held on August 25, 2023			Regulation 20(3) of SEBI (LODR), 2015		, hence do not call any further comments.	unable to attend the meeting due to preoccupation and the same was disclosed by the company to the stock exchanges in their quarterly corporate governance report.
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b. The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
----- Not Applicable -----										



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- c. We hereby report that during the Review Period the compliance status of the listed entity with the following requirement is appended as below:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	YES	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES YES	



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3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	YES	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	YES	



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			approval or specific approval.
9.	<p><u>Disclosure of events or information:</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	YES	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	YES	As informed by the Management, no Actions were taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of	NOT APPLICABLE	No auditors of the listed entity or any of its



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	resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		material subsidiary have resigned during the year.
13.	<u>Additional non-compliances, if any:</u> No other additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	YES	

NOTE- During our audit, we observed a notable situation concerning with the Regulation 26A(1) of SEBI (Listing of Disclosure Requirement) Regulation, 2015 pertaining to Vacancy in the office of Key Managerial Personnel. Upon review, it was observed that the term of the erstwhile Managing Director ("MD") of the company expired on 30.09.2023, and subsequent to this date no MD has been appointed due to the ongoing inter-se disputes amongst the Promoters/Promoter Group of the Company. These disputes are pending adjudication before the Hon'ble NCLT, Allahabad in the matter titled as Mahendra Mohan Gupta & Ors. v. Devendra Mohan Gupta & Ors., C.P. No. 64 of 2023. We have been informed by the Company that it is currently operating in terms of the orders dated 27.09.2023 and 04.10.2023 passed by the Hon'ble NCLT wherein it was directed that in the absence of an MD and as a special arrangement, any major decision would be taken collectively by the board in accordance with the Articles of Association and the Companies Act, 2013.

Assumptions & Limitation of scope and Review:



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1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficiency or effectiveness with which the management has conducted the affairs of the listed entity.
5. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

For ADESH TANDON & ASSOCIATES

UDIN:F002253F000430637

Peer Review: 741/2020

Date: May 28, 2024

Place: Kanpur

Company Secretaries

**For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES**

Adesh Tandon

**PROPRIETOR
C.P. No. 1121**

Adesh Tandon

(Proprietor)

FCS No. 2253

C. P. No. 1121