

8th February, 2019

To,

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

Re: Jagran Prakashan Limited
Scrip Code: 532705
ISIN No. INE199G01027

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

Re: Jagran Prakashan Limited
Scrip Code: JAGRAN
ISIN No. INE199G01027

Dear Sir/Ma'am,

Subject: Postal Ballot Notice

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice and Postal Ballot Form thereto including an option to vote through remote electronic voting ("e-voting"), sent to the Members of the Company, today, i.e. February 8, 2019, through permitted mode, seeking their approval on the following businesses:

Sl. No.	Description of Resolutions
1.	Special Resolution for approval for continuation of holding of office of Mr. Vijay Tandon (DIN: 00156305) as a Non-Executive Independent Director till the completion of his present term i.e. up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019 and re-appointment of Mr. Vijay Tandon as a Non-Executive Independent Director for a second term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2024 or the expiry of 5 (five) years, whichever is earlier.
2.	Special Resolution for creation of charge / security on the assets of the Company.

The Postal Ballot Notice and Forms are being sent to Members whose names appear on the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 1, 2019 (Cut-off Date).

The Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to all its Members. The voting through Postal Ballot and e-voting shall commence from Saturday, February 9, 2019 (9:00 A.M. IST) and shall end on Sunday, March 10, 2019 (5:00 P.M. IST).

The above documents are also available on the website of the Company at www.jplcorp.in.

This is for your information and record.

Thanking You.

Yours faithfully,
For Jagran Prakashan Limited

Amit Jaiswal

Amit Jaiswal
Company Secretary & Compliance Officer



Encl.: As above



Jagran Prakashan Limited
CIN:L22219UP1975PLC004147
Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208 005
Tel: +91-512-2216161; e-mail:investor@jagran.com; website: www.jplcorp.in

NOTICE FOR POSTAL BALLOT AND E-VOTING

Start Date: Saturday February 09, 2019

Last Date: Sunday March 10, 2019

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, for seeking consent of the Members of the Company to pass the following Special Resolutions appended below by way of Postal Ballot / E-voting in respect of the special business mentioned in this Notice.

Detailed Explanatory Statement pertaining to said resolutions, setting out all the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form, for your consideration and approval.

The Company has engaged the services of Karvy Fintech Private Limited (“Karvy”) Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana for providing E-voting facilities in a secure manner. The Company has appointed Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

The Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, postage prepaid Business Reply Envelope (“BRE”), if posted in India, so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. IST on March 10, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received as per Rule 22(12) of the Rules. The postage expenses will be borne and paid for by the Company.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Company is also offering E-voting facility as an alternate mode of voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The E-voting module will be disabled / blocked after the business hours i.e. after 5:00 P.M. IST on Sunday, March 10, 2019 for voting by the Members.

Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for E-voting, then do not vote through Postal Ballot Form and vice versa. In case Members cast their vote by Postal Ballot and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary, after completion of scrutiny of Postal Ballot Forms (including E-voting) in a fair and transparent manner, who will countersign the same. The result of the Postal Ballot will be announced on or before Tuesday, March 12, 2019 by 05:00 P.M IST and will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Act. The result of the Postal Ballot will also be displayed on the Company’s website i.e. www.jplcorp.in and on the website of Karvy i.e. <https://evoting.karvy.com>.

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms and / or E-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

1. Approval for continuation of holding of office and re-appointment of Mr. Vijay Tandon (DIN: 00156305) as a Non-Executive Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in furtherance of the ordinary resolution passed by the Members at the Annual General Meeting of the Company held on September 30, 2014 appointing Mr. Vijay Tandon (DIN: 00156305) as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from September 30, 2014, and pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable Regulations, as amended from time to time (“Listing Regulations”) and applicable provisions of the Companies Act, 2013 (the “Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with the reasons and justification as stated in the Explanatory Statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Non-Executive Independent Director of the Company by Mr. Vijay Tandon (DIN: 00156305), who will be attaining the age of 75 years on July 02, 2019, up to his original term / tenure ending on the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of the Listing Regulations, including any amendment(s) thereof, Mr. Vijay Tandon (DIN: 00156305) whose term of office as an Independent Director expires on the conclusion of the Annual General Meeting of the Company in the calendar year 2019 and who is eligible for re-appointment, be and is hereby re-appointed for a second term of 5 (five) years as a Non-Executive Independent Director, not liable to retire by rotation, from the conclusion of the Annual General Meeting of the Company in the calendar year 2019 for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2024 or the expiry of 5 (five) years, whichever is earlier.

RESOLVED FURTHER THAT Mr. Mahendra Mohan Gupta, Chairman and Managing Director (DIN: 00020451), Mr. Sunil Gupta, Whole time Director (DIN: 00317228) and Mr. Amit Jaiswal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. Creation of charge / security on the Company’s assets with respect to borrowing:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’, which term shall include its duly empowered Committee(s) constituted / to be constituted by it for this purpose) for creation, from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company’s assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company’s undertaking or undertakings, in favour of the bank(s) / financial institution(s) / other lender(s) / debenture trustee / security trustee as may be agreed to by the Board for the purpose of securing any loans / guarantee(s) made / security(ies) given/any other financial assistance (whether in Indian Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner in one or more tranches;

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents / deeds / writings / papers / agreements for creation of the aforesaid mortgage and charge as may be required, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges as aforesaid and as may be required to give effect to the above resolution.”

Registered Office:

Jagran Building, 2, Sarvodaya Nagar
Kanpur- 208 005
CIN: L22219UP1975PLC004147
E-mail: investor@jagran.com
Website: www.jpilcorp.in
Phone No: +91-512-2216161
Dated: February 01, 2019

By Order of the Board
For Jagran Prakashan Limited

Sd/-
Amit Jaiswal
Company Secretary
FCS No. 5863

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), in respect of special resolutions to be passed through Postal Ballot/E-voting is annexed hereto along with the Postal Ballot Form for your consideration.
2. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), this notice is being sent by electronic mode to those Members, whose e-mail address are registered with the Company/National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively, “Depositories”), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies are being sent by the permitted mode along with the self-addressed postage prepaid BRE. Members may note that this Notice will be available on the Company’s website www.jplcorp.in and on Karvy’s website <https://evoting.karvy.com>.
3. Voting Rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, February 01, 2019 i.e. “Cut-Off date”. Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners as on the Cut-off Date will be entitled to cast their votes by Postal Ballot or E-voting. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

➤ Item No. 1:

Securities and Exchange Board of India (“SEBI”) has, vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018, issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the “Amendment Regulations”) which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) to be effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. Vide the Amendment Regulations, after the existing sub-regulation (1) of regulation 17, the following new sub-regulation has been inserted, namely:

‘(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.’

Mr. Vijay Tandon (DIN: 00156305) (Age 74 years) was appointed as an Independent Director by the Members at the Annual General Meeting of the Company held on September 30, 2014 for a term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019, pursuant to Section 149 of the Act. He is also the Chairman of the Audit Committee and is a member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Brief Profile of Mr. Vijay Tandon is as under:-

Mr. Tandon graduated from the University of Delhi. Mr. Tandon is a Chartered Accountant and fellow member of the Institute of Chartered Accountants of India, qualified in 1969. Mr. Tandon is associated with Jagran Prakashan Limited as an Independent Director w.e.f. 18th November, 2005. 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 45 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, representing the Audit Bureau of Circulations and as director in Associated Journals Limited (The National Herald Group). 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 UK Department of International Development in India as well as South & Central Asia. Between 2000-2016, Mr. Tandon was Principal Consultant/Director India with ICF Consulting Services (earlier GHK Consulting) a UK-based development consulting group. Mr. Tandon is currently advisor on urban governance and management and is also an Independent Director of Music Broadcast Limited.

The Nomination & Remuneration Committee (‘the Committee’) and the Board of Directors of the Company (‘the Board’) are of the view that in order to take advantage of Mr. Tandon’s skills, expertise, counsel and advice, especially in accounts, audit, finance, corporate affairs, corporate governance and media sector, it would be in the best interest of the Company that he continues to serve on the Board of the Company even after attaining the age of 75 years. Accordingly, the Board, at its meeting held on February 01, 2019 on the recommendation of the Committee, recommended for the approval of the Members the continuation of Mr. Vijay Tandon as an Independent Director of the Company from the day he attains the age of seventy five

years i.e. July 02, 2019, till the completion of his present term i.e. up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019 on the existing terms and conditions, and also re-appoint him for a second term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2024 or the expiry of 5 (five) years, whichever is earlier.

Mr. Vijay Tandon is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from Mr. Tandon that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In compliance with SEBI Order dated June 14, 2018 to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, it is also confirmed that Mr. Vijay Tandon has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

On the basis of the performance evaluation done by the Company for the financial year 2017-18, Mr. Vijay Tandon, Non-Executive Independent Director has fulfilled his responsibilities towards the Company in a professional and ethical manner, always actively participated in discussions during the Board and Committee meetings and also acts objectively and constructively.

The Board considers that his continued association would benefit the Company and it is necessary to avail the services of Mr. Vijay Tandon as an Independent Director. In the opinion of the Board, Mr. Vijay Tandon fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the management.

Nature of Mr. Vijay Tandon's expertise in specific functional areas, names of the companies in which he holds directorships and the memberships / chairmanships of Committees of the Board and his shareholding in the Company, etc., as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standard-2 on General Meetings are set out in the Annexure to the Notice.

Copy of the draft letter of appointment of Mr. Vijay Tandon setting out the terms and conditions of appointment are available for inspection without any fee by the Members at the Registered Office of the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the Members.

Except Mr. Vijay Tandon, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, in the resolution.

➤ **Item No. 2:**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors may sell, lease, mortgage and/or charge the whole or substantially the whole of the undertaking (including immovable and movable properties) of the Company where so ever situated, present and future, to or in favour of bank(s) / financial institution(s) / other lender(s) / debenture trustee / security trustee to secure loans / guarantee(s) made / security(ies) given / any other financial assistance (whether in Indian Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and / or on private placement basis and / or in any other manner (collectively referred to as "**borrowings**") made by the Company with the consent of the Members of the Company by way of a Special Resolution, where the security created exceeds a certain limit as specified in section 180 (1) (a) of the Act.

Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to borrowings from time to time from various bank(s)/financial institution(s) and other lender(s), issue of debentures / bonds or other debt instruments or through acceptance of fixed deposits, inter corporate deposits in one or more tranches.

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/debenture trustee / security trustee. Accordingly, it is proposed to seek approval of the Members of the Company for creation of charge/security on the Company's assets with respect to borrowings.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the Members.

None of the Director(s) and / or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested in the resolution.

Registered Office:

Jagran Building, 2, Sarvodaya Nagar
Kanpur- 208 005
CIN: L22219UP1975PLC004147
E-mail: investor@jagran.com
Website: www.jplcorp.in
Phone No: +91-512-2216161
Dated: February 01, 2019

By Order of the Board
For Jagran Prakashan Limited

Sd/-
Amit Jaiswal
Company Secretary
FCS No. 5863

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. Members desirous of exercising vote by physical postal ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid BRE which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. The Members are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. A Postal Ballot Form and a self-addressed postage prepaid BRE are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the Members as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first named Member and in his/her absence, by the next named Member. Holder(s) of Power of Attorney(s) (“POA”) on behalf of the Member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the Members other than the individual Members, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of Board Resolution/ authorisation together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Postal Ballot Form signed by the holder of POA for and on behalf of a Member of the Company must be accompanied by the copy of POA duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
6. Members are requested not to send any paper (other than the resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid BRE as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may download the Form from the website <https://evoting.karvy.com>.
9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending request letter to the RTA, Karvy Fintech Private Limited at Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
10. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.
12. A Member cannot exercise his vote by proxy on Postal Ballot.

INSTRUCTIONS FOR E-VOTING

The Company has engaged the services of Karvy Fintech Private Limited (“**Karvy**”) as the authorised agency to provide the facility of casting of votes by using an electronic voting system (“**E-voting**”). The detailed process, instructions and manner for availing E-voting facility is provided herein below:

- A. The E-voting period begins on Saturday, February 09, 2019 at 9:00 A.M. IST and ends after the business hours i.e. at 5:00 P.M. IST on Sunday, March 10, 2019. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 01, 2019 (“**Cut-Off Date**”) may cast their vote electronically. The E-voting module shall be disabled by Karvy for voting thereafter.
- B. The instructions for the Members for voting electronically are as under:
1. To use the following URL for E-voting: <https://evoting.karvy.com>
 2. Enter the login credentials i.e., User id (DP ID/ Client ID will be your user ID.)

For Members holding shares in Demat Form	
User – ID	a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID
For Members holding shares in Physical Form	
Event No. followed by Folio Number registered with the Company	
Password	In case of Members who have not registered their e-mail addresses, their User-Id and Password are provided at the bottom of the enclosed Postal Ballot Form.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.

3. After entering the details appropriately click on LOGIN.
4. Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting on any resolution of any other company in which they are eligible to vote, provided that company opts for E-voting through Karvy E-voting platform.

The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the ‘Secret Question’ and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

5. Login again with the new credentials.
6. On successful login, system will prompt to select the ‘EVEN’ (E-voting Event Number) i.e., the Company’s name ‘Jagran Prakashan Limited’.
7. On the voting page, you will see the ‘Resolution Description’ and against the same the option ‘FOR/ AGAINST/ ABSTAIN’ from voting.
8. Enter the number of shares (which represents number of votes) as on the Cut-Off Date under ‘FOR/ AGAINST/ ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/ AGAINST’ taken together should not exceed your total shareholding. If the Member does not want to cast his vote, select ‘ABSTAIN’.
9. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
10. After selecting the resolution you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.

11. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
12. Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to adesh.tandon11@gmail.com with a copy to evoting@karvy.com
13. Members are eligible to cast vote electronically only if they are holding shares as on Friday, February 01, 2019.
14. The voting period shall commence at 9:00 A.M.IST on Saturday, February 09, 2019 and will end at 5:00 P.M.IST on Sunday, March 10, 2019. The E-voting module shall be disabled by Karvy at 5:00 P.M.IST on the same day, E-voting shall not be allowed beyond the said date and time.
In case of Members receiving physical copy of the Notice of postal ballot and E-voting by post [for Members whose email ids are not registered with the Company/Depository Participant(s)]:
 - a) User ID and initial password are provided in the Postal Ballot Form.
 - b) Please follow all steps from Sr. No. (1) to (14) as mentioned above, to cast your vote.
 - c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Ms. C Shobha Anand of Karvy at +91-040-67162222 or at 1800 345 4001.
 - d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - e) Members have the option to vote either through E-voting or through physical Postal Ballot Form. If a Member has opted for E-voting, then he/she should not vote by physical Postal Ballot Form also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot Form and E-voting, then voting done through E-voting shall prevail and voting done by postal ballot shall be treated as invalid.
15. The Scrutinizer will submit his report to the Chairman of the Board or in his absence Company Secretary after completion of the scrutiny of the postal ballots and e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot and E-voting will be announced on or before Tuesday, March 12, 2019 by 05:00 P.M. IST.
16. The results, together with the Scrutinizer's report, will be displayed at the Registered Office and on the website of the Company i.e., www.jplcorp.in and also on the website of Karvy i.e., <https://evoting.karvy.com>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.
17. Any grievance/ query in relation to the resolutions proposed by Postal Ballot and E-voting may be addressed to Mr. Amit Jaiswal, Company Secretary of Jagran Prakashan Limited through e-mail to amitjaiswal@jagran.com.

ANNEXURE TO POSTAL BALLOT NOTICE

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Vijay Tandon
DIN	00156305
Date of Birth	02-07-1944
Age	74 years
Date of first Appointment on the Board	18/11/2005
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Area of Expertise	Accounts, Audit, Finance, Corporate Affairs, Corporate Governance and Media Sector.
Detailed Profile of Director	Detailed profile of Mr. Vijay Tandon is provided in the Explanatory Statement of this notice.
Qualification	Chartered Accountant
Directorships / Partnerships held in other bodies corporate in India as on February 01, 2019	1. Music Broadcast Limited 2. Tandon Development Consultants LLP
Number of shares held in the Company as on February 01, 2019	None
Chairman / Member of the Committee of the Board of Directors of the Company as on February 01, 2019	Chairman of Audit Committee and Member of Nomination and Remuneration Committee of the Board of Directors of the Company.
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he is a Director as on February 01, 2019	Chairman of Audit Committee and Member of Nomination and Remuneration Committee of the Board of Directors of Music Broadcast Limited.
The number of Meetings of the Board attended during the last 12 months	5 of 5
Remuneration last drawn	Nil
Terms and conditions of appointment / re-appointment	As per explanatory statement of Item No. 1 of this Notice.
Details of remuneration sought to be paid	Nil
Summary of performance evaluation report of the Director	As per explanatory statement of Item No. 1 of this Notice.



Jagran Prakashan Limited

CIN:L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208 005
Tel:91 512 2216161; e-mail:investor@jagran.com; website: www.jplcorp.in

POSTAL BALLOT FORM

Sl No. :

1. Name and Registered Address of the Shareholder(s) :

2. Name of the Joint Holder(if any) :

3. Regd. Folio No./*DP ID-Client ID No.: :
(*Applicable to Members Holding Shares In demat Form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Special Resolutions as mentioned in the Notice, to be passed through Postal Ballot / E-voting for the business stated in Postal Ballot Notice dated February 01, 2019 of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (✓) mark against the appropriate box below:

Resolution No.	Particulars	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for continuation of holding of office of Mr. Vijay Tandon (DIN: 00156305) as a Non-Executive Independent Director till the completion of his present term i.e. up to the conclusion of the Annual General Meeting of the Company in the calendar year 2019 and re-appointment of Mr. Vijay Tandon as a Non-Executive Independent Director for a second term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2024 or the expiry of 5 (five) years, whichever is earlier			
2	Special Resolution under section 180(1)(a) for creation, from time to time, of such mortgages, charges, liens, hypothecation and / or other securities, in addition to the mortgages, charges, liens, hypothecation and / or other securities created by the Company on the whole or substantially the whole undertaking of the Company.			

Place :

Date :

Signature of Member(s)/PoA holder(s)/Authorised Representative

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Last Date of Receipt of Postal Ballot Forms by Scrutinizer is Sunday, March 10, 2019 and any other recipient of the Notice, who has no voting right, should treat the Notice as intimation only.

Note:

- Please read instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

INSTRUCTIONS TO SHAREHOLDERS OPTING FOR VOTING IN PAPER

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo-copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope ("BRE"). Postage will be borne and paid by the Company. Envelope containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expense of the Member, will also be accepted.
2. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. Unsigned/incomplete Postal Ballot Forms will be rejected.
3. There will be only one Postal Ballot Form for every folio, irrespective of the number of joint Members.
4. The right of voting by Postal Ballot shall not be exercised by a proxy.
5. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney ("POA") should be attached to the Postal Ballot Form.
6. A Member need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 P.M IST on Sunday, March 10, 2019. Any Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Note No.7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid BRE.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form and any other related matter will be final.
11. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

INSTRUCTIONS TO MEMBERS OPTING FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- i) To use the following URL for e-voting: <https://evoting.karvy.com>
- ii) Enter the login credentials i.e., User ID (DP ID/ Client ID) will be your user ID.

User-ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- Event No. followed by Folio Number registered with the Company
Password	In case of Members who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) After entering the details appropriately click on LOGIN.
- iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1(one) uppercase(A-Z), 1(one) lowercase(a-z), 1(one) numeric value (0-9) and a special character.
Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.
The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it.
- v) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Login again with the new credentials.
- vii) On successful login, system will prompt to select the 'EVENT'(E-voting Event Number) i.e., the Company's name 'JagranPrakashanLimited'.
- viii) On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/AGAINST/ABSTAIN' from voting.
- ix) Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the Member does not want to cast his vote, select 'ABSTAIN'.
- x) Members holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- xi) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to adesh.tandon11@gmail.com with a copy to evoting@karvy.com.

GENERAL INSTRUCTIONS

1. During the voting period, Members of the Company, holding shares in either physical form or in dematerialized form, as on the cut-off date of February 01, 2019, may cast their vote electronically or through Postal Ballot.
2. Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate the duly authorized person. It cannot be exercised by a proxy.
3. Once you have voted on the resolution, you will not be allowed to modify your vote.
4. The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
5. Voting period commences on and from Saturday, February 09, 2019 at 09:00 A.M. IST and ends on Sunday, March 10, 2019 at 05:00 P.M. IST.
6. The results of the Postal Ballot and e-voting will be declared on or before Tuesday, March 12, 2019 by 05:00 P.M. IST.
7. In case Members cast their vote both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.