

August 27, 2024

Manager–CRD, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity	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	Equity	Symbol: JAGRAN
		ISIN No.: INE199G01027

Dear Sir / Madam,

Sub.: Intimation of 48th Annual General Meeting of the Members of the Company, Closure of Register of Members and Share Transfer Books and submission of Annual Report of the Company for the financial year 2023-24.

In furtherance to our letter dated August 10, 2024 and pursuant to the provisions of Regulations 30 and 34 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, the Annual Report of the Company for the financial year 2023-24 along with the accompanying Notice convening the 48th Annual General Meeting of the Members of the Company (“AGM”) are enclosed herewith for your information and records.

We are pleased to inform you that the AGM will be held on **Tuesday, September 24, 2024** at **12:30 P.M.** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has dispatched the Notice and the Annual Report to the shareholders today i.e. on Tuesday, August 27, 2024 in electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s) / KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company (“KFintech”).

Pursuant to the applicable provisions of the Companies Act, 2013, Listing Regulations, and Secretarial Standard-2 on General Meetings, each as amended, the Company is pleased to provide to its Members, the facility to exercise their right to vote electronically, through e-voting services provided by KFintech, from a place other than the venue of the AGM (“remote e-voting”), on all resolutions as set out in the Notice. Further, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.

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The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is **Tuesday, September 17, 2024**.

The remote e-voting will commence on **Friday, September 20, 2024 (09:00 a.m. IST)** and conclude on **Monday, September 23, 2024 (05:00 p.m. IST)**.

The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 14, 2024 to Tuesday, September 24, 2024 (both days inclusive)** for the purpose of the AGM.

Pursuant to the provisions of Regulation 42 of the Listing Regulations, the Company has fixed **Friday, September 13, 2024** as the record date for the purpose of payment of dividend. The final dividend, if declared at the AGM, will be paid within the time prescribed under law i.e. on or before October 23, 2024.

The aforesaid documents are also available on the Company's corporate website at www.jplcorp.in.

Kindly take the same in your records.

Thanking you

Yours faithfully
For Jagran Prakashan Limited

(Amit Jaiswal)
Chief Financial Officer, Company Secretary and Compliance Officer
ICSI Membership No.: F5863

Encl.: As above

CC: National Securities Depository Limited
Central Depository Services Limited
KFin Technologies Limited



JAGRAN PRAKASHAN LIMITED
CIN-L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005
Tel: +91 512 2216161, Website: www.jplcorp.in, E-mail: investor@jagran.com

NOTICE

NOTICE is hereby given that the **48th Annual General Meeting** of the Members of **JAGRAN PRAKASHAN LIMITED**, will be held on **Tuesday, the 24th day of September, 2024 at 12:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions:**
 - “RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
 - “RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- To consider if thought fit, to pass, with or without modification(s), the following item as an **Ordinary Resolution:**

To declare final dividend of ₹ 5/- (Rupees Five only) per equity share of face value of ₹ 2/- (Rupees Two only) each for the financial year ended March 31, 2024.
- To consider and if thought fit, to pass, with or without modification(s), the following item as an **Ordinary Resolution:**

To appoint a Director in place of **Mr. Shailendra Mohan Gupta (DIN- 00327249)**, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s), the following item as an **Ordinary Resolution:**

To appoint a Director in place of **Mr. Sunil Gupta (DIN- 00317228)**, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Approval of continuation of holding of office by Mr. Devendra Mohan Gupta (DIN- 00226837) as the Non-Executive Director of the Company:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company, and as recommended by the Board of Directors and in furtherance to the ordinary resolution passed by the Members at the Annual General Meeting of the Company held on August 25, 2023, consent of the Members of the Company be and is hereby accorded for continuation of holding of office by **Mr. Devendra Mohan Gupta (DIN- 00226837)**, who will be attaining the age of 75 years on January 07, 2025 as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is 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.”

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company:

“RESOLVED THAT subject to and in accordance with the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and any other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Satish Chandra Mishra (DIN- 06643245)**, as Whole-time Director of the Company liable to retire by rotation, for a further period of 3 years with effect from 1st January, 2025 on the following terms and conditions:

- SALARY:** Within a Salary scale of ₹ 4,00,000/- to ₹ 6,00,000/- per month.

II. PERQUISITES:

1. The Whole-time Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceeding ₹ 6 lakhs per annum.

EXPLANATION

“Family” here means the spouse, dependent children and dependent parents of the Whole-time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost. If the actual cost is not determinate, these shall be evaluated as per Income Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Any statutory contribution to Provident Fund or any other fund(s) shall not form part of such monetary value of perquisites, regardless of amount and taxability.
3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

III. OVERALL REMUNERATION: The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Whole-time Director from time to time which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may prescribed from time to time.

IV. MINIMUM REMUNERATION: Where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is 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.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Re-appointment of Ms. Divya Karani (DIN- 01829747) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors **Ms. Divya Karani (DIN- 01829747)**, who was appointed as an Independent Director of the Company w.e.f. November 13, 2019 and who holds office up to this Annual General Meeting and who is eligible for re-appointment and offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Re-appointment of Mr. Shailendra Swarup (DIN- 00167799) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17(1A) and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Mr. Shailendra Swarup (DIN- 00167799)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on 27th September, 2019 and who holds office up to this Annual General Meeting and who is eligible for re-appointment and offers himself for re-appointment be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years from the conclusion of

this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Appointment of Ms. Anita Nayyar (DIN- 03317861) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Ms. Anita Nayyar (DIN- 03317861)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Appointment of Mr. Hormusji N. Cama (DIN- 00109337) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Mr. Hormusji N. Cama (DIN-**

00109337), who is eligible for appointment and be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Appointment of Ms. Kemisha Soni (DIN- 06805708) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Ms. Kemisha Soni (DIN- 06805708)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

Appointment of Mr. Pramod Agarwal (DIN- 00038838) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and

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other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Mr. Pramod Agarwal (DIN-00038838)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

Appointment of Mr. Shaalin Tandon (DIN- 01892562) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Mr. Shaalin Tandon (DIN- 01892562)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

Appointment of Mr. Tarun Sawhney (DIN- 00382878) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Mr. Tarun Sawhney (DIN- 00382878)**, who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is 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.”

By Order of the Board
For Jagran Prakashan Limited

Amit Jaiswal

Company Secretary and Compliance Officer
ICSI Membership No.: F5863

Place: Kanpur
Date: 10.08.2024

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

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the annual general meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue.

2. In compliance with the relevant circulars and applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 48th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.

4. The Company has availed the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ("KFintech"/ "RTA"), for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.

5. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

6. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning the business under Item Nos. 5-14 of the accompanying Notice is annexed hereto.

7. The relevant details of Directors seeking appointment / re-appointment at this AGM as required under the provisions of Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings ("SS-2"), are annexed herewith as **Annexure-A**.

8. **In accordance with the MCA Circulars and the SEBI Circulars, the Annual Report of the Company along with the Notice of AGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/KFintech/"RTA"/Depository Participants ("DP")/National**

Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), (collectively hereinafter referred as "Depositories").

Members who have not registered their E-mail IDs so far are requested to register their E-mail IDs for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's corporate website at www.jplcorp.in, the website of RTA at <https://evoting.kfintech.com>, and on the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

9. The Company has fixed **Friday, September 13, 2024** as the 'Record Date' for determining entitlement of Members to receive final dividend for the financial year ended March 31, 2024, if approved at the AGM.

10. The Register of Members and Share Transfer Books shall be closed from **Saturday, September 14, 2024 to Tuesday, September 24, 2024** (both days inclusive), in connection with the Meeting.

11. The final dividend for the financial year ended March 31, 2024, as recommended by the Board, if approved at the AGM, will be paid in accordance with the provisions of the Act, to those Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source at time of paying dividend to the Members at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. Communication regarding deduction of TDS and information required shall be shared with the Members.

13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their DP only.

14. As mandated by SEBI, with effect from April 1, 2024, dividend to the Members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company/KFintech. Please refer to

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SEBI FAQs at: https://www.sebi.gov.in/sebi_data/faqfiles/jan2024/1704433843359.pdf

15. The Members of the Company are informed that the amount of dividend which remains unclaimed for the period of seven (7) years from the date of transfer to the unpaid dividend account would be transferred to the Investor Education and Protection Fund ("IEPF") and the Member(s) would not be able to claim any amount of the dividend so transferred from the Company. However, Members are entitled to claim the same from the IEPF by submitting an online application in the prescribed form IEPF-5 available on the website www.mca.gov.in and also on the website of the Company at www.jplcorp.in. Those Members who have so far not encashed their dividend warrants may claim or approach the Company for the payment thereof before due date of transfer as the same will be transferred to the IEPF. The details regarding the due dates of transfer are provided in the Report on Corporate Governance, which forms part of the Annual Report.
 16. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's corporate website <https://jplcorp.in/new/Reports.aspx?CID=34>.
 17. To eliminate all risks associated with physical shares and inherent benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. For further assistance in this regard, Members can contact RTA at einward.ris@kfintech.com.
 18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
 19. Regulation 40 of the Listing Regulations mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Any shareholder who is desirous of dematerializing their securities may write to the Company at investor@jagran.com or to KFintech at einward.ris@kfintech.com.
 20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.
 21. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or KFintech. Members are requested to intimate to KFin/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, in Form ISR- 1 and other forms as prescribed by SEBI.
 22. Members are requested to send in their queries on financial statements or any other business proposed to be transacted at the AGM at least ten (10) days in advance to the Company Secretary at the Registered Office of the Company or to investor@jagran.com to facilitate clarifications during the Meeting.
 23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under the provisions of Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the provisions of Section 189 of the Act, along with other requisite documents, will be available for inspection by the Members during the AGM.
 24. Relevant documents referred to in this Notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by Members at the Meeting. For any communication, the Members may also send requests to the Company at: investor@jagran.com, or to the RTA at einward.ris@kfintech.com.
- 25. Instructions for remote e-voting:**
- A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in the accompanying Notice. The instructions for e-Voting are given herein below.
 - B. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their

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demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- C. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- D. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- E. The remote e-voting period commences on **Friday, September 20, 2024 (9:00 a.m. IST) and ends on Monday, September 23, 2024 (5:00 p.m. IST)**. During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A Member can opt for only single mode of voting i.e., through remote e-Voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- F. The Board of Directors has appointed Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, Kanpur, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The results shall be declared within two working days from the conclusion of the AGM and the resolutions will
- L. Instructions for remote e-Voting are explained herein below:
- (i) Login method for remote e-Voting for Individual Shareholders holding shares in demat mode.

be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

- H. The results declared along with the Scrutinizer's Report(s) 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 results will also be displayed on the Company's corporate website i.e. www.jplcorp.in and on the website of KFintech i.e. at <https://evoting.kfintech.com>.
- I. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **cut-off date i.e. Tuesday, September 17, 2024**.
- J. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- K. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	A. User already registered for IDeAS facility: <ol style="list-style-type: none">1. Open https://eservices.nsdl.com2. Click on the "Beneficial Owner" icon under 'IDeAS' section.3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.
	B. User not registered for IDeAS e-Services: <ol style="list-style-type: none">1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile.2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.3. Proceed with completing the required fields
	C. By visiting the e-Voting website of NSDL: <ol style="list-style-type: none">1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.2. Click on the icon "Login" which is available under 'Shareholder/Member' section3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)

A. Existing user who has opted for Easi/Easiest

1. Click at <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
2. Click on New System Myeasi.
3. Login with user ID and Password
4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
5. Click on e-voting service provider name to cast your vote

B. User not registered for Easi/Easiest

1. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/> Easi Registration.
2. Proceed with completing the required fields.

C. By visiting the e-Voting website of CDSL:

1. Visit at www.cdslindia.com
2. Provide Demat Account Number and PAN No.
3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

- (ii) Login method for remote e-Voting for shareholders other than Individual Shareholders holding shares in demat mode and shareholders holding shares in physical mode.
- a. Initial password is provided in the body of the e-mail.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - d. After entering the correct details, click on LOGIN.
 - e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the EVEN i.e. Event No. 8313.
 - h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.

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- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - k. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at adesh.tandon11@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'JPL 8313 EVEN'
 - l. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- b. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
 - c. Further, Members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
 - d. Members may join the meeting using headphones for better sound clarity.
 - e. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - f. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from **Thursday, September 19, 2024 (9:00 A.M. IST) to Saturday, September 21, 2024 (5:00 P.M. IST)**. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the Members holding shares as on the cut-off date will be considered.

A. Voting at e-AGM

- a. Only those Members/Shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
 - b. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
 - c. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
 - d. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.
- g. A video guide assisting the Members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "eAGM Tutorial" tab placed on top of the page.
 - h. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

B. Instructions for Members for attending the e-AGM

- a. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in Members login, where the EVENT and the name of the Company can be selected.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

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- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 14 of the accompanying Notice:

Item No. 5: Approval for continuation of holding of office by Mr. Devendra Mohan Gupta (DIN- 00226837), as the Non-Executive Director of the Company.

The Members may recall that at the 32nd AGM of the Company held on September 04, 2008, they had approved the appointment of Mr. Devendra Mohan Gupta (DIN- 00226837; currently aged-74 years) as a Non-Executive, Non-Independent Director with effect from September 04, 2008, liable to retire by rotation and he was also last re-appointed as the Non-Executive Director of the Company, in the AGM held on 25th August, 2023.

It may be noted that as per the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") 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.

It may also be noted that Mr. Devendra Mohan Gupta will be attaining the age of 75 years on January 07, 2025.

Accordingly, in view of the aforesaid provisions, it is proposed to obtain the approval of the Members of the Company for the continuation of holding of office by Mr. Devendra Mohan Gupta as the Non-Executive Director of the Company, liable to retire by rotation.

Keeping in view that Mr. Devendra Mohan Gupta has a rich experience and expertise, it would be in the best interest of the Company for the continuation of holding of office by Mr. Devendra Mohan Gupta as the Non-Executive Director of the Company. He is also part of the Promoter Group of the Company.

Mr. Devendra Mohan Gupta is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief profile of Mr. Gupta is as under:

Mr. Devendra Mohan Gupta has been a Director of the Company since September 04, 2008. He holds a Bachelor's degree in Engineering (Mechanical). Mr. Gupta has a vast 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. in 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 a Director of Jagran Micro Motors Limited and Jagran Media Network Investment Private Limited, holding company of the Company. 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.

In compliance with the applicable provisions, the proposal for continuation of office by Mr. Devendra Mohan Gupta as the Non-Executive Director of the Company, liable to retire by rotation is now being placed before the Members for their approval by way of a Special Resolution, which the Board recommends.

Mr. Devendra Mohan Gupta, himself and Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Mr. Shailendra Mohan Gupta, being his immediate relatives are deemed to be concerned or interested in the resolution set out at Item No. 5 of the accompanying Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolutions.

Disclosures pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 6: Re-appointment of Mr. Satish Chandra Mishra (DIN- 06643245) as a Whole-time Director of the Company.

The Members may recall that at the 46th Annual General Meeting held on August 29, 2022, they had approved the re-appointment of Mr. Satish Chandra Mishra as a Whole-time Director of the Company for a period of three (3) years with effect from January 01, 2022 up to December 31, 2024.

After taking into consideration his background, expertise and experience, the continued association of Mr. Mishra would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as a Whole-time Director.

As recommended by the NRC, the Board, at its meeting held on August 10, 2024 had re-appointed Mr. Satish Chandra Mishra (DIN- 06643245; age- 60 years) as a Whole-time Director of the Company for a further period of three (3) years, with effect from January 01, 2025 in accordance with the provisions of Sections 196, 197, 198, 203 of the Act read with the Rules framed thereunder and Schedule V thereto and the provisions of Regulation 17(1C) of the Listing Regulations, and other applicable provisions, on such terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 6 of the Notice, subject to the approval of Members at the ensuing 48th Annual General Meeting.

It may be noted that pursuant to the provisions of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment or re-appointment of a director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

It is now proposed to seek Members' approval for the re-appointment of Mr. Satish Chandra Mishra as a Whole-time Director of the Company on such terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 6 of the accompanying Notice.

Mr. Mishra has expressed his willingness for re-appointment and has also given the declaration that he is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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The brief profile of Mr. Mishra is as under:

Mr. Mishra completed his B.E. (Electronics) in 1983, P.G. Diploma in Human Resource Management and MBA (Major-Marketing Management, Minor-Operations Management). He has over 38 years of experience in Newspaper industry. Mr. Mishra heads the production department and is also the Occupier under Factories Act, 1948 for the printing centres of the Company.

The proposal for re-appointment of Mr. Satish Chandra Mishra is now being placed before the Members for their approval by way of an Ordinary Resolution set out at Item No. 6 of the Notice, which the Board recommends.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of the provisions of Section 190 of the Act.

Save and except Mr. Satish Chandra Mishra, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolutions.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

The Members are hereby informed that as the second term of 5 consecutive years of Mr. Anuj Puri, Mr. Dilip Cherian, Mr. Jayant Davar, Mr. Ravi Sardana, Mr. Shashidhar Sinha and Mr. Vijay Tandon, Independent Directors of the Company is completing at the conclusion of the ensuing 48th Annual General Meeting. Consequently, the following appointments from Item No. 7 to 14 are proposed, in place of the above retiring Independent Directors.

Item No. 7: Re-appointment of Ms. Divya Karani (DIN-01829747) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee of the Company ("NRC"), the Board of Directors proposes the re-appointment of Ms. Divya Karani (DIN- 01829747; age- 58 years) as a Non-Executive Independent Director, in compliance with the proviso to regulation 17(1)(a) of listing regulation for a second and final term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029 or the expiry of five (5) years, whichever is earlier.

The Members may recall that Ms. Karani was appointed as an Additional Independent Director of the Company w.e.f. November 13, 2019 in accordance with the provisions of Sections 149 and 161 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Schedule IV thereto, provisions of Regulation 17 of the Listing Regulations and other applicable provisions and Articles of Association of the Company, to hold office as an Independent Director for a term of five (5) years up to the conclusion of the Annual General Meeting to be held in the calendar year 2024 or the expiry of five (5) years, whichever is earlier. Her appointment was duly approved by the Members of the Company at the 44th Annual General Meeting held on September 23, 2020, and accordingly, her first term as Independent Director of the Company expires on the conclusion of this 48th Annual General Meeting.

Considering her expertise, experience and performance evaluation, the continued association of Ms. Karani would be beneficial to the Company and it would be in the best interest of the Company that she continues to serve as an Independent Director for another term of 5 consecutive years. Ms. Karani has duly fulfilled her responsibilities towards the Company in a professional and ethical manner.

Ms. Karani has expressed her willingness and has given her consent for re-appointment and has also given the declaration that in terms of Section 164 of the Act, she is eligible to be re-appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the re-appointment of Ms. Karani for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, she fulfils the conditions specified in the Act and Listing Regulations for re-appointment as an Independent Director and that she is independent of the management of the Company.

The brief profile of Ms. Karani is as under:

Ms. Karani was appointed as an Independent Director of the Company w.e.f. November 13, 2019. Till March 2023, Divya was the Chief Executive Officer, Dentsu South Asia. Prior to that she served as chief executive officer of Dentsu X India and Dentsu media for 9 years. Credited with building Dentsu among the top three networks in India and Dentsu X as the fastest growing agency for three consecutive years, as per RECMA 2022. Divya also represented India on Dentsu's Global Social Impact Steering Committee. Divya has over 3 decades of professional experience. Working with global and local organizations, in South Asia, London & APAC. She has worked at agencies like Grey, Ogilvy, MediaCom, MEC (India & Singapore), Reliance ADA Group and Hindustan Times Media. She has won and successfully run media mandates, for large Indian and global clients. Divya is an active participant in the larger media industry. She has served on Media Research Users Council Board 2014-2017 & 2006-2010 and also played the role of championing Radio as Chairperson, MRUC Radio Committee. She has been a Judge on International News Media Association-INMA Global Awards, Spikes Asia Jury 2022 and Cannes Media Lion Jury in 2004 and 2022. She has also taken on the role of National President, Brand & Marketing, Women's Indian Chamber of Commerce & Industry. Divya holds a Bachelor's degree in Commerce and Economics;

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Sydenham College, Mumbai. Divya has been recognized as one of the top five, among 50 Most Influential Women of 2022 in advertising, media, and marketing by the prestigious Impact magazine. She has had the distinction of being on this top 50 list for the past 10 years. Divya was also awarded the 'Agency Leader of the Year' by Mumbrella Asia Awards 2019.

In terms of provisions of Section 149(10) of the Act, independent directors shall be eligible for re-appointment for a second and final term on passing of a Special Resolution by the Members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the re-appointment of Ms. Divya Karani as an Independent Director for a second and final term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution as set out in Item No. 7 of the Notice, which the Board recommends.

Save and except Ms. Karani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolutions.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 8: Re-appointment of Mr. Shailendra Swarup (DIN-00167799) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the re-appointment of Mr. Shailendra Swarup (DIN- 00167799; age- 79 years) as a Non-Executive Independent Director, for a second and final term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029 or the expiry of five (5) years, whichever is earlier.

The Members may recall that Mr. Swarup was appointed by the Members at the 43rd Annual General Meeting of the Company held on September 27, 2019 as an Independent Director of the Company in accordance with the provisions of Section 149 of the Act read with the Rules framed thereunder and Schedule IV thereto, provisions of Regulation 17 of the Listing Regulations, and other applicable provisions, and Articles of Association of the Company to hold office as an Independent Director for a term of five (5) years from the conclusion of the 43rd Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2024 or the expiry of five (5) years, whichever is earlier. Accordingly, his first term as Independent Director of the Company expires on the conclusion of this 48th Annual General Meeting.

Considering his expertise, experience and performance evaluation, the continued association of Mr. Swarup would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director. Mr. Swarup has duly fulfilled his responsibilities towards the Company in a professional and ethical manner.

Mr. Swarup has expressed his willingness and has given his consent for re-appointment and has also given the declaration

that in terms of Section 164 of the Act, he is eligible to be re-appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto and Regulation 16(1)(b) of the Listing Regulations and declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the re-appointment of Mr. Swarup for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for re-appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Swarup is as under:

Mr. Swarup holds a Bachelor's degree in Arts and is also a law graduate. He is a Corporate Lawyer and has also been practicing as an Advocate in the Delhi High Court and the Supreme Court for about 55 years. Mr. Shailendra Swarup is a Director of JK Paper Ltd., Bengal & Assam Company Ltd., Gujarat Fluorochemicals Ltd., Vis Legis Consult Pvt. Ltd., Sterling Tools Limited, Kangaroo Properties Pvt. Ltd. and Dev Valley Devcon Pvt. Ltd. He is also Member of the Audit Committee of Gujarat Fluorochemicals Ltd and Sterling Tools Limited. He is also a Director of Xfinite Global PLC. Mr. Swarup was a Member of the Task Force on Corporate Governance constituted by the Confederation of Indian Industry. He was a member of Ganguly Committee constituted by the Reserve Bank of India in the year 2002 on Corporate Governance of public sector Banks and financial institution with particular emphasis on role of Independent Directors.

In terms of provisions of Section 149(10) of the Act, independent directors shall be eligible for re-appointment for a second and final term on passing of a Special Resolution by the Members of the Company. Further, in compliance with the provisions of Regulation 17(1A) of the Listing Regulations, since Mr. Swarup has attained more than 75 years of age he is eligible for re-appointment for a second and final term on passing of a Special Resolution by the Members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the re-appointment of Mr. Shailendra Swarup as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution as set out in Item No. 8 of the Notice, which the Board recommends.

Save and except Mr. Shailendra Swarup, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolutions.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 9: Appointment of Ms. Anita Nayyar (DIN-03317861) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Ms. Anita Nayyar (DIN- 03317861; age- 62 years) as a Non-Executive Woman Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Ms. Anita Nayyar earlier served as the Non-Executive Independent Director of the Company from 2014 to 2019 and was also the Member of the Audit Committee of JPL from 2016 to 2019. She is currently acting as the Non-Executive Independent Director on the board of directors of both Music Broadcast Limited and Midday Infomedia Limited, subsidiaries of the Company.

Ms. Anita Nayyar has expressed her willingness and has given her consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, she is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Ms. Nayyar for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, she fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that she is independent of the management of the Company.

The brief profile of Ms. Nayyar is as under:

Ms. Anita Nayyar (62 years) holds a Bachelor's degree in Microbiology and has a PG in Advertising and Marketing Management & Business Management along with Masters in Management. Ms. Nayyar has an experience of 35+ years in the Advertising, Marketing & Media industry having worked

for top advertising agencies like Saatchi & Saatchi, Ogilvy & Mather, Initiative Media, Media Com, Starcom Worldwide & Havas Media Group. She has also worked with leading publishers like The Times of India & Zee5.

Ms. Nayyar was voted the 2nd most influential media person in India by The Brand Equity Survey in 2006 and has always been in the top list of the influential media personalities ever since. She is on the list of Impact top 50 women in Media, Marketing and Advertising and also the top 100 by Campaign Asia in APAC, along with APAC VISION LEADER of the Year 2019 & APAC CEO of the Year 2018 by Campaign Asia Women Leading Change. She has immense respect and credibility in the industry and has been recently conferred with Women Disruptors 2023 Life Time Achievement Award 2023 and 20 Most Influential Women in India in Marketing & Advertising 2023.

Ms. Nayyar was the COO-Media, Branding & Communication at Patanjali Ayurved Limited, largest Indian FMCG Company till January 03, 2024 and also has been on the list of Most Admired Marketing leader and Most Influential Brand Leader. Ms. Nayyar was also Non-Executive Independent Director of Jagran Prakashan Limited from 2014 to 2019 and she is also the Non-Executive, Independent Director of Music Broadcast Limited and Midday Infomedia Limited, subsidiaries of the Company

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Ms. Nayyar as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 9 of the Notice, which the Board recommends.

Except Ms. Nayyar, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 9 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 10: Appointment of Mr. Hormusji N. Cama (DIN-00109337) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Mr. Hormusji N. Cama (DIN- 00109337; age- 63 years) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Mr. Hormusji N. Cama has expressed his willingness and has given his consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, he is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule

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IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Mr. Cama for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Cama is as under:

Mr. Hormusji N. Cama (63 years) is currently the Chairman and Managing Director at Mumbai Samachar, Mumbai, Asia's oldest newspaper in any language and has been instrumental in the promotion and spread of Indian languages and in particular Gujarati, the language of the Mumbai Samachar. Mr. Cama holds a Bachelor's of Science Degree from the University of Mumbai.

He has a rich experience of more than 40 years of experience in the Print Media industry. He has been at the forefront of the newspaper industry and at the helm of several industry bodies.

He has served as the Chairman of Press Trust of India, Audit Bureau of Circulations, Media Research Users Council, Readership Survey Council of India, Commonwealth Press Union (India Chapter) and Indian Newspaper Society. He is the nominated member of the Press Council of India. He's also been the Former President of Indian Newspaper Society (INS).

On the eve of the Republic Day 2024, the President of India Smt. Droupadi Murmu conferred Padam Bhushan to Mr. Hormusji N. Cama in the field of Literature and Education.

Mr. Cama has been the recipient of numerous awards and honors for his contribution to promotion of Indian languages particularly Gujarati.

Being a distinguished veteran and Padma Bhushan awardee, Mr. Cama comes from newspaper industry. He is well-versed with the working and management of newspaper and media organization. Therefore, a suitable fit to be a part of JPL's Board. Hence, it would be in the best interest of the Company that he serves as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Cama as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 10 of the Notice, which the Board recommends.

Except Mr. Cama none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 10 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 11: Appointment of Ms. Kemisha Soni (DIN-06805708) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Ms. Kemisha Soni (DIN- 06805708; age- 53 years) as a Non-Executive Woman Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Ms. Kemisha Soni has expressed her willingness and has given her consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, she is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Ms. Soni for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, she fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that she is independent of the management of the Company.

The brief profile of Ms. Soni is as under:

Ms. Kemisha Soni (53 years) is the Managing Partner at GDK & Associates, Chartered Accountants, Indore. She is currently ICAI Central Council Member for 3rd consecutive term since 2016 and serves as Chairperson, Vice-Chairperson and Convenor of various committees of ICAI viz. Vice-Chairperson of Audit Committee of ICAI. Served as Vice-Chairperson Financial Reporting Review Board, a technical board that reviews quality of financial statements. She is also ICAI Nominated member to the State Audit Advisory Board of Office of the Principal Accountant General (Audit), Delhi.

She has 25 years of experience in Accounting, Audit Taxation, Forensic Auditing, CSR consulting, Risk Management Audit,

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Internal Audit and Management Audit. She is also a qualified legal professional (LLB) and had acted as Regional Arbitrator at BSE and NSE.

She is also a Public Interest Director on the Board of Multi Commodity Exchange Clearing Corporation Limited, Board Member of Institute of Social Auditors of India, nominated Member of National Institute of Public Finance and Policy, nominated member of the Project Management Monitoring Committee under the Welfare of Minorities and Development Department (Govt. of Assam), Member of Investor Grievance Redressal Committee, BSE Limited, Convenor-Group on Overseas Networking, SEBI Nominated Director of Madhya Pradesh Stock Exchange. She is currently an Independent Director on the Board of Poonawalla Fincorp Limited, XBRL, India as well as Ujjain Smart City Limited. She was also nominated to the SMembership Development Committee of XBRL International. she is also the Vice- Chairperson of Women Members Excellence Committee and Committee on Financial Markets and Investors' Protection.

She has an extensive international exposure as currently she is a member of Public Sector Advisory Group (PSAG) of Confederation of Asian & Pacific Accountants (CAPA). She had also served as Observer, International Ethics Standards Board for Accountants (IESBA) at the prestigious International Federation of Accountants (IFAC) New York and held the position of Technical Advisor at IESBA New York. Additionally, she has also served as a Nominated Member Committee on Governmental and Public Sector Enterprises Accounting of South Asian Federation of Accountants (SAFA) for the year 2022-23,2023-24.

She has also served on SAFA Committees on Professional Ethics and Independence, Small and Medium Practices for two years in a row from 2016 to 2018 and was Chairperson Women Leadership Committee in the year 2018-19 and 2019-20. Ms. Soni is passionate about diversity initiatives and has served as Chairperson of the Women Member Committees at both ICAI and SAFA levels.

Accordingly, she has immense experience and expertise in audit, financial accounting/reporting, policy making and other allied financial matters. Hence, it would be in the best interest of the Company that she serves as an Independent Director on JPL's Board.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Ms. Soni as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 11 of the Notice, which the Board recommends.

Except Ms. Soni, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 11 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 12: Appointment of Mr. Pramod Agarwal (DIN-00038838) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Mr. Pramod Agarwal (DIN- 00038838; age- 70 years) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Mr. Pramod Agarwal has expressed his willingness and has given his consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, he is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Mr. Agarwal for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Agarwal is as under:

Mr. Pramod Agarwal (70 years) is presently the Managing Director at Raama Paper Mills Limited, listed at National Stock Exchange of India Limited (NSE) and BSE Limited, President - Indian Agro & Recycled Paper Mills Association (IARPMA) and Trustee - IMS Group of Educational Institutions.

He holds a PhD in Management, a Bachelor in Law and a Bachelor in Commerce.

Mr. Agarwal has more than 40 years of diversified industry experience in Paper, Iron & Steel, Sugar, Hotel & Education as an industrialist and social activist.

Accordingly, his profound knowledge and understanding of the newsprint industry will be an added advantage considering newsprint is the main raw material for newspaper industry. Hence, it would be in the best interest of the Company that he serves as an Independent Director on JPL's Board.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Agarwal as an Independent Director for a term of five

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(5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 12 of the Notice, which the Board recommends.

Except Mr. Agarwal, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 12 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 13: Appointment of Mr. Shaalin Tandon (DIN-01892562) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Mr. Shaalin Tandon (DIN-01892562; age- 46 years) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Mr. Shaalin Tandon has expressed his willingness and has given his consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, he is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Mr. Tandon for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Tandon is as under:

Mr. Shaalin Tandon (46 years) a distinguished corporate executive, strategic consultant, and successful entrepreneur based in Mumbai and is presently a consultant at Reliance Industries Limited, Mumbai in the Chairman's office (acting as Vice-President) & Co-founder, OVVIO Ltd (a cutting-edge tech startup in London). He holds a Bachelor's degree in Electrical Engineering from Purdue University, USA, a Master's degree in Wireless and Satellite Systems from the University of Bath, UK

and is an alumnus of the Asian International Executive Program at INSEAD's Singapore campus.

He has 2 decades of experience in diverse industries with the Reliance Industries Limited as corporate executive, strategic consultant, and a successful entrepreneur. At Reliance, Mr. Tandon has spearheaded critical projects in real estate, infrastructure, and corporate affairs. His crowning achievement includes leading the development of India's first global-scale Convention & Exhibition Centre at Bandra-Kurla Complex (over a \$2B Project). His expertise has also been instrumental in shaping early years of Reliance's telecommunications and life sciences ventures at their critical junctures.

He served as the country's youngest Honorary Consul (Mumbai) for the Republic of Maldives from 2011 to 2019. During his tenure, he significantly bolstered investment, tourism, and diplomatic relations between India and the Maldives. His semi diplomatic roles required constant interactions across various industry leaders.

He has served on the Board of Trustees and as Additional Secretary for Sitapur Eye Hospital, one of India's oldest and most respected eye-care institutions in Uttar Pradesh.

He actively leads philanthropic efforts through his family-run Shri Hriday Narain Dhawan Charitable Trust that focuses on critical areas such as disaster relief, support for underprivileged women, renewable energy initiatives, and medical assistance.

Being a philanthropist, corporate executive, strategic consultant, and a successful entrepreneur, it would be in the best interest of the Company that he serves as an Independent Director on JPL's Board.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Tandon as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 13 of the Notice, which the Board recommends.

Except Mr. Tandon, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 13 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

Item No. 14: Appointment of Mr. Tarun Sawhney (DIN-00382878) as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Mr. Tarun Sawhney (DIN-00382878; age- 51 years) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Mr. Tarun Sawhney has expressed his willingness and has given his consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the

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Act, he is eligible to be appointed as a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Mr. Sawhney for the office of independent director under the provisions of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Sawhney is as under:

Mr. Tarun Sawhney (51 years) is the Vice Chairman and Managing Director of Triveni Engineering & Industries Ltd (TEIL). One of India's largest fully integrated producers of ethanol, sugar, and bioenergy, TEIL is also a pioneer in the development of industrial gearboxes, naval defence solutions, and water treatment projects. In addition, Tarun serves as Chairman of Sir Shadi Lal Enterprises Ltd., a TEIL subsidiary that manufactures sugar and ethanol.

Tarun is a director of Triveni Turbine Limited, a global industrial steam turbine manufacturer in the range of 0-100 MW. He is also a director of Triveni Energy Solutions Limited, that provides energy solutions. He also serves as an Independent Director on the board of Centum Electronics Limited, a leading manufacturer and designer of electronics systems.

Tarun has played a pivotal role in the sugar and bioenergy industries, having served as the President of the Indian Sugar Mills Association (ISMA) and Chairman of the Indian Sugar Exim Corporation Limited. He currently holds key positions in the Confederation of Indian Industry (CII), serving as a member of the National Council, the Chairman of the Agricultural Council,

and the Co-Chairman of the National Committee on Bioenergy. He is also a member of the advisory board of the Indian Council of Agricultural Research (ICAR)

His significant contributions to the sugar industry have earned him widespread recognition, exemplified by the prestigious Industry Excellence Award conferred by the former Hon'ble President of India, Smt. Pratibha Rao Patil.

Tarun has an MBA from The Wharton School of the University of Pennsylvania (USA) and holds a Master's degree from Emmanuel College, University of Cambridge (UK). He is also a past board member in the Indian Public School's Society and earlier served as the President of the Doon School Old Boys' Society (DSOBS).

In addition to his professional and academic pursuits, Tarun is committed to philanthropy and community welfare. He serves as a trustee of the Tirath Ram Shah Charitable Hospital in New Delhi which is one of India's oldest charitable hospitals. He actively participates on the board of The Triveni Foundation, which focuses on healthcare and education in North India.

Tarun's interest in art and culture is evident through his roles as a member of the International Advisory Council of the Tate Modern (UK) and the International Leadership Council of the New Museum, New York. He was also intronised as a Chevalier du Tastevin in 2023.

With an extensive, successful and impressive corporate experience, it would be in the best interest of the Company that he serves as an Independent Director on JPL's Board.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Sawhney as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 14 of the Notice, which the Board recommends.

Except Mr. Sawhney, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 14 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

ANNEXURE-A

Disclosure relating to Directors pursuant to Regulations 36(3) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 on General Meetings.

Name of Director	Shailendra Mohan Gupta	Sunil Gupta	Devendra Mohan Gupta	Satish Chandra Mishra	Divya Karani	Shailendra Swarup	Anita Nayyar	Hormusji N. Cama	Kemisha Soni	Pramod Agarwal	Shaalin Tandon	Tarun Sawhney
DIN	00327249	00317228	00226837	06643245	01829747	00167799	03317861	00109337	06805708	00038838	01892562	00382878
Date of Birth	February 17, 1951	May 27, 1962	January 7, 1950	July 03, 1963	October 09, 1965	November 20, 1944	December 22, 1961	February 13, 1961	August 28, 1970	July 22, 1954	June 14, 1978	September 25, 1973
Age	73 years	62 years	74 years	61 years	58 years	79 years	62 years	63 years	53 years	70 years	46 years	50 years
Date of first appointment	September 04, 2008	October 01, 1993	September 4, 2008	July 31, 2013	November 13, 2019	September 27, 2019	-	-	-	-	-	-
Area of expertise	Over 45 years of experience in administration, sales and marketing fields in Sugar, Alcohol and Electronics Industries.	More than 40 years of experience in the print media industry.	Over 50 years of working experience in handling Product Design, Research & Development, Production, Purchase & Sales (Domestic & Overseas)	Over 35 years of experience in Newspaper Industry.	Has experience in Management, Marketing and Consumer Management of over three decades	Senior Advocate practising at the High Court and Supreme Court of India for about 57 years	More than 35 years of experience in Advertising, Marketing & Media industry	More than 40 years of experience in Print Media Industry	25 Years of experience in Audit, Accounting, Taxation Service and Forensic Audit	More than 40 years of experience in Paper, Iron & Steel, Sugar, Hotel & Education industry	2 decades of experience in diverse industries with the Reliance Industries Limited as corporate executive, strategic consultant, and a successful entrepreneur	Sugar and Bio-energy Industries
Qualification	Bachelor's degree in Science	Master's Degree in Commerce	Bachelor's degree in Engineering (Mechanical)	B.E. (Electronics), P.G. Diploma in Human Resource Management and MBA (Major-Marketing Management, Minor-Operations Management)	Bachelor of Commerce, LLB	LLB	Post Graduate in Advertising & Marketing Management & Business Management – BVB New Delhi, Diploma in Management – IGNOU, New Delhi, Post Graduate in Pathology & Medical Technology – MIMT, Mumbai Graduate in Microbiology (Honors), University of Mumbai, Mumbai	Bachelor of Science from Mumbai University	Chartered Accountant from the Institute of Chartered Accountants of India Bachelor of Law	B. Com, L.L.B and PHD in Management.	Bachelor's degree in Electrical Engineering from Purdue University, USA	MBA from The Wharton School of University of Pennsylvania (USA) and Master's degree from Emmanuel College, University of Cambridge (UK).
Relationship with Directors and Key Managerial Personnel	Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Dharendra Mohan Gupta .	-	Brother of Mr. Mahendra Mohan Gupta, Mr. Dharendra Mohan Gupta and Mr. Shailendra Mohan Gupta .	-	-	-	-	-	-	-	-	-

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Name of Director	Shailendra Mohan Gupta	Sunil Gupta	Devendra Mohan Gupta	Satish Chandra Mishra	Divya Karani	Shailendra Swarup	Anita Nayyar	Hormusji N. Cama	Kemisha Soni	Pramod Agarwal	Shaalin Tandon	Tarun Sawhney
Remuneration last drawn (per annum)	N.A.	₹299.05 Lakhs	N.A.	₹40.17 Lakhs	₹8 Lakhs as Sitting fee	₹9.50 Lakhs as Sitting fee	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Shareholding in the Company either directly or in form of beneficial interest for any other person	3,83,600 Shares	1,00,000 Shares	1,17,890 Shares	137 Shares	-	-	-	-	-	-	-	-
No. of Board meetings attended during FY 2023-24	8 out of 8	8 out of 8	8 out of 8	8 out of 8	8 out of 8	8 out of 8	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Directorships / partnerships in other bodies corporate in India	Jagran Media Network Investment Private Limited Jagran Micro Motors Limited Om Multimedia Private Limited	Jagran Media Network Investment Private Limited	Jagran Media Network Investment Private Limited Jagran Micro Motors Limited Jagmini Micro Knt Private Limited Anikarth Ventures LLP	-	Chairperson and Executive Director of Kufi Ventures Private Limited	The India Thermit Corporation Limited Bengal & Assam Company Limited Gujarat Fluorochemicals Limited Sterling Tools Limited Vis Legis Consult Private Limited Kangaroo Properties and Services Private Limited Dev Valley Devcon Private Limited	Music Broadcast Limited Midday Infomedia Limited	The Bombay Samachar Private Limited The Indian Newspaper Society The Press Trust of India Limited The Bombay Chronicle Company Private Limited	Poonawalla Fincorp Limited Multi Commodity Exchange Clearing Corporation Limited Institute of Social Auditors of India Ujjain Smart City Limited Bridging Care Private Limited Extensible Business Reporting Language (XBRL) India	Raama Paper Mills Limited Moon Realcon Private Limited Rama Krishi Upad LLP Rama Sheet Khadya Bhandar LLP	Owvio Products and Solutions Private Limited Roop Commercials Private Limited Hriday Trading Private Limited Ganesha Avaneesh Commercials LLP Parvati Deveshi Commercials LLP Ramchandra Commercials LLP Tandon and Tandon Advisory	Sir Shadi Lal Enterprises Limited Centum Electronics Limited Triveni Energy Solutions Limited Indian Sugar Exim Corporation Triveni Engineering and Industries Limited Triveni Turbine Limited Triveni Foundation T. Sawhney Enterprises LLP Acquire Venture Holdings LLP
Chairman / Member of the Committee of the Board of Directors of the Company	Member of the Nomination & Remuneration Committee	Member of Stakeholders Relationship Committee	-	-	-	Member of the Nomination & Remuneration Committee and Audit Committee	-	-	-	-	-	-

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Name of Director Chairman / Member of the Committee of other Public Limited Companies in which he / she is a Director	Shailendra Mohan Gupta	Sunil Gupta	Devendra Mohan Gupta	Satish Chandra Mishra	Divya Karani	Shailendra Swarup	Anita Nayyar	Hormusji N. Cama	Kemisha Soni	Pramod Agarwal	Shaalin Tandon	Tarun Sawhney
	-	-	-	-	-	Member of Audit Committee and Member of Nomination & Remuneration Committee in The India Thermit Corporation Limited Member of Audit Committee and Chairman of Risk Management Committee in Bengal & Assam Company Limited Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Risk Management Committee Member of Corporate Social Responsibility Committee and Chairman in Stakeholders Relationship Committee in Gujarat Fluorochemicals Limited Member of Audit Committee, Member of Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee in Sterling Tools Limited	Member of Nomination & Remuneration Committee and Risk Management Committee in Music Broadcast Limited Chairman in Nomination & Remuneration Committee and Member of Audit Committee and Member of Corporate Social Responsibility Committee in MIDDAY Infomedia Limited	-	Chairperson of Corporate Social Responsibility in Poonawalla Fincorp Ltd Chairperson of Audit Committee of Ujjain Smart City Limited Chairperson of Audit Committee, Chairperson of Nomination and Remuneration Committee, Member of Stakeholders Relationship Committee in Multi Commodity Exchange Clearing Corporation Limited	Member of Audit Committee and Stakeholders Relationship Committee in Raama Paper Mills Ltd.	-	Member of Audit Committee and Nomination & Remuneration Committee, Chairperson of Corporate Social Responsibility and Stakeholders Relationship Committee, Chairperson of Risk Management Committee in Sir Shadi Lal Enterprises Limited Member of Audit Committee and Stakeholders Relationship Committee and Risk Management Committee and Corporate Social Responsibility Committee in Triveni Engineering and Industries Limited Member of Stakeholder Relationship Committee, and Corporate Social Responsibility Committee of Triveni Turbine Limited

Name of Director	Shailendra Mohan Gupta	Sunil Gupta	Devendra Mohan Gupta	Satish Chandra Mishra	Divya Karani	Shailendra Swarup	Anita Nayyar	Hormusji N. Cama	Kemisha Soni	Pramod Agarwal	Shaalin Tandon	Tarun Sawhney
Name of Listed Entities from which resigned/ceased in the past three (3) years	None	None	None	None	None	Subros Limited J. K. Paper Limited GFL Limited	None	None	None	None	None	None
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation	As per the resolution passed at the 45 th AGM of the Company wherein he was appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. October 1, 2021 and is liable to retire by rotation.	Appointed by the Members at the 47 th AGM of the Company as a Non-Executive Director liable to retire by rotation.	As per the resolution read with explanatory statement of the accompanying Notice	None	As per the resolution read with explanatory statement of the accompanying Notice.	None	None	None	None	None	None
Remuneration sought to be paid/drawn	Entitled for payment of the sitting fees for the Board Meeting and for all Committee Meetings is ₹ 1,00,000/- and ₹ 25,000/- respectively.	₹ 21,60,000 per month plus aggregate monetary value of the perquisites per annum not exceeding ₹ 1,00,000/- and one month salary.	Entitled for payment of the sitting fees for the Board Meeting and for all Committee Meetings is ₹ 1,00,000/- and ₹ 25,000/- respectively.	As per the resolution read with explanatory statement of the accompanying Notice	Entitled for payment of the sitting fees for the Board Meeting and for all Committee Meetings is ₹ 1,00,000/- and ₹ 25,000/- respectively.	As per the resolution read with explanatory statement of the accompanying Notice.	None	None	None	None	None	None