

August 28, 2020

To,

Manager-CRD, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity	Scrip Code: 532705
		ISIN No.: INE199G01027
	NCD	Scrip Code: 959443
		ISIN No.: INE199G07040

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
	NCD	Symbol: JARP24
		ISIN No.: INE199G07057

Dear Sir / Madam,

**Sub.: Intimation of 44<sup>th</sup> Annual General Meeting of the Members of the Company and Closure of Register of Members and Share Transfer Books and submission of Annual Report of the Company for the financial year 2019-20.**

In furtherance to our letter dated August 20, 2020 and pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended, the Notice convening the 44<sup>th</sup> Annual General Meeting of the Members of the Company ("AGM") and the Annual Report of the Company for the financial year 2019-20 are enclosed herewith.

The AGM will be held on **Wednesday, September 23, 2020 at 12:00 Noon** 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 Friday, August 28, 2020 to those members whose email addresses are registered with the Company or Depository Participant(s).

Pursuant to the applicable provisions of the Act, 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 Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ("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 will also be made available at the AGM and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.

*Amal Jainwal*



The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is **Saturday, September 12, 2020.**

The remote e-voting will commence on **Friday, September 18, 2020 (9:00 a.m. IST) and ends on Tuesday, September 22, 2020 (5:00 p.m. IST).**


The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, September 13, 2020 to Wednesday, September 23, 2020 (both days inclusive)** for the purpose of the AGM.

The aforesaid documents are also available on the Company's corporate website at [www.jplcorp.in](http://www.jplcorp.in).

Kindly take the same in your record.

**Thanking you**

**Yours faithfully  
For Jagran Prakashan Limited**



**Amit Jaiswal  
Company Secretary and Compliance Officer  
Membership No.: F5863**



Encl.: As above

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



## JAGRAN PRAKASHAN LIMITED

CIN-L22219UP1975PLC004147

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2298040

Website: www.jplcorp.in, E-mail: investor@jagran.com

### NOTICE

**NOTICE** is hereby given that the **44<sup>th</sup> Annual General Meeting** of the Members of **JAGRAN PRAKASHAN LIMITED**, CIN- L22219UP1975PLC004147 will be held on, **Wednesday, the 23<sup>rd</sup> day of September, 2020 at 12:00 Noon** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Amit Dixit (DIN: 01798942)**, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Devendra Mohan Gupta (DIN: 00226837)**, who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. **Appointment of Ms. Divya Karani (DIN: 01829747) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), each as amended from time to time, and on recommendation of Nomination and Remuneration Committee, **Ms. Divya Karani (DIN: 01829747)**, who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from November 13, 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the Listing Regulations, being eligible, be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation, to hold office up to the conclusion of the Annual General Meeting of the Company to be held

in the calendar year 2024, 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.”

5. **Re-appointment of Mr. Vikram Sakhua (DIN: 00398420) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 16 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 on recommendation of Nomination and Remuneration Committee, **Mr. Vikram Sakhua (DIN: 00398420)**, who was appointed as an Independent Director at the Annual General Meeting of the Company held on September 23, 2016 and who holds office up to this Annual General Meeting and who is eligible for re-appointment, be and is hereby re-appointed as an 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 2025, 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.”

6. **Clarification to the terms of appointment of Mr. Sanjay Gupta (DIN: 00028734), Whole-time Director and CEO of the Company:**

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

**“RESOLVED THAT** in furtherance to the resolution passed by the Shareholders of the Company at their 40<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2016 for the re-appointment of **Mr. Sanjay Gupta (DIN: 00028734)** as the Whole Time Director and designated as “Chief Executive Officer” of the Company for a period of five (5) years with effect from 1<sup>st</sup> October, 2016 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time, consent of the Shareholders be and is hereby granted to insert following clarification in Para II – Perquisites to the terms and conditions of appointment:

*“3) 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 w.e.f. 01.04.2020.”*

**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. Clarification to the terms of appointment of Mr. Sunil Gupta (DIN: 00317228), Whole-time Director of the Company:**

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

**“RESOLVED THAT** in furtherance to the resolution passed by the Shareholders of the Company at their 40<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2016 for the re-appointment of **Mr. Sunil Gupta (DIN: 00317228)** as the Whole Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> October, 2016 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time, consent of the Shareholders be and is hereby granted to insert following clarification in Para II – Perquisites to the terms and conditions of appointment:

*“3) 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 w.e.f. 01.04.2020.”*

**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. Clarification to the terms of appointment of Mr. Shailesh Gupta (DIN: 00192466), Whole-time Director of the Company:**

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

**“RESOLVED THAT** in furtherance to the resolution passed by the Shareholders of the Company at their 40<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2016 for the re-appointment of **Mr. Shailesh Gupta (DIN: 00192466)** as the Whole Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> October, 2016 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time, consent of the Shareholders be and is hereby granted to insert following clarification in Para II – Perquisites to the terms and conditions of appointment:

*“3) 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 w.e.f. 01.04.2020.”*

**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. Re-appointment of Mr. Sandeep Gupta as Executive President (Technical) of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and Audit Committee, the consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Sandeep Gupta**, relative of a Director of the Company, to hold office or place of profit as Executive President (Technical) for a period of five (5) years with effect from October 01, 2020 on the following terms and conditions:

**A. SALARY**

₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.

**B. PERQUISITES**

- 1) Mr. Sandeep Gupta 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 as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 10,00,000 (Rupees Ten Lakhs Only).

#### EXPLANATION

- a. "Family" here means the spouse, dependent children and dependent parents.
  - b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.
  - c. 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 w.e.f. 01.04.2020.
  - 3) Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

**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. Re-appointment of Mr. Sameer Gupta as Executive President (Accounts) of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the Company be and is hereby accorded for the re-appointment of **Mr. Sameer Gupta**, relative of a Director of the Company, to hold office or place of profit as Executive President (Accounts) for a period of five (5) years with effect from October 01, 2020 on the following terms and conditions:

##### A. SALARY

₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.

##### B. PERQUISITES

- 1) Mr. Sameer Gupta 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 as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 10,00,000 (Rupees Ten Lakhs Only).

#### EXPLANATION

- a. "Family" here means the spouse, dependent children and dependent parents.
  - b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.
  - c. 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 w.e.f. 01.04.2020.
  - 3) Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

**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. Re-appointment of Mr. Devesh Gupta as Executive President (Product Sales and Marketing) of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the Company be and is hereby accorded for the re-appointment of **Mr. Devesh Gupta**, relative of a Director of the Company, to hold office or place of profit as Executive President (Product Sales and Marketing) for a period of five (5) years with effect from October 01, 2020 on the following terms and conditions:

##### A. SALARY

₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.

##### B. PERQUISITES

- 1) Mr. Devesh Gupta 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 as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 10,00,000 (Rupees Ten Lakhs Only).

#### EXPLANATION

- a. "Family" here means the spouse, dependent children and dependent parents.
  - b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.
  - c. 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 w.e.f. 01.04.2020.
  - 3) Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

**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. Re-appointment of Mr. Tarun Gupta as Executive President (Commercial) of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the Company be and is hereby accorded for the re-appointment of **Mr. Tarun Gupta**, relative of a Director of the Company, to hold office or place of profit as Executive President (Commercial) for a period of five (5) years with effect from October 01, 2020 on the following terms and conditions:

#### A. SALARY

₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.

#### B. PERQUISITES

- 1) Mr. Tarun Gupta 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 as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 10,00,000 (Rupees Ten Lakhs Only).

#### EXPLANATION

- a. "Family" here means the spouse, dependent children and dependent parents.
  - b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.
  - c. 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 w.e.f. 01.04.2020.
  - 3) Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

**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. Re-appointment of Mr. Bharat Gupta as Executive President (Digital) of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, and on recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the Company be and is hereby accorded for the re-appointment of **Mr. Bharat Gupta**, relative of a Director of the Company, to hold office or place of profit as Executive President (Digital) for a period of five (5) years with effect from October 01, 2020 on the following terms and conditions:

**A. SALARY**

₹ 9,10,000 (Rupees Nine Lakhs and Ten Thousand Only) per month.

**B. PERQUISITES**

1) Mr. Bharat Gupta 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 as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed ₹ 10,00,000 (Rupees Ten Lakhs Only).

**EXPLANATION**

- a. "Family" here means the spouse, dependent children and dependent parents.
  - b. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.
  - c. 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 w.e.f. 01.04.2020.

- 3) Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

**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."

**Registered Office:**

Jagran Building, 2, Sarvodaya Nagar  
Kanpur - 208005  
CIN: L22219UP1975PLC004147  
E-mail: investor@jagran.com  
Website: www.jplcorp.in  
Phone No: +91-512-2216161

**By Order of the Board  
For Jagran Prakashan Limited**

**Amit Jaiswal**  
Company Secretary and  
Compliance Officer  
Membership No. F5863

Place: Kanpur  
Date : July 31, 2020

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the 44<sup>th</sup> Annual General Meeting of the Company ("44<sup>th</sup> AGM" / "AGM") is being conducted through VC/OAVM Facility, which does not require physical presence of Shareholders at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents of the Company ("KFintech"), to provide Video Conferencing facility for the 44<sup>th</sup> AGM and the attendant enablers for conducting of the 44<sup>th</sup> AGM.
4. In terms of the MCA Circulars since the physical attendance of Shareholders has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Shareholders under Section 105 of the Act will not be available for the 44<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with the MCA Circulars and SEBI Circular, Notice of the 44<sup>th</sup> AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories / DP"). Members may note that the Notice of the 44<sup>th</sup> AGM along with the Annual Report for the financial year 2019-20 will also be available on the Company's corporate website [www.jplcorp.in](http://www.jplcorp.in) and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the 44<sup>th</sup> AGM will also be available at the website of KFintech at <https://evoting.karvy.com/>
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Register of members and share transfer books of the Company will remain closed from Sunday, September 13, 2020 to Wednesday, September 23, 2020 (both days inclusive) for the purpose of the 44<sup>th</sup> AGM.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements

in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

9. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to receive copies of the Annual Report 2019-20 in electronic mode.

## 10. Instructions for attending the AGM and e-voting are as follows:

### A. Instructions for attending the AGM:

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- b) For convenience of Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes prior to the time scheduled for the AGM and facility to join AGM shall be kept open throughout the proceedings of AGM. Members will be allowed to attend the AGM on first come, first served basis.
- c) **Speaker Registration:** Members may register themselves as speakers for the AGM to post their queries:
  - a. Members may visit <https://emeeting.kfintech.com> and enter their e-voting login credentials to enter the website.
  - b. On landing page, you can select "Speaker Registration" tab and register yourself as speaker.

The above mentioned facility is available during the remote e-voting period i.e., from Friday, September 18, 2020 (9:00 a.m. IST) till Tuesday, September 22, 2020 (5:00 p.m. IST). The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- d) **Post Your Queries:** Members, who may wish to express their views or ask questions at the AGM, can send in their questions/comments in advance, may visit <https://emeetings.kfintech.com> and click on the Tab "Post Your Queries" to post their queries in the window provided from Friday, September 18, 2020 (9:00 a.m. IST) till Tuesday, September 22, 2020 (5:00 p.m. IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.



- e) Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors etc. are not restricted on first come first serve basis.
- f) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-3454-001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- g) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- h) Further Members will be required to 'Allow Camera', if any, and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- i) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- j) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.

**B. Instructions and other information relating to e-voting are as under:**

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 44<sup>th</sup> AGM and has engaged the services of KFintech for conducting of the AGM and providing e-voting facility.
- b) During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being Saturday, September 12, 2020 (5:00 p.m. IST) may cast their vote by electronic means in the manner and process set out herein below.
- c) The remote e-Voting period commences on Friday, September 18, 2020 (9:00 a.m. IST) and ends on Tuesday, September 22, 2020 (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-Voting. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The process and manner for remote e-voting are as under:

**I. In case a Member receives an e-mail from KFintech (for Members whose e-mail addresses**

**are registered with the Company/ Depository Participants):**

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com/>
- (ii) Enter the login credentials. Your Folio No. / DP ID- Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach 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 (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like Mobile Number, E-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Jagran Prakashan Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e., **Saturday, September 12, 2020** under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xi) 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. During the voting period, Members can

login any number of times till they have voted on the Resolution(s).

(xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer, Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, at E-mail ID: [adeshtandon11@gmail.com](mailto:adeshtandon11@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."

(xiii) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com/> (KFintech's Website) or contact Ms. C Shobha Anand (Unit: Jagran Prakashan Limited) of KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call at 040-6716 2222 or KFintech's toll-free No. 1-800-34-54-001 for any further clarification.

In case a person has become the Member of the Company after the dispatch of this Notice but on or before the cut-off date i.e. Saturday, September 12, 2020, may write to KFintech on E-mail Id: [evoting@kfintech.com](mailto:evoting@kfintech.com) or to Ms. C Shobha Anand, Contact No. 040-67162222, at Unit: Jagran Prakashan Limited KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

### C. Instructions for Members for e-Voting during the AGM are as under:

- a) The facility for voting during the AGM will also be made available. Only those Members, who will be present in the AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- b) Members may follow the same procedure for e-Voting during the AGM as mentioned above for remote e-Voting.
- c) The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

d) The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

e) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
12. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KFintech's website <https://evoting.karvy.com/>.
13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Saturday, September 12, 2020.
14. 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.
15. The results shall be declared not later than 48 hours from the conclusion of the 44<sup>th</sup> AGM and the resolutions will be deemed to be passed on the date of the 44<sup>th</sup> AGM subject to receipt of the requisite number of votes in favour of the resolutions.
16. 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 result will also be displayed on the Company's corporate website i.e. [www.jplcorp.in](http://www.jplcorp.in) and on the website of KFintech i.e. <https://evoting.karvy.com/>.
17. In case of Joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
18. The relevant details of Directors as required under Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and SS-2, under Item Nos. 2 to 8 of the Notice, are also annexed herewith as **Annexure-A**.
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of requests received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested convert their holdings to dematerialized form. Members can contact the Company or KFintech for assistance in this regard.
20. 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.iepf.gov.in](http://www.iepf.gov.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.

21. 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 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.
22. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFintech.
23. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write from their registered email address, mentioning their

name, DP ID and Client ID number /folio number and mobile number at least ten (10) days before the meeting on Company's email address at [investor@jagran.com](mailto:investor@jagran.com) so as to enable the management to keep the information ready.

24. Electronic copy of the Annual Report for 2019-20 including the Notice of the 44<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes. Members who have not registered their E-mail addresses so far are requested to register their E-mail address for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.
25. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with KFintech, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
26. Members may also note that the Notice of the 44<sup>th</sup> AGM and the Annual Report for the financial year 2019-20 will also be available on the Company's corporate website, [www.jplcorp.in](http://www.jplcorp.in), for download. The physical copies of the documents referred to in this Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days, up to the date of the Meeting.

## 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. 4 to 13 of the accompanying Notice:

### Item No 4:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Ms. Divya Karani (DIN: 01829747) as an Independent Director of the Company, for a term of five (5) years up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2024 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board had appointed Ms. Divya Karani as an Additional Independent Director w.e.f. November 13, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, to hold office as an Independent Director for a term of five (5) years, subject to regularization by the shareholders of the Company at the ensuing Annual General Meeting to be held in the year 2020.

Considering Ms. Karani's background, expertise, experience and contribution, 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 of the Company.

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 Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Ms. Karani 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.

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.

Ms. Karani holds a Bachelor's degree in Commerce and Economics from Sydenham College, Mumbai. She is the CEO of Dentsu Advertising and Media Services India Private Limited and has over 3 decades of experience with Agency, Marketer and Media organizations, in South East Asia, London & Asia Pacific. She has won and successfully run media mandates, for large Indian and global clients. She has worked at agencies like Trikaya Grey, O&M, MediaCom, Bates Asia, Media Edge (TME), and MEC (Singapore). In her stints as a marketer, she joined the Reliance ADA Group as media advisor to the chairman's office, and moved to Hindustan Times Media in 2009 as business head – West. Prior to joining Dentsu India, Ms. Karani was an independent consultant advising and consulting marketers, media agencies and owners in the media business.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and

Secretarial Standard – 2 on General Meetings are set out in Annexure-A to this Notice.

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. Divya Karani as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of an Ordinary Resolution, which the Board recommends.

Except Ms. Karani, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

### Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Vikram Sakhujia (DIN: 00398420) as an Independent Director, 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 2025 or the expiry of five (5) years, whichever is earlier, pursuant to Section 149 of the Act.

Mr. Sakhujia was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 at the Annual General Meeting ("AGM") of the Company held on September 23, 2016, and holds office up to this Annual General Meeting.

Based on the performance evaluation of the Directors and considering his background, expertise, experience and contribution, the continued association of Mr. Sakhujia 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.

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 Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). 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.

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.

Mr. Sakhujia joined Procter & Gamble in 1988 and held positions in Marketing Research and Media over a period of 9 years. He then joined Coca-Cola where in over 5 years he went on to manage the brand marketing portfolio. Mr. Sakhujia spent a year with the Star TV Network (Newscorp) setting up their marketing department as the Executive VP Marketing for India. From 2002 onwards he was with GroupM. He began his association as the Managing Director of MindShare Fulcrum, went on to become the Managing Director of MindShare South Asia and then he was the CEO of GroupM South Asia for 7

years. Thereafter, he took up global role of world-wide CEO for Maxus for two years, following which he was GroupM's Global Strategic Development Officer, with a remit of driving data and technology deeper into the Media practice. Since 2016, he has partnered with Mr. Sam Balsara and is the Group CEO of Madison Media and OOH. Mr. Sakhuja has served on several industry body boards/ committees including ASCI, ABC, RSCI, BARC, AAAI committees with ISA, INS and IBF, and is currently Head of IRS Tech Comm, MRUC Board member, ABC Board member, BARC Disciplinary committee member, co-chair of IBF-AAAI subcommittee on payments and Ad Club ManCom member. He has consistently been voted one of the top most influential persons in Indian Media by the Economic Times.

Further details pursuant to Regulations 36(3), 26(4) and other applicable regulations of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in Annexure-A to this Notice.

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. Sakhuja 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, which the Board recommends.

Except Mr. Sakhuja, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

#### **Item Nos. 6, 7 and 8:**

The Shareholders may recall that at the 40<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2016 ("the 40<sup>th</sup> AGM"), they had approved the re-appointment of following Executive Directors of the Company for a period of five (5) years with effect from 1<sup>st</sup> October, 2016:

1. Mr. Sanjay Gupta, Whole-time Director and CEO at salary of ₹ 20 Lakhs per month plus value of perquisites per year not exceeding one month salary with annual increment in salary of ₹ 2 Lakhs per annum;
2. Mr. Sunil Gupta, Whole-time Director at salary of ₹ 18 lakhs per month plus value of perquisites per year not exceeding one month salary with annual increment in salary of ₹1.8 Lakhs per annum.
3. Mr. Shailesh Gupta, Whole-time Director at salary of ₹ 18 lakhs per month plus value of perquisites per year not exceeding one month salary with annual increment in salary of ₹ 1.8 Lakhs per annum.

While calculating the value of perquisites, taxable portion of employer's contribution to statutory funds such as Employees Provident Fund was meant to be considered but since up to previous year, no part of such contribution was taxable, nothing was so included.

However, with effect from 1<sup>st</sup> April, 2020, pursuant to Section 17(2) of the Income Tax Act, 1961, as amended from time to time ("IT Act"), the amount or the aggregate of amounts of any contribution made by the employer in a recognised provident fund; in the scheme referred to in sub-section (1) of section 80CCD; and in an approved superannuation fund, to the extent it exceeds ₹ 7,50,000/- (Rupees Seven Lakh and

Fifty Thousand) in a year shall be considered as a perquisite under the IT Act.

In view of the above, it is proposed to clarify that any statutory contribution made by employer to provident fund or any other fund shall not be part of value of perquisites of the above Executive Directors regardless of the amount of such contribution.

The Shareholders may note that the aforesaid modification will neither lead to an increase in the cost to the Company, nor will it have any additional financial burden on the Company or increase in remuneration of any of the directors.

This shall require modification to the resolutions passed by the shareholders at the 40<sup>th</sup> AGM for the re-appointment of the Executive Directors namely, Mr. Sanjay Gupta, Mr. Shailesh Gupta and Mr. Sunil Gupta.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the clarification to the terms and conditions of appointment, your Directors recommend passing of these resolutions as Ordinary Resolutions.

Mr. Sanjay Gupta (for Item No. 6), Mr. Sunil Gupta (for Item No. 7), Mr. Shailesh Gupta and Dr. Mahendra Mohan Gupta (father of Mr. Shailesh Gupta) (for Item No. 8) may be deemed to be interested in the resolutions set out at Item No. 6,7 and 8 of the Notice.

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

#### **Item No. 9:**

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Sandeep Gupta, brother of Mr. Sanjay Gupta, CEO and Whole-time Director of the Company, was re-appointed as an Executive President (Technical) of the Company for a period of five (5) years with effect from October 01, 2015 at a remuneration of ₹ 7.6 Lakhs per month with annual increment of ₹ 50,000/- and value of perquisite not exceeding ₹ 10 Lakhs per annum. Mr. Gupta has forgone his annual increment falling due in the month of October, 2019, and is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at the same remuneration of ₹ 9.1 Lakhs per month.

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Technical) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of Shareholders of the Company.

Mr. Gupta holds a bachelor's degree in electrical engineering from Ohio University and has undertaken a specialised course on photo-composing machines from Itek Graphix USA in 1989. Mr. Sandeep Gupta joined the Company in 1988 and has over 32 years of experience in the media industry.

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Technical) would be beneficial to the Company.



As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the re-appointment of Mr. Sandeep Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Sanjay Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolution.

**Item No. 10:**

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Sameer Gupta, brother of Mr. Sunil Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Accounts) of the Company for a period of five (5) years with effect from October 01, 2015 at a remuneration of ₹ 7.6 Lakhs per month with annual increment of ₹ 50,000/- and value of perquisite not exceeding ₹ 10 Lakhs per annum. Mr. Gupta has forgone his annual increment falling due in the month of October, 2019, and is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at the same remuneration of ₹ 9.1 Lakhs per month.

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Accounts) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of Shareholders of the Company.

Mr. Gupta holds a master's degree in commerce and has over 33 years of work experience (including 18 years of experience in the media industry).

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Accounts) would be beneficial to the Company.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the re-appointment of Mr. Sameer Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Sunil Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolution.

**Item No. 11:**

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Devesh Gupta, son of Mr. Dharendra Mohan Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Product Sales and Marketing) of the Company for a period of five (5) years with effect from October 01, 2015 at a remuneration of ₹ 7.6 Lakhs per month with annual increment of ₹ 50,000/- and value of perquisite not exceeding ₹ 10 Lakhs per annum. Mr. Gupta has forgone his annual increment falling due in the month of October, 2019,

and is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at the same remuneration of ₹ 9.1 Lakhs per month.

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Product Sales and Marketing) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of Shareholders of the Company.

Mr. Gupta holds a bachelor's degree in sciences and master's degree in business administration and has over 25 years of work experience (including 21 years of experience in the media industry).

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Product Sales and Marketing) would be beneficial to the Company.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the re-appointment of Mr. Devesh Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Dharendra Mohan Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolution.

**Item No. 12:**

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Tarun Gupta, son of Mr. Dharendra Mohan Gupta, Whole-time Director of the Company, was re-appointed as an Executive President (Commercial) of the Company for a period of five (5) years with effect from October 01, 2015 at a remuneration of ₹ 7.6 Lakhs per month with annual increment of ₹ 50,000/- and value of perquisite not exceeding ₹ 10 Lakhs per annum. Mr. Gupta has forgone his annual increment falling due in the month of October, 2019, and is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at the same remuneration of ₹ 9.1 Lakhs per month.

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Commercial) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of Shareholders of the Company.

Mr. Gupta holds a bachelor's and master's degree in commerce and is qualified as a chartered accountant with Institute of Chartered Accountants of India and has over 20 years of experience in the media industry. Mr. Gupta joined our Company in 2001.

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Commercial) would be beneficial to the Company.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the re-appointment of Mr. Tarun Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Dharendra Mohan Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolution.

**Item No. 13:**

The provisions of Section 188 of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The Act aims to ensure transparency in the transactions and dealings with related parties of the Company.

Mr. Bharat Gupta, son of Mr. Devendra Mohan Gupta, Non-Executive Director of the Company, was re-appointed as an Executive President (Advertisement) of the Company for a period of five (5) years with effect from October 01, 2015 at a remuneration of ₹ 7.6 Lakhs per month with annual increment of ₹ 50,000/- and value of perquisite not exceeding ₹ 10 Lakhs per annum. Mr. Gupta has forgone his annual increment falling due in the month of October, 2019, and is presently drawing salary of ₹ 9.1 Lakhs per month and is proposed to be appointed at the same remuneration of ₹ 9.1 Lakhs per month.

It is now proposed to re-appoint Mr. Bharat Gupta as Executive President (Digital) of the Company. Mr. Bharat Gupta has been overseeing the digital ventures of the Company and is accountable for the digital revenue of the Company. Accordingly, it is proposed to change his profile from Executive President (Advertisement) to Executive President (Digital).

Mr. Gupta is a related party of the Company pursuant to Section 2(76) of the Act and hence his re-appointment as Executive President (Digital) would amount to holding of office or place of profit under the provisions of Section 188 of Act and shall require prior approval of Shareholders of the Company.

Mr. Gupta holds a bachelor's degree in engineering and has over 22 years of work experience (including 20 years of experience in the media industry). He joined our Company in 2000.

Considering his background, expertise, experience and contribution to the growth of the Company, the continued association of Mr. Gupta as Executive President (Digital) would be beneficial to the Company.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee for the re-appointment of Mr. Bharat Gupta, your Directors recommend passing of this resolution as an Ordinary Resolution.

Save and except Mr. Devendra Mohan Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested in the resolution.

**Registered Office:**

Jagran Building, 2, Sarvodaya Nagar  
Kanpur - 208005  
CIN: L22219UP1975PLC004147  
E-mail: investor@jagran.com  
Website: www.jplcorp.in  
Phone No: +91-512-2216161

**By Order of the Board  
For Jagran Prakashan Limited**

**Amit Jaiswal**  
Company Secretary and  
Compliance Officer  
Membership No. F5863

Place: Kanpur  
Date : July 31, 2020

### Annexure-A

Disclosure relating to Directors pursuant to Regulations 36(3), 26(4) 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	Mr. Amit Dixit	Mr. Devendra Mohan Gupta	Ms. Divya Karani	Mr. Vikram Sakhuja
<b>DIN</b>	01798942	00226837	01829747	00398420
<b>Date of Birth</b>	January 26, 1973	January 07, 1950	October 09, 1965	October 30, 1961
<b>Age</b>	47 Years	70 Years	54 Years	58 Years
<b>Date of first appointment</b>	October 22, 2011	September 04, 2008	November 13, 2019	April 15, 2016
<b>Area of Expertise</b>	Has wide experience in the field of investments and investment opportunities in India and South Asia.	Has vast experience in handling Product Design, Research & Development, Production, Purchase & Sales (Domestic & Overseas).	Has experience in Management, Marketing and Management-Consumer.	Has experience in Management, Marketing Research and Media.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• MBA from Harvard Business School.</li> <li>• MS in Engineering from Stanford University.</li> <li>• B.Tech. from Indian Institute of Technology, Mumbai.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Engineering (Mechanical).</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce, Bombay University, Sydenham College of Commerce &amp; Economics.</li> <li>• Global Leadership Program, London Business School.</li> <li>• Dentsu Management Institute, Global Session at Dentsu Inc. Tokyo HQ, Japan.</li> <li>• Senior Executive Leadership Program"Harvard Business School.</li> </ul>	<ul style="list-style-type: none"> <li>• B. Tech, IIT, Delhi</li> <li>• MBA – Marketing, IIM-Kolkata</li> </ul>
<b>Relationship with Directors and Key Managerial Personnel</b>	None	Brother of Mahendra Mohan Gupta, Dhirendra Mohan Gupta and Shailendra Mohan Gupta.	None	None
<b>Remuneration last drawn (per annum) (in ₹)</b>	Nil	Nil	Being an Independent, Director of the Company no remuneration has been drawn by Ms. Karani.	Being an Independent Director of the Company, no remuneration has been drawn by Mr. Sakhuja, apart from sitting fee.
<b>Shareholding in the Company</b>	Nil	117,890 Shares	Nil	Nil
<b>No. of Board meetings attended during FY19-20</b>	2 out of 6	6 out of 6	3 out of 3 (appointed as Additional Independent Director of the Company w.e.f. November 13, 2019)	5 out of 6
<b>Directorships / partnerships in other bodies corporate in India</b>	<ul style="list-style-type: none"> <li>• Midday Infomedia Limited</li> <li>• Blackstone Advisors India Private Limited</li> <li>• Mphasis Limited</li> <li>• Comstar Automotive Technologies Private Limited</li> <li>• Sona BLW Precision Forgings Limited</li> <li>• Aadhar Housing Finance Limited</li> <li>• Essel Propack Limited</li> <li>• Aakash Educational Services Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Jagran Micro Motors Limited</li> <li>• Jagmini Micro Knit Private Limited</li> <li>• Jagran Media Network Investment Private Limited</li> <li>• DBR Ventures LLP</li> </ul>	<ul style="list-style-type: none"> <li>• Dentsu Advertising and Media Services India Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Platinum Communications Private Limited</li> <li>• Madison Communications Private Limited</li> <li>• Out-Sel Promotions India Private Limited</li> <li>• Moms Outdoor Media Solutions Private Limited</li> <li>• Platinum Advertising Private Limited</li> <li>• Entrust Communications Private Limited</li> <li>• Hiveminds Innovative Markets Solutions Private Limited</li> <li>• Media Research Users Council India</li> <li>• Audit Bureau of Circulations</li> </ul>

Name of Director	Mr. Amit Dixit	Mr. Devendra Mohan Gupta	Ms. Divya Karani	Mr. Vikram Sakhua
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	Member of Audit Committee	None	None	Member of Corporate Social Responsibility Committee
<b>Chairman / Member of the committee of other Public Limited Companies in which he / she is a Director</b>	<ul style="list-style-type: none"> <li>• Mphasis Limited- Audit Committee, Nomination and Remuneration Committee,</li> <li>• Sona BLW Precision Forgings Limited- Chairman of Nomination and Remuneration Committee</li> <li>• Aadhar Housing Finance Limited- Chairman of Nomination and Remuneration Committee</li> <li>• Essel Propack Limited-Nomination and Remuneration Committee</li> </ul>	None	None	None

Name of Director	Mr. Sanjay Gupta	Mr. Sunil Gupta	Mr. Shailesh Gupta
<b>DIN</b>	00028734	00317228	00192466
<b>Date of Birth</b>	December 20, 1962	May 27, 1962	April 07, 1969
<b>Age</b>	57 Years	58 Years	51 Years
<b>Date of first appointment</b>	June 30, 1993	October 01, 1993	November 28, 1994
<b>Area of Expertise</b>	Has vast experience in print media industry, editorial experience, public relations, management and strategy development and implementation. He holds the position of Editor in Chief of Dainik Jagran and CEO of the Company.	Has experience in the print media industry, administration, public relations, strategy development and implementation.	Has experience in the print media industry, Marketing/ advertising, public relations, strategy development and implementation. He is President of The Indian Newspaper Society, past Chairman of Council of Audit Bureau of Circulations.
<b>Qualification</b>	• Bachelor's degree in Science.	• Master's degree in Commerce.	• Bachelor's degree in Commerce.
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None	Son of Dr. Mahendra Mohan Gupta
<b>Remuneration last drawn (per annum) (in ₹)</b>	308.87 Lakhs	280.80 Lakhs	273.28 Lakhs
<b>Shareholding in the Company</b>	53,000 Shares	50,000 Shares	Nil
<b>No. of Board meetings attended during FY19-20</b>	6 out of 6	5 out of 6	5 out of 6
<b>Directorships / partnerships in other bodies corporate in India</b>	<ul style="list-style-type: none"> <li>• Midday Infomedia Limited</li> <li>• MMI Online Limited</li> <li>• The Indian Newspaper Society</li> <li>• Sanjay Dhruv Mohan Investment Consultants LLP</li> <li>• Multiples Private Equity Fund II LLP</li> </ul>	None	<ul style="list-style-type: none"> <li>• Music Broadcast Limited</li> <li>• Midday Infomedia Limited</li> <li>• Audit Bureau of Circulations</li> <li>• Rave Real Estate Private Limited</li> <li>• MMI Online Limited</li> <li>• The Indian Newspaper Society</li> <li>• VRSM Enterprises LLP</li> </ul>
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	Member of:- <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee,</li> <li>• Corporate Social Responsibility Committee,</li> <li>• Risk Management Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Member of Stakeholders Relationship Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Member of Risk Management Committee</li> </ul>
<b>Chairman / Member of the committee of other Public Limited Companies in which he / she is a Director</b>	<ul style="list-style-type: none"> <li>• Midday Infomedia Limited: Chairman of Audit Committee, Nomination and Remuneration Committee, CSR Committee</li> </ul>	None	<ul style="list-style-type: none"> <li>• Music Broadcast Limited – Member of Nomination &amp; Remuneration Committee</li> </ul>