

Notice for Annual General Meeting

NOTICE is hereby given that the 37th Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED will be held on Wednesday the **25th day of September, 2013** at **12:00 Noon** at Hotel Royal Cliff, Opposite Motijheel Gate No.1, Kanpur to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dharendra Mohan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Gavin K.O'Reilly, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajendra Kumar Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Shailendra Mohan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
6. To declare dividend on Equity shares for the financial year 2012-2013.
7. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, approval be and is hereby accorded to appoint M/s Price Waterhouse - New Delhi (FRN 012754N), Chartered Accountants as Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting, in place of the auditors viz. M/s. Price Waterhouse Kalkata (FRN 301112E), Statutory Auditors who have expressed their inability to continue as Statutory Auditors of the Company.

RESOLVED FURTHER THAT Mr. Mahendra Mohan Gupta, Chairman and Managing Director and Mr. Amit Jaiswal, Company Secretary of the Company be and are hereby severally authorized to file necessary of e-forms with Registrar of Companies, Uttar Pradesh and the Board of Directors, be and are hereby authorized to fix the remuneration and other terms and conditions of said appointment."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Anuj Puri who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 31, 2013 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice, in writing, from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation."

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

"RESOLVED THAT Mr. Dilip Cherian who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 31, 2013 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice, in writing, from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of Central Government, consent of the company be and is hereby accorded to the reappointment of **Mr. Sandeep Gupta**, a relative of a Director of the Company, holding an office or place of profit as Executive President (Technical) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 6,60,000 per month with the annual increment of Rs. 50,000.

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, re-imbusement 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 Rs. 10,00,000/-(Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

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.

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. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
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 of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of Central Government, consent of the company be and is hereby accorded to the reappointment of **Mr. Sameer Gupta**, a relative of a Director of the Company, holding an office or place of profit as Executive President (Accounts) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 6,60,000 per month with the annual increment of Rs. 50,000.

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, re-imburement 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 Rs10,00,000/- (Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

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.

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. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
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 of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of Central Government, consent of the company be and is hereby accorded to the reappointment of **Mr. Devesh Gupta**, a relative of a Director of the Company, holding an office or place of profit as Executive President (Product Sales and Marketing) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 6,60,000 per month with the annual increment of Rs. 50,000.

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, re-imburement 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 Rs. 10,00,000/- (Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

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.

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. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

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 of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of Central Government, consent of the company be and is hereby accorded to the reappointment of **Mr. Tarun Gupta**, a relative of a Director of the Company, holding an office or place of profit as Executive President (Commercial) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 6,60,000 per month with the annual increment of Rs. 50,000.

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, re-imburement 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 Rs. 10,00,000/- (Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

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.

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. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

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 of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of Central Government, consent of the company be and is hereby accorded to the reappointment of

Mr. Bharat Gupta, a relative of a Director of the Company, holding an office or place of profit as Executive President (Advertisement) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 6,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

- 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, re-imbursement 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 Rs10,00,000/- (Rupees Ten Lacs only).

EXPLANATION

“Family” here means the spouse, dependent children and dependent parents.

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.

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.

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- 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 of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 31 and other applicable provision, if any, of the Companies Act, 1956 the Articles of Association of the Company, be and are hereby altered in the following manner.

After Article 159, the following article is to be inserted as Article No. 159A.

The Company and/or the Board of Directors shall have power, subject to and in accordance with Sections 77A, 77AA, 77B and other applicable provisions of the Act or the corresponding provisions, rules, regulations and guidelines prescribed by the Government of India, or any other authority, to purchase any of its own fully paid up securities or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or

securities premium account of the company or proceeds of any shares or other specified securities, provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorised to take such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

16. 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 297, 301 and other applicable provisions of the Companies Act, 1956, transactions with the related party entered into by the Company in normal course of business and detailed below be and are hereby approved:

1. Rave@Moti Entertainment Private Limited

Sn	PARTUCULARS OF CONTRACT	Amount not exceeding (in Rs.)
1.	Publication of Advertisement for the space not exceeding 1,25,000 sq. cm.	1 crore per annum.
2.	Lease of space for display of advertisement in multiplex	3 crore per annum
3.	Event management for fee/commission	30 lakhs per annum
4.	Availing of catering services, banquet hall for business	25 lakhs per annum

2. Rave Real Estate Private Limited

Sn	PARTUCULARS OF CONTRACT	Amount not exceeding (in Rs.)
1.	Publication of Advertisement for the space not exceeding 1,25,000 sq. cm.	1 crore per annum.
2.	Lease of space for display of advertisement in multiplex	3 crore per annum
3.	Event management for fee/commission	30 lakhs per annum
4.	Availing of catering services, banquet hall for business	25 lakhs per annum

3. Jagmini Microknit Private Limited

PARTUCULARS	Amount not exceeding (in Rs.)
Publication of Advertisement for the space not exceeding 12000 sq. cm. in a year.	30 lakhs per annum

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper and desirable to give the effect to the above resolution.”

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

**Amit Jaiswal
Company Secretary**

Place: New Delhi
Date: May 28, 2013

NOTES:

- A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

- c. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
- d. The Register of Members and Share Transfer Books shall be closed from 20th September, 2013 to 25th September, 2013 (both days inclusive).
- e. Dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be payable after 25th September, 2013 to those Members whose names appear on the Register of members as on the close of business hours on 20th September, 2013.
- f. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited. Shareholders holding shares in electronic form must send the advice about change in address or bank mandate to their respective Depository Participants and not to the Company or its Share Transfer Agents.
- g. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
- h. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.

Explanatory Statement pursuant to provisions of Section 173(2) of the Companies Act, 1956

Item No. 7:

The Board has recommended appointment of M/s Price Waterhouse, New Delhi (FRN 012754N), Chartered Accountants as new Statutory Auditors for the financial year 2013-2014 in place of retiring Statutory Auditors M/s Price Waterhouse, Kolkata (FRN 301112E), who after competition of 7 years as Statutory Auditors, have expressed their unwillingness to be re-appointed for the next term as Statutory Auditors of the Company.

M/s Price Waterhouse, New Delhi (FRN 012754N) have given their consent to be appointed as Statutory Auditors of the Company and have also furnished a certificate as required under provision of the section 224(1B) of the Companies Act, 1956 to the effect that their appointment, if made, will be in accordance with the limits specified in the sub-section (1B) of section 224 of the Companies Act, 1956.

The Company has received notices pursuant to Section 225(1) and other applicable provisions of the Companies Act, 1956 from the member signifying his intention to propose appointment of M/s Price Waterhouse, New Delhi (FRN 012754N), Chartered Accountants as new Statutory Auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

Item No. 8 and 9:

Mr. Anuj Puri aged about 47 years. He holds a bachelor's degree in commerce, is an Associate of the Institute of Chartered Accountants of India (New Delhi), Associate of the Chartered Insurance Institute, UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and an Associate of the Insurance Institute of India. Mr. Puri has over 23 years experience in multidisciplinary consulting ranging from real estate to social development projects. Specifically in real estate sector, he has expertise in planning and undertaking demand assessment studies, valuation and transactional services including marketing strategies based on technical analysis of real estate

markets. His past experience ranges from feasibility studies, program requirement derivation, fund and investor sourcing. Mr. Puri has held various key positions in the industry and is the Member of CII Western Regional Council 2009 - 2010, a Member of National Retail Committee, CII, Member of the Real Estate Committee of FICCI as well as a Fellow of Royal Institute of Chartered Surveyors (FRICS). At present, Mr. Puri is the Chairman & Country Head of Jones Lang LaSalle, one of India's largest real estate service providers with operations in 11 cities across India.

Mr. Dilip Cherian aged about 57 years, He holds bachelor's and master's degree in Economic and is a Gurukul Chevening Fellow from the London School of Economics. Mr. Cherian is Founder & Consulting Partner of Perfect Relations, South Asia's leading image management consultancy. He advises CEOs on External Communications, Internal Communications and Public Affairs. Mr. Cherian has been the National Chair of the International Public Relations Association. He is on the Governing Board of Advertising Standards Council of India and served on the Board of Advisors at Mudra Institute of Communication, Ahmedabad and the Governing Council of the National Institute of Design. Mr. Cherian recently spent time on the Apex Committee of Shareholder Grievance of the Ministry of Company Affairs.

Mr. Cherian is also director of Radio One Limited, Next MediaWorks Limited, Bajaj Corp Limited and serves on the Board of number of other private companies and social organisations. The other particulars as required under clause 49 of the Listing Agreement of the said proposed Directors are given in the annexure to the Notice.

The Company has received notices pursuant to Section 257 of the Companies Act, 1956 from the members signifying their intention to propose appointment of above named persons as Directors.

The persons whose candidature has been proposed as a Director have signified their consent to act as a Director, if appointed.

Mr. Anuj Puri and Mr. Dilip Cherian are concerned or interested in the resolutions of the accompanying Notice relating to their own appointment.

None of the other Directors is concerned or interested in the Resolutions.

Notices received under Section 257 of the Companies Act, 1956 are available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

Item Nos. 10 to 14:

Mr. Sandeep Gupta aged about 48 years holds a bachelor degree in Electrical from Ohio University and has about 25 years of experience in the industry. He was re-appointed as Executive President (Technical) of the Company for a period of 5 years with effect from 01.10.2008 at a salary scale of Rs.4,00,000- 50,000-6,00,000 per month plus value of perquisites not exceeding Rs. 9 lakhs per annum. Present salary of Mr. Sandeep Gupta is Rs. 6 lakhs per month.

Mr. Sameer Gupta aged about 44 years holds bachelors and masters degree in Commerce and has over 24 years of experience. He was re-appointed as Executive President (Accounts) of the Company for a period of 5 years with effect from 01.10.2008 at a salary scale of Rs.4,00,000- 50,000-6,00,000 per month plus value of perquisites not exceeding Rs. 9 lakhs per annum. Present salary of Mr. Sameer Gupta is Rs. 6 lakhs per month.

Mr. Devesh Gupta aged about 45 years holds a Master's degree in Business Administration and has 15 years of experience. He was re-appointed as Executive President (Product Sales and Marketing) of the Company for a period of 5 years with effect from 01.10.2008 at a salary scale of Rs.4,00,000- 50,000-6,00,000 per month plus value of perquisites not exceeding Rs. 9 lakhs per annum. Present salary of Mr. Devesh Gupta is Rs. 6 lakhs per month.

Mr. Tarun Gupta aged about 36 years is a Chartered Accountant and holds a master's degree in commerce. He has about 12 years of experience and was re-appointed as Executive President (Commercial) of the Company for a period of 5 years with effect from 01.10.2008 at a salary scale of Rs.4,00,000- 50,000-6,00,000 per month plus value of perquisites not exceeding Rs. 9 lakhs per annum. Present salary of Mr. Tarun Gupta is Rs. 6 lakhs per month.

Mr. Bharat Gupta aged about 35 years holds a bachelor degree in Engineering and has 12 years of experience. He was re-appointed as Executive President (Advertisement) of the Company for a period of

5 years with effect from 01.10.2008 at a salary scale of Rs.4,00,000-50,000-6,00,000 per month plus value of perquisites not exceeding Rs. 9 lakhs per annum. Present salary of Mr. Bharat Gupta is Rs. 6 lakhs per month.

In view of increased responsibilities, accountabilities, and contribution in expanding business coupled with sustained good performance and prevalent pay scale in industry, the Board has approved the re-appointment of Mr. Sandeep Gupta, Mr. Sameer Gupta, Mr. Devesh Gupta, Mr. Tarun Gupta and Mr. Bharat Gupta subject to the consent of shareholders in the ensuing Annual General Meeting and the Central Government with effect from 1st October, 2013 for a further period of five years on a remuneration as recommended by the Selection Committee and specified in embodied resolutions.

None of the other Directors, except Mr. Sanjay Gupta being relative of Mr. Sandeep Gupta is interested in the resolution proposed at Item No. 11.

None of the other Directors, except Mr. Sunil Gupta being relative of Mr. Sameer Gupta is interested in the resolution proposed at Item No. 12.

None of the other Directors, except Mr. Dharendra Mohan Gupta being relative of Mr. Devesh Gupta is interested in the resolution proposed at Item No. 13.

None of the other Directors, except Mr. Dharendra Mohan Gupta being relative of Mr. Tarun Gupta is interested in the resolution proposed at Item No. 14.

None of the other Directors, except Mr. Devendra Mohan Gupta being relative of Mr. Bharat Gupta is interested in the resolution proposed at Item No. 15.

Your Board recommends these Special resolutions for your approval.

Item Nos. 15:

The Companies (Amendment) Act, 1990, has allowed the companies to buy back its own shares and securities. These shares can be purchased only if the company is authorised by Articles of Association. Alteration in the Articles of Association is therefore, proposed to enable the company to buy its own shares as per the provisions of Sections 77A and 77B of the Companies Act, 1956.

In terms of the above requirement, it is proposed to insert a new Article 159A in the Articles of Association of the Company set out in detail notice and obtain the approval of the members for the same the Special Resolutions is to be passed.

The Board recommends resolution for approval of members.

None of the Directors of the Company is in any way concerned or

interested in the Resolutions except to the extent of their respective shareholding in the Company.

A copy of Memorandum and Articles of Association of the Company together with the proposed alterations and other documents referred to be open for inspection by members at the Registered Office of the Company between 10:00 A.M. to 6:00 P.M., on any working day.

Item Nos. 16:

The Company in normal course of business enter into contract with M/s Rave @ Moti Entertainment Private Limited, Rave Real Estate Private Limited and M/s Jagmini Microkmit Private Limited for the purpose of publication of advertisement, leasing of space for display of advertisement in multiplex, Event management for fee/ commission and for availing of catering services, banquet hall for business for the specific amount. The company has received the approval under Section 297 of the Companies Act, 1956 from Central Government of aforesaid business transactions subject to the post-facto approval of the shareholders.

All contracts are competitive, at an arm's length without conflict of interest and is not less advantageous to the Company as compared to similar contracts with other parties and the Company has not made any default under section 297 in the past and there is no default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and has filed up to date Balance Sheet and Annual Returns with the Registrar of Companies.

These contracts are falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 of the Companies Act, 1956 are not applicable in the aforesaid contract. The Company and its directors have complied with the provisions of Section 173,287,299,301 and other applicable provisions of the Companies Act, 1956 with regard to these contracts.

The Board recommends resolution for approval of members.

None of the other Directors, except Mr. Mahendra Mohan Gupta and Mr. Shailesh Gupta is interested in contract entered with Rave@ Moti Entertainment Private Limited.

None of the other Directors, except Mr. Shailesh Gupta is interested in contract entered with Rave Real Estate Private Limited.

None of the other Directors, except Mr. Shailesh Gupta and Mr. Devendra Mohan Gupta is interested in contract entered with Jagmini Microkmit Private Limited.

Your Board recommends these Special resolutions for approval.

A copy of agreement entered into with these Companies is open for inspection by members at the Registered Office of the Company between 10:00 A.M. to 6:00 P.M., on any working day.

Annexure to the Notice

Other details of persons seeking appointment as director as required under clause 49 of the Listing Agreement

Sl. No.	Names	Date of Birth	Nationality	Qualifications	Number of shares held in the Company	List of Directorships held in other public companies(excluding foreign companies and Section 25 companies)	Chairman/ Member of the Committees of the Boards of other Companies
1	Mr. Anuj Puri	19/06/1966	Indian	Bachelor's degree in commerce, Associate of the Institute of Chartered Accountants of India (New Delhi), Associate of the Chartered Insurance Institute, UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and an Associate of the Insurance Institute of India	NIL	None	None
2	Mr. Dilip Cherian	10/04/1956	Indian	Bachelor's and Master's degree in Economics and is a Gurukul Chevening Fellow from the London School of Economics	NIL	i. Radio One Limited ii. Next Mediaworks Limited iii. Bajaj Corp Limited	Bajaj Corp Limited