



## Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2230625

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

# Notice

NOTICE is hereby given that the 39th Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED, CIN L22219UP1975PLC004147 will be held on Wednesday, the 30th day of September, 2015 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss (both Standalone and consolidated basis) for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To declare final dividend of ₹ 3.5 per share for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Dharendra Mohan Gupta (DIN: 01057827), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shailendra Mohan Gupta (DIN: 00327249), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 139 and other applicable provisions, if any of the Companies Act, 2013, approval be and is hereby accorded to re-appoint M/s Price Waterhouse Chartered Accountants LLP, New Delhi (FRN 012754N/N500016), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

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

#### Amendment to Articles of Association of the Company-

"RESOLVED THAT pursuant to Section 14 and Section 203 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company, be and are hereby altered in the following manner.

After Article 112, the following article is to be inserted as Article No. 112A.

*"Subject to the provisions of Companies Act, 2013 an individual being the Chairperson of the Company may also hold the position of Managing Director / equivalent position of the Company at the same time."*

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."

7. 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 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Sandeep Gupta, 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, 2015 on the following terms and conditions-

**A. SALARY**

Within the scale of ₹ 7,60,000 per month with the annual increment of ₹ 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, 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 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** appointment of Mr. Sandeep Gupta, Executive President (Technical) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of ₹ 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and ₹ 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

**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."

8. 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 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Sameer Gupta, 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, 2015 on the following terms and conditions-

**A. SALARY**

Within the scale of ₹ 7,60,000 per month with the annual increment of ₹ 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 ₹ 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** appointment of Mr. Sameer Gupta, Executive President (Accounts) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of ₹ 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and ₹ 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

**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."

9. 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 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Devesh Gupta, 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, 2015 on the following terms and conditions-

**A. SALARY**

Within the scale of ₹ 7,60,000 per month with the annual increment of ₹ 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, 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 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** appointment of Mr. Devesh Gupta, Executive President (Product Sales and Marketing) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of ₹ 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and ₹ 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

**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."

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 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Tarun Gupta, 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, 2015 on the following terms and conditions-

**A. SALARY**

Within the scale of ₹ 7,60,000 per month with the annual increment of ₹ 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, 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 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** appointment of Mr. Tarun Gupta, Executive President (Commercial) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of ₹ 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and ₹ 7,10,000 per month for period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

**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 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Bharat Gupta, 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, 2015 on the following terms and conditions-

**A. SALARY**

Within the scale of ₹ 7,60,000 per month with the annual increment of ₹ 50,000.

**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 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** appointment of Mr. Bharat Gupta, Executive President (Advertisement) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of ₹ 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and ₹ 7,10,000 per month from period 1st October, 2014 to

30th September, 2015 along with value of perquisite be and hereby approved and ratified.

**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."

By Order of The Board  
For Jagran Prakashan Limited

Place: New Delhi  
Date: 28th May, 2015

Amit Jaiswal  
Company Secretary

#### NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto.
3. 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 Report on Corporate Governance.
4. The Register of Members and Share Transfer Books shall be closed from Monday, 21st September 2015 to Wednesday, 30th September 2015 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.

5. The shareholders of the Company are informed that the amount of dividend which remains unclaimed for the period of 7 years would be transferred to the Investor Education and Protection Fund and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Investor Education and Protection Fund.
6. 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.
7. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
8. 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.
9. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to

all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same for members who have not registered their email address, physical copies of the Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the permitted mode.

11. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's Corporate website [www.jplcorp.in](http://www.jplcorp.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@jagran.com](mailto:investor@jagran.com)

12. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting (Electronic Voting facility) to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 39th Annual General Meeting to be held on 30th September, 2015 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur

The Company has engaged the services of Karvy Computershares Private Limited (Karvy) as the authorised agency to provide the e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 27th September, 2015	Upto 5 p.m.(IST) on 29th September, 2015

During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday, 23rd September, 2015 may cast their vote by electronic means in the manner and process set out hereinabove. 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. Further, the Members who have, casted their vote electronically shall not vote by way of poll, if held at the Meeting.

#### Instructions and other information relating to e-voting are as under:

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./ DP ID- Client ID will be your User ID. However, if you are already registered with Karvy 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, email 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., 23rd September, 2015 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 I 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 at e-mail ID: [csubbarao@gmail.com](mailto:csubbarao@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."

In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 23rd September, 2015, may write to the Karvy on the email Id: [varghese1@karvy.com](mailto:varghese1@karvy.com) or to Mr. P.A. Varghese, Contact No.040-33215424, at [Unit: Jagran Prakashan Limited] Karvy Computershare Private Limited, Karvy 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.

**B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:**

- (i) User ID and initial password as provided overleaf.
- (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. 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.
  3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
  4. 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 23rd September, 2015.

5. The Board of Directors has appointed Mr. P M V Subba Rao a Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
7. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report(s) will be available on the corporate website of the Company, [www.jplcorp.in](http://www.jplcorp.in) and on Karvy's website, <https://evoting.karvy.com> within two (2) days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

**Explanatory Statement pursuant to provisions of Section 102(2) of the Companies Act, 2013**

**Item No. 6:**

**Amendment of Articles of Association of the Company**

An individual under Section 203 of the Companies Act, 2013 and other applicable provisions, if any, cannot be appointed or re-appointed as Chairperson and Managing Director of the Company, at the same time unless the Articles of Association of the Company provides for such provision.

In terms of the above requirement, it is proposed to insert a new Article 112A 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 other Directors, except Mr. Mahendra Mohan Gupta, being Chairman & Managing Director and Mr. Dharendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta and Mr. Shailesh Gupta, being relatives of Mr. Mahendra Mohan Gupta are interested in the resolution.

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 No. 7 to 11:**

1. Mr. Sandeep Gupta, relative of director was appointed as an Executive President (Technical) of the Company for a period of five years with effect from 01.10.2013 at a remuneration of ₹ 6.6 lakhs per month with annual increment of ₹ 50,000 and value of perquisite not exceeding ₹ 10 lakhs per annum.
2. Mr. Sameer Gupta, relative of director was appointed as an Executive President (Accounts) of the Company for a period of five years with effect from 01.10.2013 at a remuneration of ₹ 6.6 lakhs per month with annual increment of ₹ 50,000 and value of perquisite not exceeding ₹ 10 lakhs per annum.
3. Mr. Devesh Gupta, relative of director was appointed as an Executive President (Product Sales and Marketing) of the Company for a period of five years with effect from 01.10.2013 at a remuneration of ₹ 6.6 lakhs per month with annual increment of ₹ 50,000 and value of perquisite not exceeding ₹ 10 lakhs per annum.
4. Mr. Tarun Gupta, relative of director was appointed as an Executive President (Commercial) of the Company for a period of five years with effect from 01.10.2013 at a remuneration of ₹ 6.6 lakhs per month with annual increment of ₹ 50,000 and value of perquisite not exceeding ₹ 10 lakhs per annum.
5. Mr. Bharat Gupta, relative of directors was appointed as an Executive President (Advertisement) of the Company for a period of five years with effect from 01.10.2013 at a remuneration of ₹ 6.6 lakhs per month with annual increment of ₹ 50,000 and value of perquisite not exceeding ₹ 10 lakhs per annum.

For abovementioned appointment w.e.f. October 1st 2013, resolution were passed and approved by the shareholders vide Special Resolution in Annual General Meeting held on 25.09.2013. The said appointments were also approved by the Selection Committee and were in accordance with statutory requirement of Section 314 (IB) of the Companies Act 1956.

However, there was also a statutory requirement under Section 314(1B) of the Companies Act, 1956 which required the approval of the Central Government also. The Company duly applied for the said permission. However, the Central Government (Ministry of Corporate Affairs) vide its order had not

granted approval for the Company's application u/s 314(1B) of the Companies Act, 1956 to enable above mentioned appointees to hold an office or place of profit as Executive President of the Company.

The Company filed a Writ Petition against the said order of the Central Government in the Hon'ble High Court of Delhi. The Hon'ble High Court of Delhi had set aside the order of the Central Government and directed the Central Government to issue notice to the Company and re-evaluate the Company's application, which is still pending with MCA.

Section 188 of the new Companies Act, 2013 has dispensed with the requirement of Central Government approval and relative of directors can be appointed at office or place of profit only with approval of board / shareholders, therefore, it is proposed to re-appoint above mentioned Executive Presidents with effect from 01.10.2015 on similar terms and conditions as per their last appointment i.e. ₹ 7,60,000 per month with annual increment of ₹ 50,000 for a period of 5 years and also to ratify the appointment and remuneration paid for the period 01.10.2013 to 30.09.2015, Nomination & Remuneration Committee and Audit Committee had also recommended these resolutions for approval.

None of the other Directors, except Mr. Sanjay Gupta being relative of Mr. Sandeep Gupta is interested in the resolution proposed at Item No. 7.

None of the other Directors, except Mr. Sunil Gupta being relative of Mr. Sameer Gupta is interested in the resolution proposed at Item No. 8.

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. 9.

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. 10.

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. 11.

Your Board commends these Special resolutions for your approval.





## Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, Fax: +91 512 2230625

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

### Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting



DP ID\*..... Folio No.....

Client ID\*..... No. of Shares.....

Name and Address of the Shareholder.....

.....

Name of Proxy.....

I hereby record my presence at the 39th ANNUAL GENERAL MEETING of the Company held on Wednesday, 30th September, 2015 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh-208005

.....  
Signature of Shareholder / proxy





## Jagran Prakashan Limited

CIN-L22219UP1975PLC004147

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

### Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):..... Folio No.....

Registered address:..... Folio No/\*Client Id:.....

E-mail ID:..... \*DP Id:.....

\*Applicable for investors holding shares in electronic form

I/We, being the member(s) of ..... shares of Jagran Prakashan Limited, hereby appoint:

1) Name:..... E-mail Id:.....

Address:..... or falling him

2) Name:..... E-mail Id:.....

Address:..... or falling him

3) Name:..... E-mail Id:.....

Address:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39th Annual General Meeting** of the Company, to be held on Wednesday, September 30th, 2015 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur and at any adjournment thereof in respect of such resolutions are as indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the table below:

Resolutions	Type of Resolution	For**	Against**
1. Consider and adoption of Standalone and Consolidated Statement of Profit and Loss, Audited Balance Sheet with the Report of Board of Directors and the Auditors thereon.	Ordinary		
2. Declaration of Dividend on Equity Shares	Ordinary		
3. Re-appointment of Mr. Dharendra Mohan Gupta who retires by rotation	Ordinary		
4. Re-appointment of Mr. Shailendra Mohan Gupta who retires by rotation	Ordinary		
5. Appointment of Auditors and fixing their remuneration	Ordinary		
6. Amendment to Articles of Association of the Company	Special		
7. Re-appointment of Mr. Sandeep Gupta, as Executive President (Technical)	Special		
8. Re-appointment of Mr. Sameer Gupta, as Executive President (Accounts)	Special		
9. Re-appointment of Mr. Devesh Gupta, as Executive President (Product Sales and Marketing)	Special		
10. Re-appointment of Mr. Tarun Gupta, as Executive President (Commercial)	Special		
11. Re-appointment of Mr. Bharat Gupta, as Executive President (Advertisement)	Special		

Signed this .....day of .....2015

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix ₹ 1  
Revenue  
Stamp  
Here

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.