

August 30, 2021

To,

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

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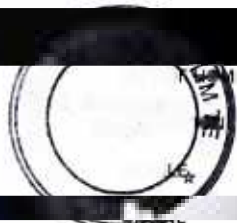
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The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is **Thursday, September 16, 2021**.

The remote e-voting will commence on **Tuesday, September 21, 2021 (9:00 a.m. IST)** and ends on **Thursday, September 23, 2021 (5:00 p.m. IST)**.

The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 17, 2021 to Friday, September 24, 2021 (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



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

Encl.: As above



## JAGRAN PRAKASHAN LIMITED

CIN-L22219UP1975PLC004147

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

Tel: +91 512 2216161

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

### NOTICE

**NOTICE** is hereby given that the **45<sup>th</sup> Annual General Meeting** of the Members of **JAGRAN PRAKASHAN LIMITED**, CIN- L22219UP1975PLC004147 will be held on **Friday, the 24<sup>th</sup> day of September, 2021** at **12:00 Noon** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

#### ORDINARY BUSINESS:

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

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2021 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 consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

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.

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

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.

#### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as the Chairman and Managing 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 196, 197, 198, 203 read with the Rules made thereunder and Schedule V thereto of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Audit Committee, and approved by the

Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as detailed hereunder:

- 1) THAT Mr. Mahendra Mohan Gupta (DIN- 00020451) shall be re-appointed as Chairman and Managing Director of the Company for a period of two (2) years with effect from October 01, 2021.
- 2) THAT Mr. Mahendra Mohan Gupta (DIN- 00020451) shall thereafter or upon relinquishment of office as the Managing Director of the Company, whichever is earlier, will continue as the Non-executive Chairman of the Company for the remainder period i.e. upto September 30, 2026.

**RESOLVED FURTHER THAT** remuneration and other terms and conditions of re-appointment of Managing Director shall be as under:

#### I. SALARY

INR 7,00,000 (Rupees Seven Lakhs Only) per month.

#### II. PERQUISITES

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

#### EXPLANATION

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

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

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

#### III. OVERALL REMUNERATION:

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the

Companies Act, 2013 read with the Rules made thereunder and Schedule V thereto or such other limit as may be prescribed from time to time.

**IV. MINIMUM REMUNERATION:**

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration of the Managing Director shall be such as may be determined by the Board of Directors, but shall not exceed the limit prescribed in Schedule V of the Companies Act, 2013 read with the Rules made thereunder and Schedule V thereto or such other limit as may be prescribed from time to time.

monetary value of the perquisites per annum not exceed one month salary.

#### **EXPLANATION**

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

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

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

#### **III. OVERALL REMUNERATION:**

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with the Rules made thereunder and Schedule V thereto or such other limit as may be prescribed from time to time.

#### **IV. MINIMUM REMUNERATION**

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with Sections 196 and 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised 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. Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as Whole-time Director of the Company:**

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 Sections 196, 197, 198, 203 read with the Rules made thereunder and Schedule V thereto of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Sunil Gupta (DIN-00317228), as the Whole-time director of the Company for a further period of five (5) years with effect from 1<sup>st</sup> October, 2021 on the following terms and conditions:

#### **I. SALARY**

INR 21,60,000 (Rupees Twenty One Lakh Sixty Thousand Only) per month.

#### **II. PERQUISITES**

1. The Whole-time Director shall be entitled to perquisites like furnished accommodation or house rent allowance

in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances, from time to time, subject however, that the aggregate monetary value of the perquisites per annum not exceed one month salary.

#### **EXPLANATION**

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

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

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

2. Any statutory contribution to Provident Fund or any other fund(s) shall not form part of such monetary value of perquisites, regardless of amount and taxability.

#### **III. OVERALL REMUNERATION:**

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with the Rules made thereunder and Schedule V thereto or such other limit as may be prescribed from time to time.

#### **IV. MINIMUM REMUNERATION**

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with Sections 196 and 197 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised 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. Re-appointment of Mr. Shailesh Gupta (DIN- 00192466) as Whole-time Director of the Company:**

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 Sections 196, 197, 198, 203 read with the Rules made thereunder and Schedule V thereto of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors, consent of the members be and is hereby

accorded for the re-appointment of Mr. Shailesh Gupta (DIN-00192466), as the Whole-time director of the Company for a further period of five (5) years with effect from 1<sup>st</sup> October, 2021 on the following terms and conditions:

**I. SALARY**

INR 17,20,000 (Rupees Seventeen Lakh Twenty Thousand Only) per month.

**II. PERQUISITES**

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

**EXPLANATION**

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

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

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

2. Any statutory contribution to Provident Fund or any other fund(s) shall not form part of such monetary value of perquisites, regardless of amount and taxability.
3. 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.

**III. OVERALL REMUNERATION:**

The aggregate of the remuneration as specified above shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with the Rules made thereunder and Schedule V thereto or such other limit as may be prescribed from time to time.

**IV. MINIMUM REMUNERATION**

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule V read with Sections 196 and 197 of the Companies Act, 2013."

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised 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: May 28, 2021

## IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the businesses under Item Nos. 4 to 8 of the accompanying Notice is annexed hereto.
2. In view of the continuing COVID-19 pandemic and social distancing norms to be followed, and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 13<sup>th</sup> January, 2021, 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 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 45<sup>th</sup> Annual General Meeting of the members of the Company ("45<sup>th</sup> AGM/AGM") is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. 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 45<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.
4. Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents of the Company ("KFintech"), to provide Video Conferencing facility for the 45<sup>th</sup> AGM and the attendant enablers for conducting of the AGM.
5. In compliance with the MCA Circulars and SEBI Circulars, and owing to the difficulties involved in dispatching of physical copies, Notice of the 45<sup>th</sup> AGM along with the Annual Report for the financial year 2020-21 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 45<sup>th</sup> AGM along with the Annual Report for the financial year 2020-21 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 45<sup>th</sup> AGM will also be available at the website of KFintech at <https://evoting.kfintech.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 Act.
7. The Register of Members and share transfer books of the Company will remain closed from Friday, September 17, 2021 to Friday, September 24, 2021 (both days inclusive) for the purpose of the 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 2020-21 in electronic mode.
10. 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.
11. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their 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.
12. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 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 to convert their holdings to dematerialised form. Members can contact the Company or KFintech for assistance in this regard.
13. 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.
14. 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 so as to enable the management to keep the information ready.

15. Electronic copy of the Annual Report for 2020-21 including the Notice of the 45<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.
16. Members 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/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Members 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, members may write to einward.ris@kfintech.com.
17. Members may also note that the Notice of the 45<sup>th</sup> AGM and the Annual Report for the financial year 2020-21 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.
18. 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.
19. The results shall be declared not later than 48 hours from the conclusion of the 45<sup>th</sup> AGM and the resolutions will be deemed to be passed on the date of the 45<sup>th</sup> AGM subject to receipt of the requisite number of votes in favour of the resolutions.
20. 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. at <https://evoting.kfintech.com>.
21. 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.
22. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
23. Instructions for attending the AGM and E-voting are as follows:
  - A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
  - B. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
  - C. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  - D. The remote e-voting period commences on Tuesday, September 21, 2021 (9:00 a.m. IST) and ends on Thursday, September 23, 2021 (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
  - F. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
  - G. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
  - H. Instructions for remote e-Voting and e-AGM:



**Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 3 :** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

**Step 2 :** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

(i) **Step 1:** Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

| Type of shareholders   | Login Method   |
|--|--|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b>                          | <p><b>1. User already registered for IDeAS facility:</b></p> <p>I) Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>I) To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III) Proceed with completing the required fields.</p> <p>IV) Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <p>I) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>II) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech.</p> <p>V) On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p> |
| <b>Individual Shareholders holding securities in demat mode with CDSL</b>                          | <p><b>1. Existing user who have opted for Easi/Easiest</b></p> <p>I) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II) Click on New System Myeasi</p> <p>III) Login with your registered user id and password.</p> <p>IV) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V) Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II) Proceed with completing the required fields.</p> <p>III) Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II) Provide your demat Account Number and PAN No.</p> <p>III) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV) After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e-Voting is in progress.</p>   |
| <b>Individual Shareholder login through their demat accounts/Website of Depository Participant</b> | <p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>  |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

| Login type                | Helpdesk details   |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

- (ii) Step 2:** Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (“EVEN”), USER ID and password. They will have to follow the following process:
- (i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the 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 of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). 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 “EVEN” i.e., ‘\_\_\_\_\_’ AGM” and click on “Submit”
  - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “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 folio/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 have voted on the resolution (s), 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., authorising its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer, Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, at E-mail ID: [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_EVEN No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- (i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

Members 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, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- (ii) Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- (iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**(iii) Details on Step 3 are mentioned below:**

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

- (A) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.
- (B) Facility for joining AGM through VC/OAVM shall open at least 30 (thirty) minutes before the commencement of the Meeting.
- (C) Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- (D) Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.
- (E) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat

account number/folio number, email id, mobile number at [investor@jagran.com](mailto:investor@jagran.com). Questions/queries received by the Company till Saturday, September 18, 2021 shall only be considered and responded during the AGM.

- (F) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- (G) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (H) Facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis.
- (I) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Wednesday, September 15, 2021 to Tuesday, September 21, 2021. Members shall be provided a 'queue number' before the meeting. 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.
- J. **Post Your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Wednesday, September 15, 2021 to Tuesday, September 21, 2021.
- K. 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.kfintech.com> (Kfintech Website) or contact Ms. Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- L. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, September 16, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- M. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- N. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

## 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 8 of the accompanying Notice:

### Item No. 4:

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 Mr. Mahendra Mohan Gupta (DIN- 00020451) as the Chairman and Managing Director for the period of 5 years w.e.f. October 01, 2016 at the salary of ₹ 22,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. The members are informed that Mr. Mahendra Mohan Gupta has not taken increase in salary since October 2019 and has also voluntarily foregone 20% of his salary with effect from July 01, 2020. Accordingly, his present salary is ₹ 21,10,000 per month. He was looking after the business and affairs of the Company as the Chairman and Managing Director. This present term will end on September 30, 2021. Mr. Mahendra Mohan Gupta also holds the position of Editorial Director of Dainik Jagran. As Chairman of the Board, he is responsible for all Board matters.

Mr. Mahendra Mohan Gupta aged 80 years, holds a bachelor's degree in Commerce. He has more than 60 years of experience in the print media industry. Brief profile of Mr. Mahendra Mohan Gupta is given in the Report on Corporate Governance, forming part of the Annual Report of the Company for the financial year 2020-21.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board, at its meeting held on May 28, 2021, has approved the re-appointment of Mr. Mahendra Mohan Gupta on the terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 4 of the Notice. Mr. Mahendra Mohan Gupta shall not be liable to retire by rotation.

The shareholders are also informed that Mr. Mahendra Mohan Gupta has voluntarily offered that on his re-appointment, his salary be reduced from his current salary of ₹ 21.1 Lakhs per month to ₹ 7 Lakhs per month.

Section 196(3) of the Companies Act, 2013 read with Part 1 of Schedule V to the Act, provides that a person, who has attained the age of 70 years, can be appointed as Managing Director, if approved by the members by way of a special resolution.

Further, in accordance with the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to Mr. Mahendra Mohan Gupta shall also be subject to the approval of the members by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group exceeds 5% of the Net Profits of the Company for the financial year 2020-21.

Keeping in view that Mr. Mahendra Mohan Gupta has rich experience and has been leading and guiding the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Mahendra Mohan Gupta.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Directors recommend passing of this resolution as Special Resolution.

Mr. Mahendra Mohan Gupta, himself, Mr. Dharendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta and Mr. Shailesh Gupta being his relatives, are deemed to be concerned or interested in the resolution set out at Item No. 4 of the Notice.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

### Item No. 5:

The Shareholders may recall that at the 40<sup>th</sup> AGM, they had approved the re-appointment of Mr. Sanjay Gupta (DIN- 00028734) as the Whole-time Director designated as Chief Executive Officer for the period of 5 years w.e.f. October 01, 2016 at the salary of ₹ 20,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. The members are informed that Mr. Gupta has not taken increase in salary since October 2019 and has also voluntarily foregone 20% of his salary from July 01, 2020. Accordingly, his present salary is ₹ 19,20,000 per month plus value of perquisites per year not exceeding one month salary. This present term will end on September 30, 2021.

Mr. Sanjay Gupta aged 58 years, holds a bachelor's degree in science and has more than 35 years of experience in the print media industry. Mr. Sanjay Gupta shall continue to hold the position of Editor in Chief of Dainik Jagran and head the editorial functions of the Company. Brief profile of Mr. Sanjay Gupta is given in the Report on Corporate Governance, forming part of the Annual Report of the Company for the financial year 2020-21.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on May 28, 2021 has approved the re-appointment of Mr. Sanjay Gupta as Whole-time Director of the Company on the terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 5 of the Notice. Mr. Sanjay Gupta shall not be liable to retire by rotation.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to Mr. Sanjay Gupta shall be subject to the approval of the shareholders by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group, exceeds 5% of the Net Profits of the Company for the financial year 2020-21.

Keeping in view that Mr. Sanjay Gupta has rich experience, it would be in the interest of the Company to continue the employment of Mr. Sanjay Gupta as Whole-time Director for a further period of five (5) years with effect from October 01, 2021.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Directors recommend passing of this resolution as Special Resolution.

Mr. Sanjay Gupta, himself is deemed to be concerned or interested in the resolution set out at Item No. 5 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 resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

#### **Item No. 6**

The Shareholders may recall that at the 40<sup>th</sup> AGM, they had approved the re-appointment of Mr. Dharendra Mohan Gupta as a Whole-time Director to hold office for the period of 5 years w.e.f. October 01, 2016 at the salary of ₹ 18,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. The members are informed that Mr. Gupta has not taken increase in Salary since October 2019. Accordingly, his present salary is ₹ 21,60,000 per month plus value of perquisites per year not exceeding one month salary. This present term will end on September 30, 2021.

Mr. Dharendra Mohan Gupta aged 77 years, holds a bachelor's degree in arts. Mr. Gupta has more than 55 years of experience in the print media industry. Mr. Dharendra Mohan Gupta shall continue to act as Director-in-charge of the operations of the Company in the western regions of Uttar Pradesh and Uttarakhand. Brief profile of Mr. Dharendra Mohan Gupta is given in the Report on Corporate Governance, forming part of the Annual Report of the Company for the financial year 2020-21.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on May 28, 2021 has approved the re-appointment of Mr. Dharendra Mohan Gupta as Whole-time Director of the Company on the terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 6 of the Notice. Mr. Dharendra Mohan Gupta shall be Director liable to retire by rotation as per the provisions of Companies Act, 2013.

Section 196(3) of the Companies Act, 2013 read with Part 1 of Schedule V to the Act, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members by way of a special resolution.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to Mr. Dharendra Mohan Gupta shall be subject to the approval of the shareholders by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group, exceeds 5% of the Net Profits of the Company for the financial year 2020-21.

Keeping in view that Mr. Dharendra Mohan Gupta has rich experience it would be in the interest of the Company to continue the employment of Mr. Dharendra Mohan Gupta as Whole-time Director for a further period of five (5) years with effect from October 01, 2021.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Directors recommend passing of this resolution as Special Resolution.

Mr. Dharendra Mohan Gupta, himself, Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta and Mr. Shailendra Mohan Gupta being his relatives, are deemed to be concerned or interested in the resolution set out at Item No. 6 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.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

#### **Item No. 7:**

The Shareholders may recall that at the 40<sup>th</sup> AGM, they had approved the re-appointment of Mr. Sunil Gupta as a Whole-time Director for the period of 5 years w.e.f. October 01, 2016 at the salary of ₹ 18,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. The members are informed that Mr. Gupta has not taken increase in Salary since October 2019. Accordingly, his present salary is ₹ 21,60,000 per month plus value of perquisites per year not exceeding one month salary. This present term will end on September 30, 2021.

Mr. Sunil Gupta aged 59 years, holds a bachelor's and a master's degree in commerce. Mr. Gupta has more than 35 years of experience in the print media industry. Mr. Sunil Gupta shall continue to act as Director-in-charge of the operations in Bihar, Jharkhand, West Bengal and parts of eastern Uttar Pradesh.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on May 28, 2021 has approved the re-appointment of Mr. Sunil Gupta as Whole-time Director of the Company on the terms and conditions including tenure and remuneration as given in the resolution set out at Item No. 7 of the Notice. Mr. Sunil Gupta shall be Director liable to retire by rotation as per the provisions of Companies Act, 2013.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to Mr. Sunil Gupta shall be subject to the approval of the shareholders by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group, exceeds 5% of the Net Profits of the Company for the financial year 2020-21, in accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations.

Keeping in view that Mr. Sunil Gupta has rich experience it would be in the interest of the Company to continue the employment of Mr. Sunil Gupta as Whole-time Director for a further period of five (5) years with effect from October 01, 2021.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Directors recommend passing of this resolution as Special Resolution.

Mr. Sunil Gupta, himself is deemed to be concerned or interested in the resolution set out at Item No. 7 of the Notice.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

**Item No. 8:**

The Shareholders may recall that at the 40<sup>th</sup> AGM, they had approved the re-appointment of Mr. Shailesh Gupta as a Whole-time Director for the period of 5 years w.e.f. October 01, 2016 at the salary of ₹ 18,00,000 per month with annual increment of 10% plus value of perquisites per year not exceeding one month salary. The members are informed that Mr. Gupta has not taken increase in Salary since October 2019 and has also voluntarily foregone 20% of his salary from July 01, 2020. Accordingly, his present salary is ₹ 17,20,000 per month plus value of perquisites per year not exceeding one month salary. This present term will end on September 30, 2021.

Mr. Shailesh Gupta aged 52 years, holds a bachelor's degree in commerce. Mr. Gupta has more than 30 years of experience in the print media industry. Mr. Shailesh Gupta shall continue to head the advertisement, marketing and branding activities, and overall operations of Jagran Engage (OOH advertising division), Jagran Solutions (activation business) and I-next.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board, at its meeting held on May 28, 2021 has approved the re-appointment of Mr. Shailesh Gupta as Whole-time Director of the Company on the terms and

conditions including tenure and remuneration as given in the resolution set out at Item No. 8 of the Notice. Mr. Shailesh Gupta shall not be liable to retire by rotation.

In accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations the remuneration payable to Mr. Shailesh Gupta shall be subject to the approval of the shareholders by special resolution in general meeting as the total remuneration payable to the Executive Directors who are promoters or members of the promoter group, exceeds 5% of the Net Profits of the Company for the financial year 2020-21.

Keeping in view that Mr. Shailesh Gupta has rich experience it would be in the interest of the Company to continue the employment of Mr. Shailesh Gupta as Whole-time Director for a further period of five (5) years with effect from October 01, 2021.

As per the recommendations of the Nomination and Remuneration Committee and Audit Committee, your Directors recommend passing of this resolution as Special Resolution.

Mr. Shailesh Gupta, himself and Mr Mahendra Mohan Gupta, being his relative are deemed to be concerned or interested in the resolution set out at Item No. 8 of the Notice.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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



**Annexure-A**

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

| Name of Director  | Dhirendra Mohan Gupta   | Shailendra Mohan Gupta   | Mahendra Mohan Gupta  |
|---|---|--|---|
| <b>DIN</b>  | 01057827  | 00327249   | 00020451  |
| <b>Date of Birth</b>  | March 12, 1944  | February 17, 1951  | November 10, 1940   |
| <b>Age</b>  | 77 years  | 70 years   | 80 years  |
| <b>Date of first appointment</b>  | July 18, 1975   | September 04, 2008   | July 18, 1975   |
| <b>Area of Expertise</b>  | Please refer report on Corporate Governance forming part of Annual Report for area of expertise.  |  |   |
| <b>Qualification</b>  | Bachelor's Degree in Arts   | Bachelor's Degree in Science   | Bachelor's Degree in Commerce   |
| <b>Relationship with Directors and Key Managerial Personnel</b>   | Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta.        | Brother of Mr. Mahendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Dhirendra Mohan Gupta.  | Father of Mr. Shailesh Gupta and Brother of Mr. Dhirendra Mohan Gupta, Mr. Devendra Mohan Gupta, Mr. Shailendra Mohan Gupta.  |
| <b>Remuneration last drawn (per annum)</b>  | 268.56 Lakhs  | -  | 275.366 Lakhs   |
| <b>Shareholding in the Company</b>  | 259,078 Shares  | 383,600 Shares   | 125,359 Shares  |
| <b>No. of Board meetings attended during FY 20-21</b>   | 5 out of 5  | 4 out of 5   | 5 out of 5  |
| <b>Directorships / partnerships in other bodies corporate in India</b>                                      | <ul style="list-style-type: none"> <li>Jagran Media Network Investment Private Limited</li> </ul> | <ul style="list-style-type: none"> <li>Jagran Micro Motors Limited</li> <li>Jagran Media Network Investment Private Limited</li> <li>Om Multimedia Private Limited</li> <li>Grinns Capital Private Limited (under strike off)</li> </ul> | <ul style="list-style-type: none"> <li>Jagran Media Network Investment Private Limited</li> <li>The Press Trust of India 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>                          | None  | Member of-Nomination and Remuneration Committee  | Chairman of-Corporate Social Responsibility and Risk Management Committee   |
| <b>Chairman / Member of the Committee of other Public Limited Companies in which he / she is a Director</b> | None  | None   | None  |

| Name of Director  | Mr. Sanjay Gupta  | Mr. Shailesh Gupta  | Mr. Sunil Gupta                                |
|---|---|---|--|
| <b>DIN</b>  | 00028734  | 00192466  | 00317228                                       |
| <b>Date of Birth</b>  | December 20, 1962   | April 07, 1969  | May 27, 1962                                   |
| <b>Age</b>  | 58 years  | 52 years  | 59 years                                       |
| <b>Date of first appointment</b>  | June 30, 1993   | November 28, 1994   | October 01, 1993                               |
| <b>Area of Expertise</b>  | Please refer report on Corporate Governance forming part of Annual Report for area of expertise   |   |  |
| <b>Qualification</b>  | Bachelor's Degree in Science  | Bachelor's Degree in Commerce   | Master's Degree in Commerce                    |
| <b>Relationship with Directors and Key Managerial Personnel</b>   | None  | Son of Mr. Mahendra Mohan Gupta.  | None   |
| <b>Remuneration last drawn (per annum)</b>  | 255.68 Lakhs  | 234.38 Lakhs  | 274.59 Lakhs                                   |
| <b>Shareholding in the Company</b>  | 53,000 Shares   | Nil   | 1,00,000 Shares                                |
| <b>No. of Board meetings attended during FY 20-21</b>   | 5 out of 5  | 5 out of 5  | 5 out of 5                                     |
| <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> | <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>Media Research Users Council India</li> <li>VRSM Enterprises LLP</li> </ul> | -  |
| <b>Chairman / Member of the Committee of the Board of Directors of the Company</b>                          | Member of-Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee   | Member of: Risk Management Committee  | Member of: Stakeholders Relationship Committee |
| <b>Chairman / Member of the Committee of other Public Limited Companies in which he / she is a Director</b> | Midday Infomedia Limited-Chairman of Audit and CSR Committee<br>Member of Nomination and Remuneration Committee   | Music Broadcast Limited-Member of Nomination and Remuneration Committee   | None   |