

Dear Shareholder(s)

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, a listed company may seek the approval of its shareholders to any resolution through postal ballot, instead of transacting the business at a General Meeting.

Your consideration and approval by postal ballot is sought through the Special Resolutions for regulating and implementing the Jagran Prakashan Limited Employee Stock Option Plan.

An Explanatory Statement pertaining to the said draft resolutions setting out all material facts and the reasons therefore alongwith a Postal Ballot is annexed for your consideration.

The Company has appointed Mr. Adesh Tandon, FCS, a practicing company secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot forms and the results of the Postal Ballot will be announced at 5:00 p.m. at the Registered Office of the Company at Jagran Building, 2 Sarvodaya Nagar, Kanpur-208 005, on 23rd December, 2010. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website "www.jplcorp.in" besides communicating to the Stock Exchange where the Company's shares are list.

By Order of the Board
For JAGRAN PRAKASHAN LIMITED

Date : 29th October, 2010
 Place : Noida

(AMIT JAISWAL)
 COMPANY SECRETARY

Encl. : 1. Postal Ballot Form
 2. Postage Prepaid Envelope

Registered Office:

Jagran Building, 2,
 Sarvodaya Nagar,
 Kanpur-208005
 Uttar Pradesh, India

PROPOSED RESOLUTIONS

To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") [including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines for the time being in force], the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, if required, the Listing Agreements entered into with the Stock Exchanges where the Shares of the Company are listed or other relevant authorities, from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such other approvals, permissions and sanctions, as may be required, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee including Compensation / Remuneration Committee, approval be and is hereby accorded to the Board to create, offer, issue and allot at any time or from time to time such number of Options, exercisable into equity shares (hereinafter collectively referred to as "Shares") to or to the benefit of such person(s) who are in permanent employment of the Company, or directors of the Company, whether whole time or not, whether working in India or abroad or otherwise, except the Promoter or any member of the Promoter Group or a Director who either himself or through his relative or through any body corporate holds more than 10% of the outstanding shares of the Company, under Jagran Prakashan Limited Employee Stock Option Plan ('the Plan') which shall not exceed 50,00,000 Shares of the Company of Rs.2/- each, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board.

RESOLVED FURTHER THAT the said Shares may either be granted/allotted directly to such employees/directors of the Company in accordance with the Plan or through an Employee Welfare Trust by the name of Jagran Prakashan Employee Welfare Trust for the benefit of the employees of the Company, which may be set up by the Board or Compensation / Remuneration Committee in any permissible manner.

RESOLVED FURTHER THAT the issue of Shares to any non-resident employee(s), if any, shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.

RESOLVED FURTHER THAT the objects of the Trust shall be to subscribe to or purchase and hold fully paid equity shares of the Company out of loan to be provided by the Company to the Trust, to be held solely for the benefit of the employees of the Company, to support the formulation and implementation of the Plan and to transfer shares to the employees as per terms provided in the Plan and to apply any surplus (remaining after repayment of the loan) towards benefit of the employees.

RESOLVED FURTHER THAT the Compensation / Remuneration Committee shall have all the powers for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Shares under the Plan or through the Trust, as may be decided by the Compensation / Remuneration Committee and the Compensation / Remuneration Committee be and is hereby authorized on behalf of the Company to decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the Plan or to suspend, withdraw or revive the Plan, within the framework of ESOP Guidelines, from time to time as per the discretion of the Board, take necessary steps for listing of the Shares allotted upon exercise under the Plan, if required, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the listing agreement with the Stock Exchanges and other applicable guidelines, rules and regulations and seek all other approvals as may be required in this connection and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard, without having to seek any further approval of the shareholders of the Company."

For Jagran Prakashan Limited

Sd/-

Amit Jaiswal

Company Secretary

Dated: 29th October, 2010

Notes:

1. Please carefully read the instructions printed on the reverse of the Postal Ballot Form ('Form'), before exercising the vote and return the form duly completed and signed in the attached pre-paid self addressed envelope so as to reach the Scrutinizer on or before the close of business hours on 20th December, 2010. The Forms received after this date will be treated as if the reply from the shareholders has not been received.
2. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Company intends to introduce Jagran Prakashan Limited Employees Stock Option Plan ('Plan') for the purpose of motivating and rewarding its employees who perform well, attracting suitable talent and for retaining appropriate personnel. This will also give them a chance to participate in the Company's future growth and prospects. In view of the above, the Board has formulated the Plan in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") to offer Options exercisable into equity shares (hereinafter collectively referred to as "Shares") to the employees of the Company under the Plan.

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and the ESOP Guidelines, the Board seeks the approval of the shareholders by way of a special resolution.

The aforesaid Shares may be offered either directly to the eligible employees or through Jagran Prakashan Employee Welfare Trust ('Trust'), which the Compensation / Remuneration Committee Board may constitute for the purpose of welfare of the employees. The said Trust will in-turn allot the Shares to the eligible employees under the Plan.

Disclosures as per Clause 6.2 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as mentioned below:

Sr.No.	Particulars	Disclosures
1.	Total no. of Options /Shares that could be issued under the Plan	The total number of shares that can be issued under the Plan pursuant to exercise of options shall not exceed 50,00,000 Shares of Rs.2/- each of the Company, to eligible employees. The Compensation / Remuneration Committee constituted by the Board reserves the right to increase or reduce the numbers of shares as it deems fit.
2.	Identification of classes of employees entitled to participate in the Plan	All employees and directors (including whole-time directors) of the Company subject to such criteria as may be decided by the Compensation / Remuneration Committee constituted for the purpose shall be entitled to participate in the Plan.
3	Requirement of vesting and period of vesting	Options shall vest over a period of 3 years from the date of grant of options as under:33% on first anniversary of Grant Date33% on second anniversary of Grant Date34% on the third anniversary of Grant DateExcept in case of death of the employee, for a valid vesting, an employee is required to be in service with the Company on the Vesting Date and must neither be serving his notice for termination of service nor be subject to any disciplinary proceedings pending against him on the Vesting Date.
4	Maximum period within which the options shall be vested	The maximum period within which the options shall be vested shall be 3 years from the Grant Date.
5	Exercise Price or Pricing formula	The Exercise Price of an option shall be Rs. 165/- per Share for initial grant (first grant made on or immediately after effective date of the Plan). The Exercise Price for subsequent grants (all grants following the Initial Grant) shall be decided by the Committee at its own discretion at the time of subsequent grant keeping in view the Market Price of the Share as on the date of subsequent grant and the impact of Exercise Price on financial statements of the Company.
6	Exercise Period and the process of exercise	Subject to the conditions laid down for terminal events (death, permanent incapacitation of the employee etc.), the vested options shall be exercisable within a period of 3 years from the Vesting Date. Exercise of the options shall take place at the time and place designated by the Compensation / Remuneration Committee and by executing such documents as may be required under the applicable laws to pass a valid title to the relevant Shares to the employee or beneficiary, free and clear of any liens, encumbrances and transfer restrictions. An option shall be deemed to be exercised only when the Compensation / Remuneration Committee receives written and signed notice of exercise and the Exercise Price (in accordance with the Plan) from the employee/ beneficiary.
7	Appraisal process for determining the eligibility of the employees for options	The appraisal process for determining the eligibility of the employees will be in accordance with the Plan or as may be determined by the Compensation / Remuneration Committee at its sole discretion.
8	Maximum number of options/shares to be issued per employee and in the aggregate	The maximum aggregate number of Shares that may be allotted under the Plan shall not exceed 50,00,000 Shares of Rs.2/- each of the Company. However, the Compensation / Remuneration Committee reserves the right to increase or reduce such number of shares as it deem fit.Maximum number of shares to be allotted individually to each employee shall be decided by the Compensation / Remuneration Committee at its own discretion. During any one year, no employee shall be granted options equal to or exceeding 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.
9	Method of Accounting	The Company shall use Intrinsic Value to value its options.
10	Disclosure and Accounting policies	The Company will comply with the disclosure and accounting policies, as applicable.In case the Company calculates the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used Fair Value of the options shall be disclosed in the Directors' Report and also the impact of this difference on profits and Earning Per Share ('EPS') of the Company shall also be disclosed in the Directors' Report.

The Board recommends the Resolution for approval. None of the Directors are interested in the resolution except to the extent of shares which may be allotted to them or their relatives subject to the ESOP Guidelines.

By order of the Board
For Jagran Prakashan Limited

Sd/-
Amit Jaiswal
Company Secretary

Dated: 29th October, 2010

Encl: 1. Postal Ballot Form 2. Self addressed postage pre-paid envelope.