

June 01, 2026

To,

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

Listing Manager, National Stock Exchange of India Ltd., 'Exchange Plaza', Bandra Kurla Complex, Dalal Street, Bandra (E), Mumbai-400 051	Equity	Symbol: JAGRAN
		ISIN No.: INE199G01027

Dear Sir / Madam,

Subject: Intimation pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Outcome of the Extra-Ordinary General Meeting ("EGM") of the Members of Jagran Prakashan Limited held on Friday, 29th May, 2026 at 12:30 P.M.

This is to inform you that the Extra-Ordinary General Meeting ("EGM") of the Members of the Company was held on Friday, 29th May, 2026 at 12:30 P.M. through VC/OAVM means at the registered office of the Company at Board Room, Jagran building, 2, Sarvodaya Nagar, Kanpur-208005. ("EGM") and concluded at 01:38 P.M.

This communication is being issued in terms of the circular resolution dated 30th May, 2026, passed by the Board, extract of which is attached.

At the EGM, following resolutions were passed with requisite majority at the EGM, however, by way of an Order dated 26th May, 2026, the Hon'ble Principal Bench of National Company Law Appellate Tribunal ("NCLAT"), has directed that the implementation of the under-mentioned resolutions be kept in abeyance till the outcome of Company Petition No.64/2023:

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	Removal of Ms. Divya Karani (DIN: 01829747) from the office of the director of JPL.	Special	Special
2.	Removal of Mr. Shailendra Swarup (DIN: 00167799) from the office of director of JPL.	Special	Special
3.	Removal of Ms. Anita Nayyar (DIN: 03317861) from the office of director of JPL.	Special	Special

Sr. No.	Particulars	Nature of Business	Type of Resolution
4.	Removal of Ms. Kemisha Soni (DIN: 06805708) from the office of director of JPL.	Special	Special
5.	Removal of Mr. Pramod Agarwal (DIN: 00038838) from the office of director of JPL.	Special	Special
6.	Removal of Mr. Shaalin Tandon (DIN: 01892562) from the office of director of JPL.	Special	Special
7.	Removal of Mr. Arun Anant (DIN: 02427545) from the office of director of JPL.	Special	Special
8.	Removal of Mr. Satish Chandra Mishra (DIN: 06643245) from the office of whole-time director of JPL.	Special	Ordinary

Kindly take the same in your records.

Thanking You,

For Jagran Prakashan Limited

(Amit Jaiswal)

Chief Financial Officer and Company Secretary

Encl.:

- 1) Voting Results as **Annexure-A**.
- 2) Combined Scrutinizer's Report on remote e-Voting and voting conducted at the EGM through poll, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with the Rules made thereunder as **Annexure-B**.
- 3) Order of NCLAT, dated 26th May, 2026 as **Annexure-C**.
- 4) Board Resolution passed by circulation on 30th May, 2026 as **Annexure-D**.

General information about company	
Scrip code	532705
NSE Symbol	JAGRAN
MSEI Symbol	NOTLISTED
ISIN	INE199G01027
Name of the company	JAGRAN PRAKASHAN LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-05-2026
Start time of the meeting	12:30 PM
End time of the meeting	01:38 PM

Scrutinizer Details

Name of the Scrutinizer	Mr. Adesh Tondon
Firms Name	Adesh Tandon and Associates
Qualification	CS
Membership Number	2253
Date of Board Meeting in which appointed	02-05-2026
Date of Issuance of Report to the company	01-06-2026

Voting results	
Record date	22-05-2026
Total number of shareholders on record date	73563
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	33
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Ms. Divya Karani (DIN: 01829747) from the office of the director of JPL				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public- Institutions	E-Voting	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
Public- Non Institutions	E-Voting	50081137	2982501	5.9553	2612353	370148	87.5893	12.4107
	Poll		71	0.0001	71	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	50081137	2982572	5.9555	2612424	370148	87.5896	12.4104
Total		217654272	169735132	77.9838	151742019	17993113	89.3993	10.6007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Mr. Shailendra Swarup (DIN: 00167799) from the office of director of JPL.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
Public- Non Institutions	E-Voting	50081137	2982501	5.9553	2613653	368848	87.6329	12.3671
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982572	5.9555	2613724	368848	87.6332	12.3668
	Total	217654272	169735132	77.9838	152490047	17245085	89.84	10.16
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Ms. Anita Nayyar (DIN: 03317861) from the office of director of JPL				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
Public- Non Institutions	E-Voting	50081137	2982521	5.9554	2613753	368768	87.6357	12.3643
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982592	5.9555	2613824	368768	87.636	12.364
	Total	217654272	169735152	77.9838	152490147	17245005	89.8401	10.1599
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Ms. Kemisha Soni (DIN: 06805708) from the office of director of JPL.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
Public- Non Institutions	E-Voting	50081137	2982521	5.9554	2612853	369668	87.6055	12.3945
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982592	5.9555	2612924	369668	87.6058	12.3942
	Total	217654272	169735152	77.9838	151742519	17992633	89.3996	10.6004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Mr. Pramod Agarwal (DIN: 00038838) from the office of director of JPL.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
Public- Non Institutions	E-Voting	50081137	2982501	5.9553	2612503	369998	87.5944	12.4056
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982572	5.9555	2612574	369998	87.5947	12.4053
	Total	217654272	169735132	77.9838	151742169	17992963	89.3994	10.6006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Mr. Shaalin Tandon (DIN: 01892562) from the office of director of JPL.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	760052	16241030	4.4706	95.5294
Public- Non Institutions	E-Voting	50081137	2982501	5.9553	2613553	368948	87.6296	12.3704
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982572	5.9555	2613624	368948	87.6299	12.3701
	Total	217654272	169735132	77.9838	152489947	17245185	89.8399	10.1601
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SPECIAL - Removal of Mr. Arun Anant (DIN: 02427545) from the office of director of JPL				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
Public- Non Institutions	E-Voting	50081137	2982501	5.9553	2612403	370098	87.591	12.409
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982572	5.9555	2612474	370098	87.5913	12.4087
	Total	217654272	169735132	77.9838	151742069	17993063	89.3993	10.6007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ORDINARY - Removal of Mr. Satish Chandra Mishra (DIN: 06643245) from the office of whole-time director of JPL.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	150177478	149751478	99.7163	149116271	635207	99.5758	0.4242
Public-Institutions	E-Voting	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	17395657	17001082	97.7318	13324	16987758	0.0784	99.9216
Public- Non Institutions	E-Voting	50081137	2982326	5.955	2614078	368248	87.6523	12.3477
	Poll		71	0.0001	71	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	50081137	2982397	5.9551	2614149	368248	87.6526	12.3474
	Total	217654272	169734957	77.9837	151743744	17991213	89.4004	10.5996
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

The implementation of resolution has been kept in abeyance till the outcome of C.P. No: 64 of 2023, pending before Honble National Company Law Tribunal, Allahabad.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)
Mobile : +91-9839100709
E-mail : adesh.tandon11@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management & Administration) Rules, 2014, as amended]

To,
The Chairman,

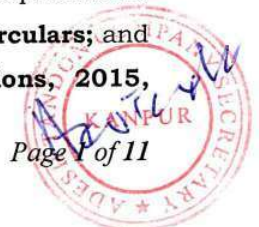
The **1/2026-27 Extra Ordinary General Meeting (EGM) "on requisition"** of the members of **JAGRAN PRAKASHAN LIMITED** ("the Company"), bearing **CIN- L22219UP1975PLC004147** held on **Friday, May 29th, 2026 at 12:30 P.M.** through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") for which the Registered office of the Company situated at Jagran Building 2 Sarvodaya Nagar, Kanpur-208005, Uttar Pradesh, India, is deemed to be the venue of the meeting.

Dear Sir,

I, **Adesh Tandon, Company Secretary in Practice**, have been appointed as a "**Scrutinizer**" by the Board of Directors of Jagran Prakashan Limited ("**the Company**") for the purpose of scrutinizing the process of remote e-voting and e-voting at the EGM (Insta Poll through electronic means provided to the Shareholders present at the EGM through VC/OAVM, who have not cast their vote through remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules 2014 and amendments thereon on the resolutions contained in the Notice dated **2nd May, 2026**, calling the **Extra Ordinary General Meeting on requisition**. The Extra Ordinary General Meeting was convened on Friday, May 29th, 2026 at 12:30 P.M. through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**").

Management's Responsibility:

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) **the Companies Act, 2013** and the Rules made thereunder; (ii) **the MCA Circulars**; and (iii) **the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**,



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chamb
14/113, Civil Lines, Kanpur - 208 001 (U
Mobile : +91-9839100
E-mail : adesh.tandon11@gmail.

("LODR") relating to e-voting on the resolutions contained in the Notice to the EGM of the members of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility:

2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the EGM) is restricted to making a Consolidated Scrutinizer's Report of the votes casted 'in favour' or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by **KFin Technologies Limited ("KFintech")**, Registrars and Share Transfer Agents of the Company, the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting and also based on the e-voting (Insta Poll) conducted at the EGM.

Authorised Agency:

3. The Company has engaged the services of "**KFintech**" as the Authorised Agency to provide secured system for remote e-voting process and e-voting ("**Insta Poll**") at the Extra Ordinary General Meeting held through VC / OAVM.

Cut-off date:

4. The Shareholders of the Company holding shares as on the "cut-off" date i.e. **Friday, May 22nd, 2026**, were entitled to vote on the Resolutions forming part of the Notice of the EGM.

Remote e-voting:

5. The remote e-voting period began on **Tuesday, May 26th, 2026 (09:00 a.m. IST)** and ended on, **Thursday, May 28th, 2026 (05:00 p.m. IST)**. The remote e-voting module was disabled by "KFintech" for voting thereafter.
6. The votes cast electronically were unblocked on May 29th, 2026 around 01:38 P.M. after conclusion of e-voting at EGM in the presence of two witnesses, Ms. Neha Jain R/o 117/H-1/361, Model Town, Kanpur and Mr. Awashesh Dixit R/o 30/6 Vishnupuri Colony, Nawab Ganj, Kanpur-208002 who are not in the employment of the Company and/ or "KFintech".

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

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Mobile : +91-9839100
E-mail : adesh.tandon11@gmail.com

They have signed below in confirmation of the E-Votes being unblocked in their presence.


(Neha Jain)


(Awashesh Dixit)

7. The e-voting (Insta Poll) facility was provided to all the shareholders who attended the EGM to vote on the Resolutions as contained in the Notice of the EGM but not to those shareholders who have opted the facility to vote through remote e-voting prior to the meeting.

8. Thereafter, the details containing, inter alia, the information about shareholders voting 'in favour' and 'against' the resolutions, were generated from the E-Voting website of KFintech and based on such reports the results of Remote e-Voting and e-voting at EGM on each resolution are given hereunder:

SPECIAL BUSINESS:

A) **Resolution No.1: Special Resolution**

Removal of Ms. Divya Karani (DIN: 01829747) from the office of the director of JPL.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
89	151741948	4	71	151742019	89.3998%

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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
74	17993113	0	0	17993113	10.6007%

Voted **INVALID: NIL**

B) Resolution No. 2: Special Resolution

Removal of Mr. Shailendra Swarup (DIN: 00167799) from the office of director of JPL.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
91	152489976	4	71	152490047	89.8400%

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Voted **'AGAINST'** the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
72	17245085	0	0	17245085	10.1600%

Voted **INVALID: NIL**

C) Resolution No. 3: Special Resolution

Removal of Ms. Anita Nayyar (DIN: 03317861) from the office of director of JPL.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
91	152490076	4	71	152490147	89.8401%



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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
73	17245005	0	0	17245005	10.1599%

Voted **INVALID: NIL**

D) Resolution No. 4: Special Resolution

Removal of Ms. Kemisha Soni (DIN: 06805708) from the office of director of JPL.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
89	151742448	4	71	151742519	89.3996%



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Voted **'AGAINST'** the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
75	17992633	0	0	17992633	10.6004%

Voted **INVALID: NIL**

E) Resolution No. 5: Special Resolution

Removal of Mr. Pramod Agarwal (DIN: 00038838) from the office of director of JPL.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
89	151742098	4	71	151742169	89.3994%



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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
74	17992963	0	0	17992963	10.6006%

Voted **INVALID: NIL**

F) Resolution No. 6: Special Resolution

Removal of Mr. Shaalin Tandon (DIN: 01892562) from the office of director of JPL.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
91	152489876	4	71	152489947	89.8399%



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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
72	17245185	0	0	17245185	10.1601%

Voted **INVALID: NIL**

G) Resolution No. 7: Special Resolution

Removal of Mr. Arun Anant (DIN: 02427545) from the office of director of JPL.

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
89	151741998	4	71	151742069	89.3993%



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Voted **'AGAINST'** the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
74	17993063	0	0	17993063	10.6007%

Voted **INVALID: NIL**

H) Resolution No. 8: Ordinary Resolution

Removal of Mr. Satish Chandra Mishra (DIN:06643245) from the office of whole-time director of JPL.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'Favour' of the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of the resolution by Insta Poll	Total Number of Votes cast in "Favour" of the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
90	151743673	4	71	151743744	89.4004%



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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' the resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast "Against" the resolution by Insta Poll	Total Number of Votes cast "against" the resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
72	17991213	0	0	17991213	10.5996%

Voted **INVALID: NIL**

Peer Reviewed Unit: 6778/2025

UDIN: F002253H000555564

Date: 01.06.2026

Place: Kanpur

For Adesh Tandon & Associates

Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
PROPRIETOR
C.P. No. 1121

(Adesh Tandon)

Proprietor

FCS No. 2253

C.P. No. 1121

Mahendra Mehra (Crypta)
1/6/26 2 P.M.
Non-executive
chairman
DIN - 00020451



NATIONAL COMPANY LAW APPELLATE TRIBUNAL**PRINCIPAL BENCH****NEW DELHI****COMPANY APPEAL (AT) No.189/2026**

(Against the Order dated 23 April 2026 passed by the Hon'ble National Company Law Tribunal, Allahabad Bench in, CA No. 05 of 2026 in CP No. 64 of 2023)

IN THE MATTER OF:**JAGRAN PRAKASHAN LIMITED****...APPELLANT**

Versus

MAHENDRA MOHAN GUPTA & ORS.**....RESPONDENTS**

For Appellant: Mr Kapil Sibal, Sr Advocate, Mr. Abhishek Malhotra, Sr Advocate, Ms Anushanaga Rajan, Ms Aakanksha Bhola, Mr Manav Saluja, Ms Anamika Singh, Ms Anukriti Trivedi, Ms Sumedha, Advocates.

For Respondent: Mr. Rajiv Nayar, Sr Advocate, Mr Darius Khambata, Sr Advocate, Mr. Abhijeet Sinha, Sr Advocate, Ms Ruchira Gupta, Ms Yashika Sharma, Ms Manjira, Ms Heena Kochar, Mr Shreya Maheshwari, Advocates for R21.

Dr Abhishek Manu Singhvi, Sr Advocate, Dr U.K. Chowdhury, Sr Advocate, Ms Ruby Singh Ahuja, Mr Arjun Sharma, Ms Megha Dugar, Mr. Piyush Sharma, Ms Varsha Himatsingka, Advocates.

Mr CA Sundaram, Sr Advocate, Mr Arun Kathpalia, Sr Advocate, Mr Krishnendu Dutta, Sr Advocate, Ms Rohini Musa, Mr Rajat Jariwal, Mr Abhishek Iyer, Ms Aayushi Khurana, Ms Angolika Awasthi, Mr Manish Barua, Ms A.M. Mathew, Advocates for R1 to 3.

ORDER**HYBRID MODE****26.05.2026:**

This appeal challenges the order dated 23.04.2026 passed by the Ld. NCLT, Allahabad in CA No.5/2026 in CP No.64/2023 to the extent the impugned order dismissed the application C A No.5/2026 filed by the appellant.

2. The appellant company is a prominent public listed company engaged in the business of printing and publishing newspapers, magazines, journals and is listed on National Stock Exchange and Bombay Stock Exchange and has more than 70000 public shareholders, who hold roughly 31% of its paid-up share capital. M/s Jagran Media Network Investment Pvt Ltd. (JMNIPL) is a holding company of the appellant and holds 67.97% of appellants paid up equity share capital. It is submitted the JMNIPL is a family owned investment vehicle comprising six branches of Gupta family. Presently the appellant has 18 directors including 9 independent directors, 8 promoter directors and one employee posted as whole-time director.

3. The Respondent No.1 was the Chairman and Managing Director of the appellant company from 01.01.2005 till 30.09.2023 and the disputes arose amongst the promoter factions including objections concerning nomination rights under the Articles of Association of competing proposals for appointment of the Managing Director. It is submitted that CP No.64/2023 is pending before the Ld. NCLT Allahabad and it emanates from the disputes arising between the factions of Gupta family with primary bone of contention being JMNIPL voting authority.

4. As per Article 4.1 of the Articles of Association of JMNIPL, each of the promoter has appointed Respondent No.1 as “agent and attorney” for each of them to exercise “all rights of promoters” pursuant to these Articles and the promoters shall be acting as a ‘single unit’ in the exercise of their rights under

these Articles, and therefore all such rights of promoters shall be exercised by Mr. MM Gupta, who has been duly authorised to exercise such rights on behalf of each of the promoter. Article 4.1 of the Articles of Association is as under:-

POWER OF ATTORNEY

4.1 Each of the Promoters undertakes that Mr. Mahendra Mohan Gupta has been irrevocably appointed as agent and attorney-in-fact for each such Promoter, for and on behalf of such Promoter, to agree and execute any amendments to the provisions of these Articles, to give and receive notices and communications to agree to negotiate, enter into settlements and compromises of, and demand arbitration and comply with orders of courts and awards of arbitrators with respect to these Articles, and to take or exercise all rights of the Promoters under these Articles. It is clarified that the Promoters shall be acting as a 'single unit in the exercise of their rights under these Articles. and therefore all such rights of the promoters shall be exercised by Mr. Mahendra Mohan Gupta only and Mr. Mahendra Mohan Gupta has been duly authorized to exercise such rights on behalf of each such Promoter. All the Promoters shall be jointly and severally liable for all obligations of the Promoters pursuant to these Articles.

5. Thus it is argued an irrevocable power is given to Respondent No.1 that he will act on behalf of the each promoter of JMNIPL and all actions of the holding company has to be through Respondent No.1. It is submitted on several occasions attempts have been made to amend Article 4.1 of the Articles of Association and even on 14.07.2023 a Resolution was passed whereby the Respondent No.1's authority to represent JMNIPL at the appellant's meeting was revoked and instead Mr. Dhirender Mohan Gupta and Mr. Sanjay Gupta were appointed as authorised representatives on behalf of JMNIPL.

6. The validity of Resolution dated 14.07.2023 was challenged by Respondent No.1 and 2 in CA No.30/2023 before Ld. NCLT which application is still pending disposal. Another application CA No.58/2023 was filed challenging the proposed amendment to the Articles of Association of JMNIPL particularly the proposed deletion/dilution of Article 4.1 which vests irrevocable authority in Respondent No.1 to exercise voting rights on behalf of JMNIPL at the general meeting of JPL. By an interim order dated 08.12.2023 the Ld. NCLT had directed that the proposed amendment to the Articles shall not be given effect to till further orders. The Respondents on the other hand sought clarification/direction to enforce the resolution dated 14.07.2023 vide CA No.6/2024, which was later not pressed in view of the final hearing.

7. It was also argued that on application CA 47/2023 seeking urgent directions regarding management of its affairs, through orders dated 27.09.2023 and 04.10.2023, a NCLT mandated governance framework was introduced where independent directors assumed a central role in facilitating engagement between the rival factions and undertaking governance and oversight functions, including the operational performance review processes initiated in December, 2025.

8. These independent directors were appointed/reappointed on 10.08.2024 with the approval of the members of the Board of JPL comprising of members from all factions of the Gupta Family. The appointment/reappointment were confirmed in general meetings of JPL held on 24.09.2024 and 19.09.2025.

9. It was argued the Board Meeting was held on 07.12.2025 to review the functioning and governance processes of JPL and it led to the disputes and *vide* communication dated 25.12.2025, certain respondent directors for the first time agitated and challenged the appointment of these independent directors alleging they were wrongly elected on a vote wrongly casted by Respondent No.1 On 12.02.2026 the Respondent issued the impugned special notice and requisition under Section 100 of the Companies Act, 2013 seeking removal of 7 independent directors and one whole time director on the basis of an alleged irregularity in exercise of voting rights by Respondent No.1 on behalf of JMNIPL at the AGM held on 24.09.2024 and 19.09.2025. The appellant company filed CA No.5/2026 in the main petition seeking protective directions against the requisition process which threatened the stability and statutory compliance of a listed entity, and whereas CA No.4/2026 and CA No.6/2026 also came to be filed by JMNIPL and certain other Respondents seeking directions the voting in the meeting of JPL be strictly in accordance with the resolution dated 14.07.2023 and through the persons authorised thereunder.

10. Though *vide* interim order dated 27.02.2026 the Ld. NCLT directed the requisition for EOGM dated 12.02.2026 be kept in abeyance, having regard to the institutional and governance concerns arising from the proposed removals as the Ld. NCLT held independent directors are the “only mouth piece left” for more than 70,000 public shareholders of JPL amidst the ongoing inter se promoter disputes and “larger public interest” cannot be put at stake.

11. It is argued the impugned order, however, removed the stay granted on 27.02.2026, and directed the parties to proceed as per the Act, which has in fact enabled removal proceedings against 7 independent directors and one whole time director notwithstanding the very voting authority under Article 4.1 proposed removal both continue to remain sub-judice.

12. The Ld. senior counsel for the appellant has shown us correspondence issued by Mr. Sanjay Gupta to show the only ground to challenge the appointment of independent directors is the lack of authority of Respondent No.1 in the voting of resolutions appointing/reappointing such directors.

13. Reference was made to Section 178(2) of the Companies Act, 2013 which as under: -

“178.Nomination and Remuneration Committee and Stakeholders Relationship Committee.—

(1)XXXX

(2)The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.”

14. It was argued the NRC i.e. Nomination and Remuneration Committee has vetted and recommended appointment of these independent directors and the whole time director (WTD), and NRC’s recommendation is essentially required

for removal of such independent directors and WTD, which has not been obtained yet and thus any voting on the removal of independent directors and ETD without seeking recommendation of NRC would itself be void and any voting on the EOGM in violation of Article 4.1 of Article of Association would also be void. Reference was also made to Section 10(1) of the Companies Act, 2013 as under: -

“10.Effect of memorandum and articles.—

(1)Subject to the provisions of this Act, the memorandum and articles shall, when registered, bind the company and the members thereof to the same extent as if they respectively had been signed by the company and by each member, and contained covenants on its and his part to observe all the provisions of the memorandum and of the articles.”

15 Thus it was largely argued by the learned senior counsel for the appellant the contesting Respondents herein have moved the Ld. NCLT saying the voting in the appellant company should be as *per* resolution dated 14.07.2023, which had removed Respondent No.1 and has appointed Respondent No.5 and 8 as authorised representatives of the holding company, but then later did not press the said relief and though their application No.CA 4/2026 seeking directions that voting in the shareholders meeting of the appellant company be strictly in terms of the Board Resolution dated 14.07.2023 and by a person duly authorised by it, was also dismissed by the Ld. NCLT. Its appeal before us also stood withdrawn, hence it is argued now they are proposing to hold an EOGM in violation of the order, wherein Resolution dated 14.07.2023 has not been given

effect to. Further it is argued the application No.58/2023 *qua* the proposed amendment to the Article of Association of JMNIPL is also pending thus to supersede the impugned order, they cannot be allowed to proceed with the EOGM with voting rights as were changed *per* their resolution dated 14.07.2023, while ignoring Article 4.1 of the Articles of Association and this cannot be permitted.

16. The learned senior counsel for the Respondent on the other hand argued the question is not as to who shall vote on behalf of JMNIPL in the EOGM as it is for the said company to choose its representative for voting. No individual shareholder, either Mr. Sanjay Gupta or Mr. M.M. Gupta can challenge the holding of EOGM.

17. It is their submission, the JMNIPL who holds approximately 68% shares in JPL had requisitioned the EOGM meeting and it shows the appellant had rather accepted the impugned order and like any other shareholder, JMNIPL is also entitled to vote by authorising any person on its behalf to vote in the meeting. It is argued the impugned order is now fully implemented and this appeal has become infructuous on account of the fact the appellant company itself had issued a notice dated 02.05.2026 for an EOGM to be held on 29.05.2026. Further notice dated 05.05.2026 was also served upon Bombay Stock Exchange and National Stock Exchange of India *qua* the holding of the EOGM on 29.05.2026. Then a Board Circular Resolution No.1/26-27 was signed by the Company Secretary giving procedure for voting. Admittedly all these

actions are in the knowledge and with the consent of the appellant company who has now appeared and have challenged the requisition dated 12.02.2026 of JMNIPL. It is also argued there exist no board resolution on record authorizing the Company Secretary Mr. Amit Jaiswal to file this appeal for stay of the EOGM after the appellant company *vide* its Board Resolution dated 02.05.2026, had gone ahead for holding of the EOGM dated 29.05.02026 in pursuance to the impugned order dated 23.04.2026.

18. Reference was then made to Section 113 of the Companies Act as under:-

“113.Representation of corporations at meeting of companies and of creditors.—

(1) A body corporate, whether a company within the meaning of this Act or not, may, —

(a) if it is a member of a company within the meaning of this Act, by resolution of its Board of Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company, or at any meeting of any class of members of the company;

(b) if it is a creditor, including a holder of debentures, of a company within the meaning of this Act, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

(2) A person authorised by resolution under sub-section (1) shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the company.”

19. It is argued per Section 113 above, the JMNIPL, since is a member of JPL, by resolution of its Board of Directors *may* authorise any person as it thinks fit to be the representative at any meeting of the appellant company and pursuant to the power given under Section 100(1)(a), a Resolution dated 14.07.2023 was passed, and admittedly there is no stay to the said resolution dated 14.07.2023. Admittedly application CA No.30/2023 against the said resolution is still pending.

20. Further it was argued so far as article 4.1 is concerned, the appellant company is not bound by this article of JMNIPL. Now whether they appoint Mr. M.M. Gupta or Mr. Sanjay Gupta or anyone else is the prerogative of JMNIPL. Thus it is argued **a)** Article 4.1 does not apply to the appellant company; **b)** the resolution dated 14.07.2023 is not stayed and none of the directors either Mr. M.M. Gupta or Mr. Sanjay Gujpta or Mr. Dhirender Gupta have come in appeal against the impugned order dated 23.04.2026 *qua* holding of the EOGM. Reference was also made to Section 169(1) and (4) of the Companies Act, 2013.

It is argued *per* Section 169 of the Companies Act, 2013 a company may remove a director by ordinary resolution after giving an opportunity of being heard. As per proviso an independent director re-appointed for the second term can also be removed by passing a special resolution after giving opportunity of being heard. Admittedly representations have been made under Section 169(4) of the Companies Act, 2013, duly signed by all 7 independent directors, annexed

at Page 41-44 of the Appeal Paper Book and these independent directors have accepted their participation. It is further argued JMNIPL is owned by Gupta Family, in which 84% is held by the Respondents and whereas only 16% is held by Respondent No.1's group and if the EOGM is stayed it will be against the corporate democracy. Moreso it is argued the company cannot challenge a resolution, it has passed on its own.

21. Thus the crux of the arguments are; **a)** Article 4.1 is applicable only to JMNIPL and not to the appellant company and resolution dated 14.07.2023 passed in pursuance of Section 100 of the Companies Act has not been stayed; **b)** the company secretary has no authority to file this appeal since there is no resolution which cancels the resolution dated 02.05.2026 of the company; and **c)** the appeal fails on the principle of corporate democracy.

22. Reference was made to para 95 of the judgment in *LIC of India Vs Escorts Ltd and Others (1986) 1 Supreme Court Cases 264* wherein the Court held as under:-

95.As already noticed, the only effective way the members in general meeting can exercise their control over the directorate in a democratic manner is to alter the articles so as to restrict the powers of the Directors for the future or to dismiss the directorate and appoint others in their place.....”

23. Further reliance was made upon *Invesco Developing Markets Fund and another (formerly Invesco Oppentheimer Developing Markets Fund) Vs Zee Entertainment Enterprises Ltd and another (2022) 232 Comp Cas 20* in para 62.

24. Learned senior counsel for the Respondent further argued if one peruse para 18 of CA No.5/2026, the appellant has itself stated the issue of JMNIPL authorised representative and the exercise of e-voting rights lies exclusively between **a)** JMNIPL Board, **b)** its depository participants as a Demat account holder and **c)** the depository and since the JMNIPL shares are held in demat forms, authority to appoint or modify the authorised signatory for e-voting is governed solely by the depository participants record.

25. It is thus argued since now the Depository Participant had recognized Mr Dhirender Gupta and Mr. Sanjay Gupta as an authorised representative of JMNIPL to vote in the meeting of JPL, nothing remains to be decided and it is only for this reason they have withdrawn their Company Appeal (AT) No.187/2026. Further it is argued the appellant company since has itself sent notices for holding of the meeting of 29.05.2026 it cannot now seek an injunction against such holding of the meeting as the company has complied with the provisions of Section 169 of the Companies Act, 2013 in toto. Further the independent directors have also given their representations and those representation would be considered in EOGM. It was argued even the compliance of Section 100 is done since JMNIPL has already appointed the authorised person other than Mr. M.M. Gupta, hence the meeting should be allowed to be held on the date fixed. It is submitted it is the will of the majority which must prevail in the working of the company. Reference was also made to the minutes of meeting dated September, 2024 and 5th September, 2025 wherein Mr. M.M. Gupta was directed to vote in a particular manner but has rather voted

against the wishes of the shareholders of JMNIPL. Qua requirement of Section 178(2) of the Companies Act, it was argued it is not a pre-requisite for calling meeting under Section 169 of the Companies Act, 2013 and that Section 169 is not subject to Section 178 as it is a stand alone provision. Reference was made to Regulation 17(1) of SEBI LODR Regulations, 2015 wherein any vacancy in the office of director shall be filled by the listed entity not later than three months and hence it was argued the company would take care of the appointment of director within such period. Further it was argued the meeting is for removal of 7 independent directors and NRC consists of 2 of those directors who are to be removed and hence it is very much expected those two independent directors, who need to be removed, would never recommend for their removal in NRC. It was argued the shareholders have an exclusive right to call for a meeting to remove a director and after the impugned order, the appellant itself has sent notices for the meeting scheduled for 29.05.2026, hence now it cannot be stayed only because of change of situation. Regarding shareholders power to remove the directors, reference was made yet again to *LIC* (supra).

26. Further learned senior counsel referred to Regulation 25(2A) of SEBI (LODR) Regulations, 2015 to say the appointment, the reappointment or removal of an independent director of a listed entity, shall be subject to the approval of the shareholders by way of special resolution and that exactly would be done in the meeting scheduled for 29.05.2026.

27. Further it was argued Respondent No.1 has been allowed to vote in the meetings of the appellant company right from 2012 only the strength of the Board Resolution dated 26.07.2012 and not on the basis of Article 4.1 of the Articles of Association and the said Board Resolution dated 26.07.2012 has a clause stating inter-alia such power could be modified/revoked and ultimately on 23.07.2023 another Board Resolution was passed *vide* which such power was granted to Mr. Dhirender Gupta and Mr. Sanjay Gupta. It was argued the appellant company should not be concerned as to who shall vote on behalf of the corporate shareholder. Reference was also made to Article 80 of the Articles of Association of the appellant company wherein a body corporate being a member *may* vote either by proxy or by representative duly authorised in accordance with Section 187 of the Companies Act, 1956 (now Section 113 of the Companies Act, 2013) and thus per Section 113(supra) such fresh resolution has been passed on 13.07.2023.

28. It was argued Article 4.1 itself is void as it is against section 113(1)(a) of the Companies Act, 2013, *per* Section 6(b) of the Companies Act, 2013.

29. The Ld. Sr. Counsel for the Appellant (JPL) in rejoinder argued the company was under a legal obligation to convene the EGM on requisition under Section 100 of the Companies Act. He referred to notice for the EGM where it is mentioned the EGM is called on requisition and the company, board of directors of the company, and its officers do not take responsibility for the same. The issue of removal of directors was agitated in CA No. 5 of 2026, which was denied as

the said CA No. 5 of 2026 was dismissed by the impugned order. The company also is concerned about 72,000 public minority shareholders whose interests, the independent directors are duty bound to represent. The independent directors are also chairperson or members of several committees, like, audit committee, CSR, NRC etc. The company is aggrieved since by way of this EOGM virtually the entire board is being dismantled/reconstituted which undermined the perception in the eyes of public. Further since 7 out of 9 independent directors are being removed, the board of directors will be skewed in favour of the promoters. The appeal has been filed by Mr. Amit Jaiswal, CS and CFO, who was authorised to represent the company by virtue of board resolution dated 24.09.2023 and is thus validly filed. It is again reiterated Section 178 of the Companies Act requires mandatory recommendation of NRC for removal of director and applies to special class of companies which are public listed, the appellant being one of them.

30. We have heard the entire arguments and have perused the material on record. Admittedly the issues raised before us were never raised or agitated before the Ld. NCLT. Admittedly the issue of validity of Article 4.1 of the JMNIPL is still pending before the Ld. NCLT. Admittedly the changes proposed in the Article 4.1 were stayed *per order* dated 08.12.2023. Admittedly the Respondent had moved an application viz CA No.4/2023 to bring in effect the resolution dated 14.07.2023, upon which no order was passed till the impugned order and vide the impugned order the said application No.4/2023 was rather dismissed. Admittedly the appellant filed an appeal bearing Company Appeal (AT)

No.187/2026 to enforce its prayer made in CA No.4/2023 but then as the depository participant accepted their plea regarding voting rights, it withdrew the appeal. Nevertheless the Ld. NCLT had never got a chance to look into the validity of resolution dated 14.07.2023 vis a vis Article 4.1 of the Articles of Association of the JMNIP. No decision was ever given either on the validity of the resolution dated 14.07.2023 or on Article 4.1 of the Articles of Association by the Ld. NCLT. We are not sure as to if the Board Resolution of 26.07.2012, which authorised Respondent No.1 to vote on behalf of JMNIP was ever placed before the Ld. NCLT and what shall be its effect vis-a-vis Article 4.1 has never been discussed by the Ld. NCLT in its impugned order.

31. Thus what appears is the inter mingling of various issues in this appeal and we cannot travel beyond impugned order to decide the issues, though agitated before us, but yet not decided by the Ld. NCLT. We cannot lose sight of the fact the appellant company itself has initiated the process of holding of the EOGM dated 29.05.2026 and had issued the notices, etc and even had called for the representation from 7 independent directors and one whole time director and though we are not inclined to grant any stay to the holding of EOGM dated 29.05.2026 *per* LIC (supra), we dispose of this appeal by directing that the implementation of the resolution of the meeting dated 29.05.2026, be kept in abeyance till the outcome of Company Petition No.64/2023 in which petition the Ld. NCLT is yet to decide the effect of Article 4.1 of the Articles of Respondent No.21 company read with Article 2.3 of the Articles of JPL as also the effect of

subsequent developments which led to withdrawal of Company Appeal (AT) No.187/2026.

32. In view of the above we dispose of this appeal with request to Ld. NCLT to hear the remaining arguments on 01.06.2026 as scheduled and to dispose of the petition as expeditiously as possible.

33. Pending applications are also disposed of.

(Justice Yogesh Khanna)
Member (Judicial)

(Mr. Ajai Das Mehrotra)
Member (Technical)

BM/Ram N./Ravi R.

CERTIFIED TRUE COPY OF THE CIRCULAR RESOLUTION NO: 02/2026-27 PASSED BY THE BOARD OF DIRECTORS OF JAGRAN PRAKASHAN LIMITED ON SATURDAY, 30TH MAY, 2026, HAVING REGISTERED OFFICE AT JAGRAN BUILDING, 2, SARVODAYA NAGAR, KANPUR-208005

RESOLVED THAT the Board of Directors do hereby take note of the order dated 26.05.2026 passed by the Hon'ble National Company Law Appellate Tribunal ('NCLAT') in Company Appeal (AT) No. 189 of 2026 titled Jagran Prakashan Limited v. Mahendra Mohan Gupta & Ors., whereby the Hon'ble NCLAT directed as under:

'We dispose of this appeal by directing that the implementation of the resolution of the meeting dated 29.05.2026 be kept in abeyance till the outcome of Company Petition No. 64/2023 in which petition the Ld. National Company Law Tribunal is yet to decide the effect of Article 4.1 of the Articles of Respondent No. 21 Company read with Article 2.3 of the Articles of JPL as also the effect of subsequent developments which led to withdrawal of Company Appeal (AT) No. 187/2026.'

RESOLVED FURTHER THAT the Board notes that the Extraordinary General Meeting of the Company was held on 29.05.2026 and that the scrutinizer's report and voting results thereof will be declared and disclosed in accordance with applicable provisions of the Companies Act, 2013, the rules framed thereunder, Secretarial Standards, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT notwithstanding the declaration or disclosure of the voting results of the Extraordinary General Meeting, and in strict compliance with the aforesaid order dated 26.05.2026 passed by the Hon'ble NCLAT, the Company shall not implement, give effect to, act upon, recognise or otherwise give any effect to any resolution passed at the Extraordinary General Meeting held on 29.05.2026 until further orders of the competent judicial forum.

RESOLVED FURTHER THAT, without prejudice to the generality of the foregoing, no corporate action shall be undertaken pursuant to any resolution passed at the Extraordinary General Meeting held on 29.05.2026, including but not limited to:

- (a) giving effect to or recognising the removal, cessation, vacation or change in office of the concerned directors (whose removal has been proposed in the Special Notice dated 12.02.2026), if any;
- (b) filing Form DIR-12 or any other form, return, statement, disclosure or document with the Registrar of Companies, stock exchanges, depositories, SEBI or any other statutory or regulatory authority for the purpose of recording or implementing any such removal, cessation or change, if any;

Amal Jaiswal

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E-mail : jpl@jagran.com

Registered Office

2, Sarvodaya Nagar, Kanpur 208 005, Uttar Pradesh, India



(c) making any alteration in the statutory registers, records, Board composition, committee composition, authorisations, powers, mandates or corporate records of the Company pursuant to such resolutions; and

(d) communicating, representing or holding out to any stakeholder, authority, intermediary or third party that any such resolution has been implemented or has taken effect, by any directors/officers of the Company.

RESOLVED FURTHER THAT the Board notes that the present resolution is being passed in furtherance of the Company's position before the Hon'ble NCLAT in Company Appeal (AT) No. 189 of 2026, and for ensuring due and continued compliance with the order dated 26.05.2026 passed therein.

RESOLVED FURTHER THAT the Chairman, be and is hereby severally authorised to declare and disclose the voting results of the Extraordinary General Meeting in such manner as may be required under applicable law, while expressly recording that implementation of the resolutions remain in abeyance pursuant to the order dated 26.05.2026 passed by the Hon'ble NCLAT.

CERTIFIED TO BE TRUE COPY

FOR JAGRAN PRAKASHAN LIMITED



Amit Jaiswal

Chief Financial Officer and Company Secretary



ICSI Membership No.: F5863

Date: 1st June, 2026

Place: Kanpur