

May 05, 2026

To,

Manager-CRD, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Scrip Code: 532705 ISIN No.: INE199G01027
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Listing Manager, National Stock Exchange of India Ltd., 'Exchange Plaza', Bandra Kurla Complex, Dalal Street, Bandra (E), Mumbai-400 051	Symbol: JAGRAN ISIN No.: INE199G01027
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Dear Sir / Madam,

**Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Intimation of Extra-Ordinary General Meeting ("EGM") of the Members of the Company and submission of Notice of the Company.**

This is in furtherance to the disclosure made on 2<sup>nd</sup> May, 2026, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Please note that the EGM will be held on **Friday, 29<sup>th</sup> May, 2026 at 12:30 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The company has dispatched the Notice to the Shareholders today, i.e. on Tuesday, 5<sup>th</sup> May, 2026 in electronic mode to those members whose email addresses are registered with Company / Depository Participant(s) / KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFintech"). The Notice of the EGM is enclosed herewith.

The **cut-off date** for determining the eligibility of Members to vote by remote e-voting or voting at the EGM is **Friday, 22<sup>nd</sup> May, 2026.**

The remote e-voting will commence on **Tuesday, 26<sup>th</sup> May, 2026 (09:00 A.M. IST)** and conclude on **Thursday, 28<sup>th</sup> May, 2026 (05:00 P.M. IST).**

The aforesaid documents are also available on the Company's corporate website at [www.jplcorp.in](http://www.jplcorp.in)

Kindly take the above information on your record.

Thanking You,

**For Jagran Prakashan Limited**

**(Amit Jaiswal)**  
**Chief Financial Officer and Company Secretary**  
**ICSI Membership No.: F5863**

Encl: as above

CC: National Securities Depository Limited  
Central Depository Services Limited  
KFin Technologies Limited



**JAGRAN PRAKASHAN LIMITED**  
**CIN-L22219UP1975PLC004147**

Registered Office: Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005  
Tel: +91 512 2216161, Website: [www.jplcorp.in](http://www.jplcorp.in), E-mail: [investor@jagran.com](mailto:investor@jagran.com)

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting (EGM) of the Members of **JAGRAN PRAKASHAN LIMITED** ("the Company" or "JPL"), on the requisition of Jagran Media Network Investment Private Limited, which holds 67.97% of the paid-up equity share capital of the Company, will be held on **Friday, 29<sup>th</sup> May, 2026 at 12:30 p.m.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Divya Karani (DIN- 01829747), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

2. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Shailendra Swarup (DIN-00167799), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

3. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Anita Nayyar (DIN-03317861), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

4. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Kemisha Soni (DIN-06805708), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

5. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Pramod Agarwal (DIN-00038838), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Shaalin Tandon (DIN-01892562), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

7. To consider and if thought fit, to pass with or without modification, the following resolution as **a Special Resolution:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation

made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Arun Anant (DIN: 02427545), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Satish Chandra Mishra (DIN-06643245), the whole-time director of the Company, be and is hereby removed from the office of whole-time director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

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

**Amit Jaiswal**

Company Secretary and Compliance Officer  
ICSI Membership No.: F5863

**Place: Kanpur**

**Date: 02<sup>nd</sup> May, 2026**

## IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024 read with MCA Circular dated 22<sup>nd</sup> September, 2025, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022, 05<sup>th</sup> January, 2023, 07<sup>th</sup> October, 2023 and 03<sup>rd</sup> October, 2024, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the general meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue.
2. In compliance with the relevant circulars and applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Extraordinary General Meeting ("EGM") of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.
3. Since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. In pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC/OAVM on their behalf and to vote through electronic means.
5. The Company has availed the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ("KFintech"/ "RTA"), for conducting the EGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the EGM.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning the business under Item Nos. 1-8 of the accompanying Notice is annexed hereto.
7. In accordance with the MCA Circulars and the SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/KFintech/RTA/Depository Participants ("DP")/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), (collectively hereinafter referred as "Depositories").
8. Regulation 40 of the Listing Regulations mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its Circular dated 25<sup>th</sup> January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Any shareholder who is desirous of dematerializing their securities may write to the Company at [investor@jagran.com](mailto:investor@jagran.com) or to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. 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 Depository Participants ("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.
10. 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 respective DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or KFintech.
11. The Special Notice and Requisition dated 12<sup>th</sup> February, 2026 received from Jagran Media Network Investment Private Limited, along with other requisite documents, will be available for inspection by the Members during the EGM.
12. Relevant documents referred to in this Notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by the members at the Meeting. For any communication, the Members may also send requests to the Company at: [investor@jagran.com](mailto:investor@jagran.com), or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Members who have not registered their E-mail IDs so far are requested to register their E-mail IDs for receiving all communication from the Company electronically.

Members may note that this Notice will also be available on the corporate website of the Company at [www.jplcorp.in](http://www.jplcorp.in), the website of RTA at <https://evoting.kfintech.com>, and 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.

### 13. Instructions for remote e-voting:

- 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 Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<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 the accompanying Notice. The instructions for e-Voting are given herein below.
- B. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- E. The remote e-voting period commences on **Tuesday, 26<sup>th</sup> May, 2026 (09:00 A.M. IST)** and ends on **Thursday, 28<sup>th</sup> May, 2026 (05:00 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. A Member can opt for only single mode of voting i.e., through remote e-Voting or e-voting at the EGM. If a Member cast votes by both modes, then voting done through remote e-Voting shall prevail and vote at the EGM shall be treated as invalid.
- F. The Board of Directors has appointed **Mr. Adesh Tandon, Practicing Company Secretary**, Kanpur, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The results shall be declared within two working days from the conclusion of the EGM and the resolutions will be deemed to be passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolutions.
- H. 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 results 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>.
- I. 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 i.e. Friday, 22<sup>nd</sup> May, 2026**.
- J. **Registration of e-mail ID**
- Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) (“DP”).
  - **Physical mode** can register their email ID with the Company or KFintech. Requests can be emailed to [investor@jagran.com](mailto:investor@jagran.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI. Members whose names appears in the Register of Members / List of Beneficial Owners as on the **cut-off date only i.e., Friday, 22<sup>nd</sup> May, 2026** shall be entitled to vote on the resolutions set out in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- K. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on 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.
- L. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on 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.”
- M. **Dispatch of Notice through electronic mode**
- In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFintech, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on **Friday, 01<sup>st</sup> May, 2026**. As per the Circulars, physical copies of the Notice are not being sent to Members. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFintech hereunder.

Members may note that the Notice will be available on the Company's website <https://jplcorp.in/new/Default.aspx>, website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFintech at <https://evoting.kfintech.com>.

N. Instructions for remote e-Voting are explained herein below:

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFintech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. E-voting process has been enabled for 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.

- iii. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iv. The process and manner of remote e-voting is explained below:
  - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
  - ii. Access to KFintech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

(i) *Login method for remote e-Voting for Individual Shareholders holding shares in demat mode.*

Individual shareholders holding securities in Demat mode with NSDL

- A.** For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- B. User already registered for IDeAS facility:**
1. Open <https://eservices.nsdl.com>
  2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
  3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
  4. Click on the Company name or ESP i.e. KFinTech-e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.
- C. User not registered for IDeAS e-Services:**
1. Visit <https://eservices.nsdl.com> for registering.
  2. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>.
  4. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
  5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
  6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
  7. Click on company name i.e **Jagran Prakashan Limited** or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
  8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in Demat mode with CDSL

- A. Existing user who has opted for Easi/Easiest**
1. Click at <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
  2. Click on New System Myeasi.
  3. Login with registered user ID and Password
  4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
  5. Click on e-voting service provider name to cast your vote
- B. User not registered for Easi/Easiest**
1. Option to register is available at [https://web.cdslindia.com/myeasi/Registration/Easi\\_Registration](https://web.cdslindia.com/myeasi/Registration/Easi_Registration).
  2. Proceed with completing the required fields.
- C. Alternatively, by directly accessing the e-voting website of CDSL**
- i. Visit [www.cdslindia.com](http://www.cdslindia.com).
  - ii. Provide demat account number and PAN.
  - iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.
  - iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. Jagran Prakashan Limited or select KFinTech.

Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against '<b>Jagran Prakashan Limited</b>' or 'KFin'. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

*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.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
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 <b>022-62343625, 022-62343626, 022-62343259</b>

(ii) *Login method for remote e-Voting for shareholders other than Individual Shareholders holding shares in demat mode and shareholders holding shares in physical mode.*

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum **8** characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. **EVENT NO. 9694**
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or

'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format '**JPL\_EVENT NO. 9694**'
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1800 309 4001 (toll free).

#### A. Voting at AGM

- Only those members/shareholders, who will be present in the EGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

- b. Members who have voted through remote e-voting will still be eligible to attend the EGM.
- c. Members attending the EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- d. Voting at EGM will be available at the end of the EGM and shall be kept open for 15 minutes. Members viewing the EGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

#### B. Instructions for members for attending the EGM

- a. Members will be able to attend the EGM through VC/OAVM or view the live webcast of e-EGM provided by KFintech at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for EGM will be available in members login, where the EVENT and the name of the Company can be selected.
- b. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- c. Further, members registered as speakers will be required to allow camera during EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- d. Members may join the meeting using headphones for better sound clarity.
- e. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- f. Members, who would like to express their views or ask questions during the EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from **Monday, 25<sup>th</sup> May, 2026 (9:00 A.M. IST) to Wednesday, 27<sup>th</sup> May, 2026 (5:00 P.M. IST)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers

depending on the availability of time for the EGM. Only questions of the members holding shares as on the cut-off date will be considered.

- g. A video guide assisting the members attending EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "eEGM Tutorial" tab placed on top of the page.
  - h. Members who need technical assistance before or during the EGM can contact KFintech at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.
- iii. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

## **EXPLANATORY STATEMENT**

Pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Special businesses to be transacted under Item Nos. 1-8 of the accompanying Notice issued in accordance with Section 100(2) of the Companies Act, 2013:

### **ITEM NO. 1-8:**

The shareholders are informed that Jagran Media Network Private Limited ("JMNIPL"), holding company of the Company, holding 67.97% of the paid-up equity share capital of the Company, has proposed the removal of 7 independent directors, namely Ms. Divya Karani (DIN: 01829747), Mr. Shailendra Swarup (DIN: 00167799), Ms. Anita Nayyar (DIN: 03317861), Ms. Kemisha Soni (DIN: 06805708), Mr. Pramod Agarwal (DIN: 00038838), Mr. Shaalin Tandon (DIN: 01892562) and Mr. Arun Anant (DIN: 02427545), and Mr. Satish Chandra Mishra (DIN:06643245), Whole-time director of the Company, ("WTD") from his office as WTD. This proposal has been made by issuance of Special Notice dated 12<sup>th</sup> February, 2026 under Section 169(2) of the Companies Act, 2013.

The reason given for removal of the concerned directors, as stated in the Special Notice, is given below:

*"we hereby submit this Special Notice to move the following resolutions in connection with the removal of directors due to the fact that the below mentioned directors were not validly appointed directors of the JPL as Mr. Mahendra Mohan Gupta did not exercise the voting rights of the Company in the manner decided by the Board of the Company vide resolutions dated 13<sup>th</sup> September, 2024 and 05<sup>th</sup> September, 2025 respectively."*

The shareholders are further informed that the Non-Executive Chairman of the Company had issued a response letter dated 12<sup>th</sup> February, 2026, inter-alia stating that the Board meeting of JMNIPL was illegally convened, and the issues relating to the scope and exercise of voting on behalf of JMNIPL are presently sub judice before the Hon'ble National Company Law Tribunal, Allahabad Bench ("Hon'ble NCLT") in Company Petitions titled "Mahendra Mohan Gupta and Ors. v. Devendra Mohan Gupta and Ors., C.P. No. 64 of 2023" and "Shailendra Mohan Gupta and Ors. v. Jagran Media Network Investment Private Limited, C.P. No. 57 of 2025" and accompanying applications.

The shareholders are also informed that the Company has filed an application (Company Application No. 05 of 2026) before the Hon'ble NCLT on 20<sup>th</sup> February, 2026 seeking, *inter alia*, appropriate reliefs in relation to the aforesaid Special Notice and the request for convening the EGM, including restraining the requisitioning shareholder and other promoter shareholders from taking steps towards removal of the concerned directors.

Further, JMNIPL had filed Company Application No. 04 of 2026, and Mr. Dharendra Mohan Gupta and Mr. Sanjay Gupta had filed Company Application No. 06 of 2026 *inter alia*

seeking directions that voting at the shareholders' meeting of JPL should be carried out only by a person authorized and by no other person.

The aforesaid applications were heard at length by the Hon'ble NCLT on 26<sup>th</sup> February, 2026. Pursuant to the hearing, the Hon'ble NCLT, vide order dated 27<sup>th</sup> February, 2026, *inter alia* directed that the requisition issued by JMNIPL for removal of the aforesaid directors be kept in abeyance till the next date of hearing of the three applications for further consideration. The matter, along with the three applications, was thereafter listed for further hearing on 19<sup>th</sup> March, 2026.

Subsequently, on 19<sup>th</sup> March, 2026, upon hearing the parties, the Hon'ble NCLT reserved orders in the aforesaid applications and further directed that the requisitioned EGM shall continue to remain in abeyance, subject to the final outcome of the three applications.

It may be noted that on 23<sup>rd</sup> April, 2026, the Hon'ble NCLT, Allahabad pronounced orders in the three applications. However, a written copy of the order has been uploaded only on 29<sup>th</sup> April 2026. It may be noted that the Company had been advised to await receipt of the said order before initiating any further steps.

Under the order, the Hon'ble NCLT expressed its view that substantial reliefs have been sought in the applications, which would entail determination/crystallization of the rights of the respective parties. In view of the same, the Hon'ble NCLT has dismissed the three applications (C.A. Nos. 4, 5 and 6 of 2026) and vacated the interim order dated 27<sup>th</sup> February, 2026 whereby the convening of the EGM had been stayed. It has also been observed that the respective parties are at liberty to proceed as per the provisions of the Companies Act, 2013.

Accordingly, the Board, proceeded to issue notice for convening the Extra-Ordinary General meeting of the Company, within 21-day period prescribed under Section 100 of the Companies Act, 2013. The 21-day period has been calculated, as per legal advice obtained, after excluding: (i) the period during which the interim stay granted by the Hon'ble NCLT was in operation, and (ii) the time elapsed between pronouncement and uploading of the order.

The Company had duly submitted the disclosure under Regulation 30 of the Listing Regulations with respect to the aforementioned orders with the stock exchanges and are also uploaded on the corporate website of the Company ([www.jplcorp.in](http://www.jplcorp.in)), on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

The Board of Directors of the Company would like to clarify that the copy of the Special Notice issued by the Requisitionist is being enclosed with this Notice with a view to provide the relevant background concerning Item nos. 1-8 of the

accompanying Notice. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.

Pursuant to the provisions of Section 169 (3) and (4) of the Act, the directors being sought to be removed have a right to make representation to the Members in the manner stated therein and to be heard at the EGM. The Company will in terms of the provisions of Section 169(4) of the Act, and if the time permits it to do so, circulate the written representation to the shareholders.

Other than directors sought to be removed namely in Item No:1- Ms. Divya Karani (DIN: 01829747), Item No:2-Mr. Shailendra Swarup (DIN: 00167799), Item No:3-Ms. Anita Nayyar (DIN: 03317861), Item No:4-Ms. Kemisha Soni (DIN: 06805708),

Item No:5-Mr. Pramod Agarwal (DIN: 00038838), Item No:6-Mr. Shaalin Tandon (DIN: 01892562), Item No:7-Mr. Arun Anant (DIN: 02427545), and Item No:8-Mr. Satish Chandra Mishra (DIN:06643245), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in Item No.(s) 1 to 8 of the Notice.

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

**Amit Jaiswal**

Company Secretary and Compliance Officer

ICSI Membership No.: F5863

**Place: Kanpur**

**Date: 02<sup>nd</sup> May, 2026**

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

**Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005**

**Ph.: 091-512-2216161-64 Fax: 091-512-2230625**

**E-mail id: jmnpl@jagran.com**

**CIN- U67100UP1990PTC011645**

Date:12.02.2026

To,

The Board of Directors,  
Jagran Prakashan Limited ("JPL")  
Jagran Building 2, Sarvodya Nagar  
Kanpur-208 005

**Subject: Requisition for calling an Extra-ordinary General Meeting of Jagran Prakashan Limited("JPL") under the provisions of Section 100 of the Companies Act, 2013 and rules made thereunder.**

Sir(s),

Jagran Media Network Investment Private Limited, the member of Jagran Prakashan Limited, holding 14,79,31,155(Fourteen Crores Seventy Nice Lakhs Thirty-One Thousand and One hundred and fifty-Five) Equity Shares of Rs. 2/- each fully paid-up, which constitutes 67.97 % of the paid-up equity share capital of the JPL, hereby submit a requisition under the provisions of Section 100 of the Companies Act, 2013 (hereinafter referred to as 'the Act') to convene an Extra-ordinary General Meeting of the members of JPL to consider and pass the resolutions given hereunder: -

**1. Removal of Ms. Divya Karani (DIN- 01829747) from the office of the director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Divya Karani (DIN- 01829747), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

**2. Removal of Mr. Shailendra Swarup (DIN- 00167799) from the office of director of JPL.**

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

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

**Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005**

**Ph.: 091-512-2216161-64 Fax: 091-512-2230625**

**E-mail id: jmnip1@jagran.com**

**CIN- U67100UP1990PTC011645**

**“RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as may be applicable in this regard, Mr. Shailendra Swarup (DIN- 00167799), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**3. Removal of Ms. Anita Nayyar (DIN- 03317861) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as may be applicable in this regard, Ms. Anita Nayyar (DIN- 03317861), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**4. Removal of Ms. Kemisha Soni (DIN- 06805708) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as may be applicable in this regard, Ms. Kemisha Soni (DIN- 06805708), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**5. Removal of Mr. Pramod Agarwal (DIN- 00038838) from the office of director of JPL.**

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

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

**Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005**

**Ph.: 091-512-2216161-64 Fax: 091-512-2230625**

**E-mail id: jmnip1@jagran.com**

**CIN- U67100UP1990PTC011645**

**“RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Pramod Agarwal (DIN- 00038838), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**6. Removal of Mr. Shaalin Tandon (DIN- 01892562) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Shaalin Tandon (DIN- 01892562), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

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

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Arun Anant (DIN: 02427545), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

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

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

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

**Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005**

**Ph.: 091-512-2216161-64 Fax: 091-512-2230625**

**E-mail id: jmnip1@jagran.com**

**CIN- U67100UP1990PTC011645**

**“RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as may be applicable in this regard, Mr. Satish Chandra Mishra (DIN- 06643245), the whole-time director of the Company, be and is hereby removed from the office of whole-time director of the Company with immediate effect.

**RESOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

The Board of Directors of the JPL is requested to take all necessary action to call for and conduct the extraordinary general meeting, as requisitioned by us, in accordance with applicable law, including Sections 100, 101 and 102 of the Companies Act, 2013 and Rule 23(3) of the Companies (Management and Administration) Rules, 2014.

The special notice pursuant to the provisions of section 115 & 169 of the Companies Act, 2013 are attached herewith for your perusal and consideration.

Thank you,

Yours truly

**For Jagran Media Network Investment Private Limited**



Sunil Gupta  
Director  
DIN: 00317228

**Encl: -**

1. Certified copy of Board Resolution in favour of the signatory of Requisition and Special Notice.
2. Special Notice

## JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED

Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005

Ph.: 091-512-2216161-64 Fax: 091-512-2230625

E-mail id: [jmnipl@jagran.com](mailto:jmnipl@jagran.com)

CIN- U67100UP1990PTC011645

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED AT ITS MEETING HELD ON THURSDAY, 12<sup>TH</sup> FEBRUARY 2026 AT 10:00 A.M. AT JAGRAN NEW MEDIA, WORLD TRADE TOWER, BLOCK C-1, SECTOR-16, 20TH FLOOR, TOWER-B, NOIDA-201 301.**

**CALLING FOR EXTRA-ORDINARY GENERAL MEETING OF JAGRAN PRAKASHAN LIMITED ON REQUISITION UNDER SECTION 100 OF THE COMPANIES ACT, 2013 & PROVIDE AUTHORISATIONS TO DIRECTORS TO SIGN THE REQUISITION, SPECIAL NOTICE AND OTHER RELATED DOCUMENTS**

**"RESOLVED THAT** consent of the Board be and is hereby accorded to write to the board of Jagran Prakashan Limited, subsidiary company of the company to requisition its general meeting, under section 100 and other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations made thereunder (including any statutory amendment(s) or re-enactment(s) thereof) to transact the following business:

1. Removal of Ms. Divya Karani (DIN- 01829747) from the office of the director of the Company
2. Removal of Mr. Shailendra Swarup (DIN- 00167799) from the office of director of the Company.
3. Removal of Ms. Anita Nayyar (DIN- 03317861) from the office of director of the Company.
4. Removal of Ms. Kemisha Soni (DIN- 06805708) from the office of director of the Company.
5. Removal of Mr. Pramod Agarwal (DIN- 00038838) from the office of director of the Company.
6. Removal of Mr. Shaalin Tandon (DIN- 01892562) from the office of director of the Company.
7. Removal of Mr. Arun Anant (DIN: 02427545) from the office of director of the Company.
8. Removal of Mr. Satish Chandra Mishra (DIN- 06643245) from the office of whole-time director of the Company.

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to issue the special notice(s) pursuant to the provisions of section 115 read with section 169 of the Companies Act, 2013 read with rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof) for the removal of directors as stated hereinabove.

**RESOLVED FURTHER THAT** the draft of requisition letter and special notice, as circulated along with the notice of the Board Meeting and also placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013, and Rules made thereunder, including any amendments thereto for the time being in force, Mr. Sunil Gupta (DIN 00317228) and Mr. Sanjay Gupta (DIN 00028734), the Directors of the Company, be and are hereby severally authorized to sign the requisition for the board of Jagran Prakashan Limited to call the general meeting of Jagran Prakashan Limited, the Subsidiary Company of the Company, and the special notice and submit the same along with such other documents, information as may be required in this regard.

## **JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005

Ph.: 091-512-2216161-64 Fax: 091-512-2230625

E-mail id: [jmnipl@jagran.com](mailto:jmnipl@jagran.com)

CIN- U67100UP1990PTC011645

**RESOLVED FURTHER THAT** Mr. Sunil Gupta (DIN 00317228) and Mr. Sanjay Gupta (DIN 00028734), the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental to ensure convening of the general meeting of Jagran Prakashan Limited pursuant to the said requisition being submitted to the board of Jagran Prakashan Limited and passing of resolution thereat including, but not limited to, providing additional information and/or documents as may be required pursuant to the requisition so submitted, calling and convening the general meeting of Jagran Prakashan Limited in case of failure of its board to comply with the provisions of section 100 of the Companies Act, 2013 etc.

**RESOLVED FURTHER THAT** without prejudice to the power conferred as above, Mr. Sunil Gupta (DIN 00317228) and Mr. Sanjay Gupta (DIN 00028734), the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, for giving effect to the above-mentioned resolutions.

**RESOLVED FURTHER THAT** the authority granted under the foregoing resolution shall remain in force, for each of the above-mentioned authorized representatives as long as they are associated with the Company, or until board passes another resolution superseding the foregoing resolution which shall be conveyed to Jagran Prakashan Limited from time to time.

**RESOLVED FURTHER THAT** a certified copy of this resolution may be issued under the signature of any director of the Company."

**For Jagran Media Network Investment Private Limited**



Sunil Gupta  
Director  
DIN: 00317228

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

**Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005**

**Ph.: 091-512-2216161-64 Fax: 091-512-2230625**

**E-mail id: jmnip1@jagran.com**

**CIN- U67100UP1990PTC011645**

Date: 12.02.2026

To,

The Board of Directors  
Jagran Prakashan Limited,  
Jagran Building 2, Sarvodya Nagar,  
Kanpur, Uttar Pradesh-208005.

**Subject: Special Notice under Section 169 and Section 115 of the Companies Act, 2013**

Dear Sir(s),

Jagran Media Network Investment Private Limited (hereinafter referred to as '**the Company**') is a shareholder of Jagran Prakashan Limited (**JPL**) and holds holding 14,79,31,155(Fourteen Crores Seventy-Nine Lakhs Thirty-One Thousand and One hundred and fifty-Five) Equity Shares of Rs. 2/- each fully paid-up, which constitutes 67.97% of the paid-up equity share capital of the JPL.

Pursuant to Section 169, read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we hereby submit this Special Notice to move the following resolutions in connection with the removal of directors due to the fact that the below mentioned directors were not validly appointed directors of the JPL as Mr. Mahendra Mohan Gupta did not exercise the voting rights of the Company in the manner decided by the Board of the Company vide resolutions dated 13th September 2024 and 05th September 2025 respectively.

**1. Removal of Ms. Divya Karani (DIN- 01829747) from the office of the director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Divya Karani (DIN- 01829747), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard."

**2. Removal of Mr. Shailendra Swarup (DIN- 00167799) from the office of director of JPL.**

**JAGRAN MEDIA NETWORK INVESTMENT PRIVATE LIMITED**

Regd. Office: 2, SARVODAYA NAGAR KANPUR – 208 005

Ph.: 091-512-2216161-64 Fax: 091-512-2230625

E-mail id: [jmnipl@jagran.com](mailto:jmnipl@jagran.com)

CIN- U67100UP1990PTC011645

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Shailendra Swarup (DIN- 00167799), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**3. Removal of Ms. Anita Nayyar (DIN- 03317861) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Anita Nayyar (DIN- 03317861), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**4. Removal of Ms. Kemisha Soni (DIN- 06805708) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Ms. Kemisha Soni (DIN- 06805708), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**5. Removal of Mr. Pramod Agarwal (DIN- 00038838) from the office of director of JPL.**

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**E-mail id: jmnip1@jagran.com**

**CIN- U67100UP1990PTC011645**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Pramod Agarwal (DIN- 00038838), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

**6. Removal of Mr. Shaalin Tandon (DIN- 01892562) from the office of director of JPL.**

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Shaalin Tandon (DIN- 01892562), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

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

***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 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Arun Anant (DIN: 02427545), the Independent Director of the Company, be and is hereby removed from the office of director of the Company with immediate effect.

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

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

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

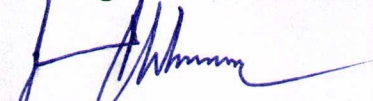
**“RESOLVED THAT** pursuant to the provisions of Section 169 of the Companies Act, 2013 and any other provisions, if any, of the said Act and rules and regulation made under the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be applicable in this regard, Mr. Satish Chandra Mishra (DIN- 06643245), the whole-time director of the Company, be and is hereby removed from the office of whole-time director of the Company with immediate effect.

**RESOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary in this regard.”

Please treat the above as special notice under Section 169, read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

Yours Truly,

**For Jagran Media Network Investment Private Limited**



Sunil Gupta  
Director  
DIN: 00317228