

21st May, 2026

To,

Manager-CRD, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	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	Symbol: JAGRAN ISIN No.: INE199G01027
---	--

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- Submission of representation received from the concerned Independent Director(s) pursuant to Section 169(4) of the Companies Act, 2013.

This is in furtherance to the disclosure made on 5th May, 2026, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In continuation of the Notice of Extra-Ordinary General Meeting (EGM) sent to you on 5th May, 2026, regarding the Special Notice received by the Company for the removal of certain Directors from the Board, the Independent Director(s) proposed to be removed have submitted their representation(s) in writing to the Company for circulation to the members pursuant to Section 169(4) of the Companies Act, 2013,

Accordingly, the representation received from the concerned Independent Director(s) have been circulated to the shareholders of the Company in compliance with the applicable provisions of the Companies Act, 2013 and are being enclosed herewith for your kind noting and record.

The aforesaid document is also available on the Company's corporate website at 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

Copy

REPRESENTATION UNDER SECTION 169(4) OF THE COMPANIES ACT, 2013 *To the Members of Jagran Prakashan Limited — Extra-ordinary General Meeting, 29 May 2026*

Dated: 11.05.2026

Dear Members,

We, the undersigned Directors of Jagran Prakashan Limited (“Company”/“JPL”), write in connection with the special notice proposing our removal as Independent Directors, and the removal of Mr. Satish Chandra Mishra from the office of Whole-time Director. This letter is being submitted as our collective representation under Section 169 of the Companies Act, 2013.

At the outset, it is important to clarify that the events leading to the present proposal arise out of voting and control-related disputes amongst certain members of the promoter and promoter group of the Company, which are presently the subject matter of proceedings before the Hon’ble National Company Law Tribunal, Allahabad (“Hon’ble NCLT”) in C.P. No. 64 of 2023 and C.P. No. 57 of 2025. The present action does not arise from, nor does it relate to, any act, omission, or decision taken by us in our capacity as Directors of JPL. We have remained independent of these developments and have continued to discharge our duties with singular focus on the interests of the Company and all its stakeholders, also keeping in mind the orders dated 27.09.2023 and 04.10.2023 passed by the Hon’ble NCLT.

Throughout our tenure, we have discharged our roles in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the fiduciary obligations attached to our respective offices. Our decisions and actions have consistently been guided by what we believed to be in the best interests of the Company and all its stakeholders.

Pertinently, our removal is sought substantially on the premise that the casting of vote on behalf of Jagran Media Network Investment Private Limited (“JMNIPPL”), to appoint us as Independent Directors, was improper, even though that very issue forms part of the disputes presently pending adjudication before the Hon’ble NCLT. There are no specific allegations on merits regarding our performance, conduct, integrity, or discharge of responsibilities forming the basis of the proposed removal. The absence of any governance-related or performance-related concerns is a relevant circumstance which the members may kindly consider while evaluating the proposed resolutions.

Many of us have been associated with the Company for several years, with some Independent Directors serving since 2018-2019 and currently in their second term. Mr. Satish Chandra Mishra, in particular, has been associated with the Company since 1986 and has played a critical role in its operations for decades. As head of the production function, he has overseen the continuity, timeliness, and quality of publication across the Company’s multiple printing centres and presently serves as the “occupier” for more than 20 printing facilities of the Company. His contribution to the functioning and operational stability of JPL has been significant and longstanding.

Over the years, all of us have actively contributed towards strengthening governance standards, improving regulatory compliance processes, and ensuring institutional stability within the Company. In the midst of an ongoing promoter-level dispute, the role of Independent Directors

REPRESENTATION UNDER SECTION 169(4) OF THE COMPANIES ACT, 2013 *To the Members of Jagran Prakashan Limited — Extra-ordinary General Meeting, 29 May 2026*

and non-promoter directors becomes even more important to ensure that the interests of public shareholders and minority stakeholders continue to be represented fairly and independently.

It is pertinent to note that the Independent Directors consistently attempted to facilitate a fair and constructive resolution of the promoter dispute in the overall interest of the Company and its stakeholders. However, owing to the differences between the promoters, these efforts could not materialize into a settlement.

We must also bring to the notice of the members that this action has been initiated by certain members of the promoter and promoter group who, while acting through the Board of JPL, had not objected to the appointment of the majority of the directors whose removal is now sought. It was pursuant to approval at the Board level that we consented to act as directors. The sudden and stark volte face is accordingly, inexplicable.

The proposed removal of a substantial portion of the Board, particularly in the absence of any allegations concerning performance or misconduct, may have far-reaching consequences for the Company. Such actions risk adversely affecting investor confidence, governance perception, institutional stability, and ultimately the Company's market capitalisation. Continuity and stability at the Board level are critical for maintaining stakeholder confidence, especially during periods of internal disputes.

We must also highlight that pursuant to the orders dated 27.09.2023 and 04.10.2023 passed by the Hon'ble NCLT in C.P. No. 64 of 2023, major decisions of the Company were to be taken by the Board in accordance with the Companies Act, 2013 and the Articles of Association of the Company. In line with the said arrangement, the Board had authorised Mr. Mishra to oversee the routine day-to-day operations of the Company under the supervision of the Board. The proposal seeking his removal appears to directly undermine the governance framework and operational arrangement put in place pursuant to the aforesaid orders of the Hon'ble NCLT.

In recent months, the Independent Directors had also initiated steps aimed at improving oversight and institutional governance within the Company. It was proposed that the Nomination and Remuneration Committee review the performance and appraisal mechanisms concerning Whole-time Directors, Key Managerial Personnel, Executive Presidents, and Senior Management Personnel, and, if necessary, engage an external HR agency at a later stage. It was further proposed that periodic business and operational reviews be presented to a committee of Independent Directors prior to quarterly Board meetings. While these proposals initially received concurrence from the promoter-group directors (during the decisions taken by the Board during its meeting on 19.12.2025), certain members of the promoter and promoter group subsequently reversed their position, questioned the legitimacy of the Independent Directors themselves, and thereafter proceeded with the present requisition seeking our removal. This position is glaringly evident from the fact two of the promoters who filed C.A. No. 06 of 2026 in C.P. No. 64 of 2023 sought stay on the operation and the implementation of the above decision of the Board dated 19.12.2025. By way of order dated 23.04.2026, C.A. No. 06 of 2026 has been dismissed.

REPRESENTATION UNDER SECTION 169(4) OF THE COMPANIES ACT, 2013 *To the Members of Jagran Prakashan Limited — Extra-ordinary General Meeting, 29 May 2026*

Unfortunately, in recent meetings, there has also been a visible decline in constructive engagement at the Board level. Discussions concerning the affairs and long-term interests of the Company have increasingly been overshadowed by disputes and disagreements unrelated to the Company's operational and business priorities. It is also noteworthy that certain members of the promoter and promoter group have, in effect, sought to impose their will on the Board, not in discharge of their duties as directors of JPL, but as representatives of JMNIPL and in furtherance of promoter-level disputes. Such conduct risks impairing institutional decision-making, weakening governance standards, and creating uncertainty for management, shareholders, employees and other stakeholders. Even so, despite the circumstances and the reputational strain arising from these developments, we have continued to discharge our duties independently, responsibly, and in the best interests of the Company and all its stakeholders.

We further respectfully draw the attention of the Members to the observations made by the Hon'ble NCLT in the course of the ongoing proceedings concerning the governance and control disputes affecting the promoter group and JMNIPL, the holding company of JPL. In this background, the Independent Directors have considered it their duty to ensure that sound governance standards, institutional stability, regulatory compliance and accepted corporate practices continue to be preserved while the underlying issues concerning authority, voting and representation remain sub judice before the Hon'ble Tribunal.

On several occasions, differing interpretations of the proceedings and orders passed by the Hon'ble Tribunal have been advanced before the Board by various factions within the promoter group, even while the substantive disputes remain pending adjudication. In declining to adopt or endorse any particular interpretation in relation to such contested issues, and in refraining from assuming the role of adjudicating upon matters squarely falling within the jurisdiction of the Hon'ble Tribunal, the Independent Directors have acted strictly within the confines of their legal and fiduciary obligations. Allegations suggesting bias or partisanship are respectfully denied. The role of Independent Directors is to safeguard the interests of the Company and all stakeholders, including public shareholders, and not to pre-judge disputed questions of law or fact presently pending before judicial forums.

The Members may also note that the very persons who now seek to characterise the appointment or continuation of the Independent Directors as improper had, for a substantial period following their appointment and re-appointment, raised no objection whatsoever to the participation of the Independent Directors in the meetings of the Board, committees, or shareholders of the Company. The present reversal of position appears to have arisen only subsequently and not on account of any concern relating to governance standards, performance, integrity, or discharge of duties by the Independent Directors.

We further place on record that the Independent Directors have, on multiple occasions, sought greater institutional oversight, enhanced governance review mechanisms, and fuller management-level reporting structures in relation to the functioning of the Company. Any attempt to compel

REPRESENTATION UNDER SECTION 169(4) OF THE COMPANIES ACT, 2013 *To the Members of Jagran Prakashan Limited — Extra-ordinary General Meeting, 29 May 2026*

Independent Directors to adopt positions in relation to disputed promoter issues, or to dilute their independent functioning during the pendency of proceedings before the Hon'ble Tribunal, would only further complicate the governance and compliance environment presently surrounding the affairs of the Company. The mandate of the Board and its Independent Directors ultimately remains subject to the lawful exercise of voting rights by the Members in accordance with applicable law, and it has never been the role or intention of the Independent Directors to interfere with or pre-determine that process.

In this background, we request the members to carefully consider this representation and the broader implications of the proposed resolutions before casting their vote.

We remain committed to upholding the highest standards of governance and to acting at all times in the best interests of Jagran Prakashan Limited.

Yours sincerely,

For and on behalf of the seven Independent Directors (as below),

Jagran Prakashan Limited

Ms. Divya Karani — DIN: 01829747

Divya Karani

Mr. Shailendra Swarup — DIN: 00167799

Shailendra Swarup

Ms. Anita Nayyar — DIN: 03317861

Anita Nayyar

Ms. Kemisha Soni — DIN: 06805708

Kemisha Soni

Mr. Pramod Agarwal — DIN: 00038838

Pramod Agarwal

Mr. Shaalin Tandon — DIN: 01892562

Shaalin Tandon

Mr. Arun Anant — DIN: 02427545