

February 9, 2017

1) Manager-CRD,  
Bombay Stock Exchange Ltd.,  
Dalal Street,  
Mumbai-400001

Fax No.022-22722037/39/41  
Re: Jagran Prakashan Limited  
Script Code: 532705  
ISIN No. INE 199G01027

2) Listing Manager,  
National Stock Exchange of India Ltd.,  
'Exchange Plaza'  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai-400 051

Fax: 022- 26598237/38  
Re: Jagran Prakashan Limited  
Scrip Code: JAGRAN  
ISIN No. INE 199G01027

Dear Sir,

**Sub: Declaration of Results of Postal Ballot (including e-voting)**

In furtherance to our letter dated January 9, 2017 in relation to the Notice of Postal Ballot and e-voting to the members seeking their approval through Special Resolution for buy-back by the Company of upto 1,55,00,000 fully paid-up equity shares at a price of Rs. 195 per equity share from all the members of the Company, as on the record date, on a proportionate basis through the tender offer route.

Post-closing of the voting period on February 8, 2017, the scrutinizer has submitted its report on the results of Postal Ballot (including E-voting) on February 9, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the special resolution in the aforesaid Postal Ballot Notice has been passed with the requisite majority by the members of the Company.

The details of the voting results in the format specified under Listing Regulations and the Scrutinizer report is enclosed.

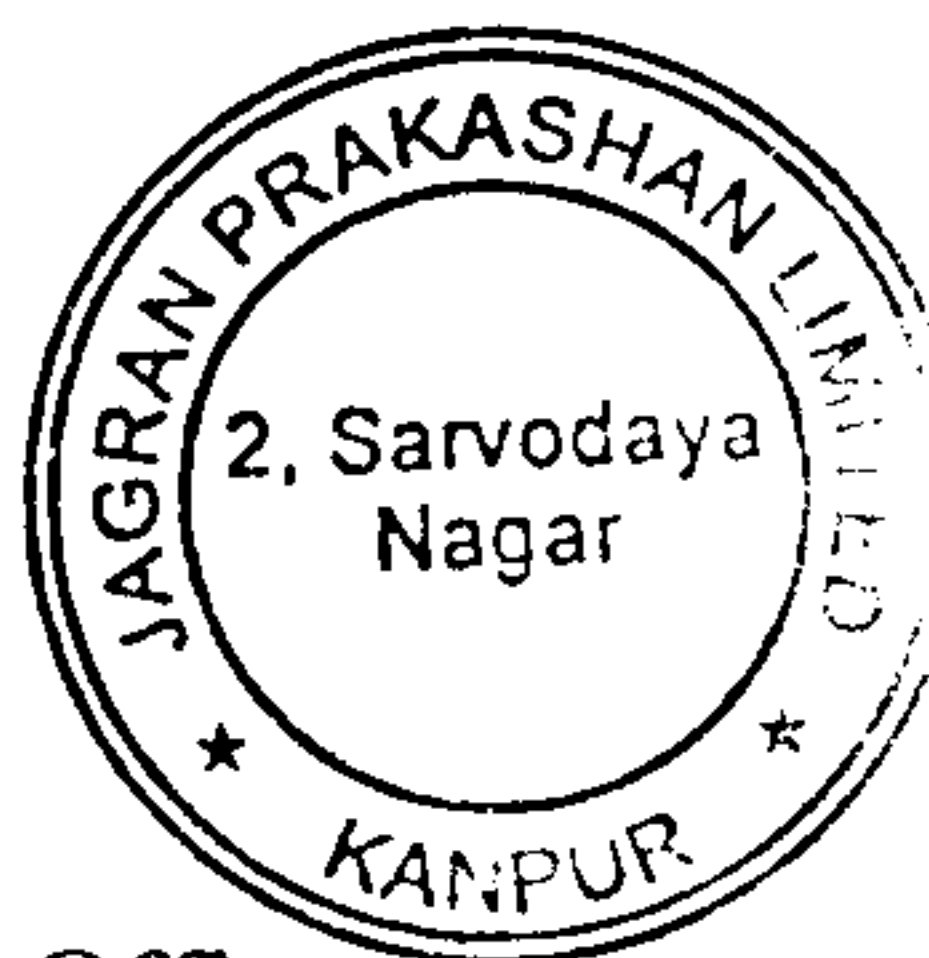
Kindly take the same on record.

Thanking You,

**For Jagran Prakashan Limited**

*Amit Jaishwal*

**(AMIT JAISWAL)  
Company Secretary & Compliance Officer**



**JAGRAN PRAKASHAN LIMITED-CIN-L22219UP1975PLC004147**

<b>Date of the General Meeting</b> (Postal Ballot & E-voting)	9 <sup>th</sup> February, 2017 ( Date of declaration of results of Postal Ballot and e-voting)
<b>Total number of shareholders on record date</b>	33,308
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	Not Applicable Not Applicable

**Item No.1: Special Resolution under section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 for Buyback of upto 155,00,000 (One hundred and fifty five lakh) equity shares of the Company (representing 4.74% of the total number of equity shares in the paid up capital of the Company) from all the equity shareholders on a proportionate basis through the “Tender Offer” route as prescribed under SEBI (Buy-Back of Securities) Regulations, 1998 at a price of INR 195 per equity share aggregating INR 302,25,00,000 (Rupees Three hundred two crores and twenty five lakhs)**

<b>Resolution required: (Ordinary/Special)</b>		Special Resolution						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>		Yes (to the extent of their shareholding)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	198629791	198629791	100	198629791	-	100.0000	-
	Poll	198629791	-	-	-	-	-	-
	Postal Ballot	198629791	-	-	-	-	-	-
	<b>Total (A)</b>	<b>198629791</b>	<b>198629791</b>	<b>100</b>	<b>198629791</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
<b>Public-Institutions</b>	E-Voting	90827514	61254888	67.4409	60547259	707629	98.8448	1.1552
	Poll	90827514	-	-	-	-	-	-
	Postal Ballot	90827514	-	-	-	-	-	-
	<b>Total (B)</b>	<b>90827514</b>	<b>61254888</b>	<b>67.4409</b>	<b>60547259</b>	<b>707629</b>	<b>98.8448</b>	<b>1.1552</b>
<b>Public-Non Institutions</b>	E-Voting	37454524	5381606	14.3684	5381398	208	99.9961	0.0039
	Poll	37454524	-	-	-	-	-	-
	Postal Ballot	37454524	41336*	0.1104	32323	1680	78.1958	4.0643
	<b>Total (C)</b>	<b>37454524</b>	<b>5422942</b>	<b>14.4787</b>	<b>5413721</b>	<b>1888</b>	<b>99.8300</b>	<b>0.0348</b>
<b>GRAND TOTAL (A+B+C)</b>		<b>326911829</b>	<b>265307621</b>	<b>81.1557</b>	<b>264590771</b>	<b>709517</b>	<b>99.7298</b>	<b>0.2674</b>

\*Include 7333 invalid votes.

*Amal Kumar*



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)  
Tel. : 0512-2332397 • **Mobile** : 09839100709  
**E-mail** : adesh.tandon11@gmail.com

Date..09/02/2017....

**SCRUTINIZER'S REPORT - COMBINED**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]*

To,  
**THE CHAIRMAN**  
**JAGRAN PRAKASHAN LIMITED**  
**JAGRAN BUILDING, 2,**  
**SARVODAYA NAGAR,**  
**KANPUR-208005**

**Sub Combined Scrutinizers Report on Voting by Postal Ballot including E-Voting in  
respect of passing the Resolutions contained in the Notice of Postal Ballot dated 5<sup>th</sup>  
January 2017**

Dear Sir,

I, **Adesh Tandon, Company Secretary in Practice**, Proprietor of Adesh Tandon & Associates, having its office at Office No. 811, 8<sup>th</sup> Floor, Kan Chambers, 14/113 Civil Lines, Kanpur - 208001 have been appointed by the Board of Directors of **Jagran Prakashan limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the Postal Ballot & E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot and E-Voting carried out, as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule 2014 and subsequent amendment thereon on the resolution set out in the Notice of the Postal Ballot dated 5<sup>th</sup> January 2017.



# ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

## Adesh Tandon

FCS, LLB, B.Com, AAIMA

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

Date: 09/02/2017...

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting through Postal Ballot and Electronic Means on the resolutions contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process and E-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast 'in favour' or 'against' the resolution as stated in the Notice of Postal Ballot, based on the postal ballot received from shareholders and reports generated from E-voting system provided by the Karvy Computershare Private Limited ("Karvy") the authorized agency to provide e-voting facility, engaged by the Company.

The Postal Ballot Notice dated 5<sup>th</sup> January 2017 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the company holding shares as on cut-off date i.e. 30<sup>th</sup> December 2016 were entitled to vote on the Resolutions proposed as set out in the Notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 respectively in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot forms received up to the close of working hours on 8<sup>th</sup> February 2017 (5 P.M), being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for Scrutiny for the purpose of this report.



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**Adesh Tandon**  
FCS, LLB, B.Com, AAIMA

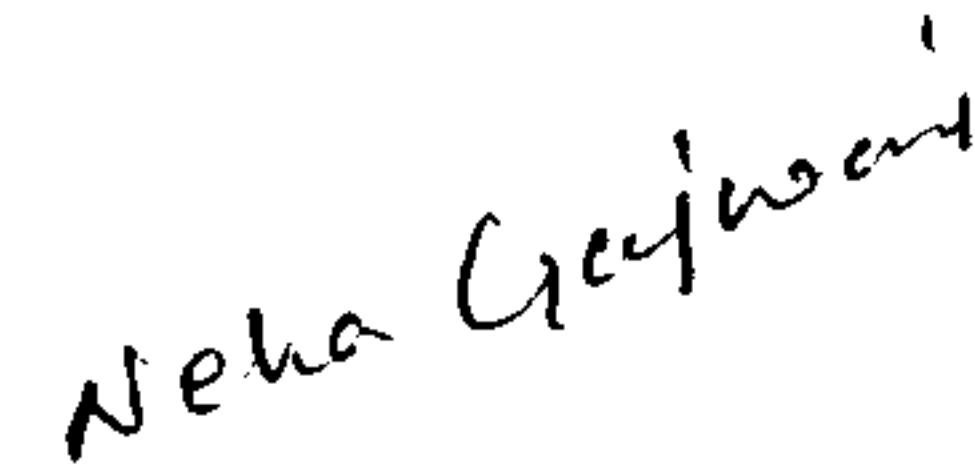
811, 8th Floor, KAN Chambers,  
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**E-mail** : adesh.tandon11@gmail.com

Date... 09/02/2017...

4. The Postal Ballot Forms were kept in my safe custody.
5. The E-Voting period remained open from 10<sup>th</sup> January, 2017 (09:00 AM) to 8<sup>th</sup> February, 2017 (05:00 PM).
6. At the end of the E-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company. Mr. Awashesh Dixit, Address-30/6 Vishnupuri, Kanpur and Ms. Neha Gajwani, Address-116/203 Gandhi Nagar, Kanpur, They have signed below in confirmation of the E-Votes being unblocked in their presence.

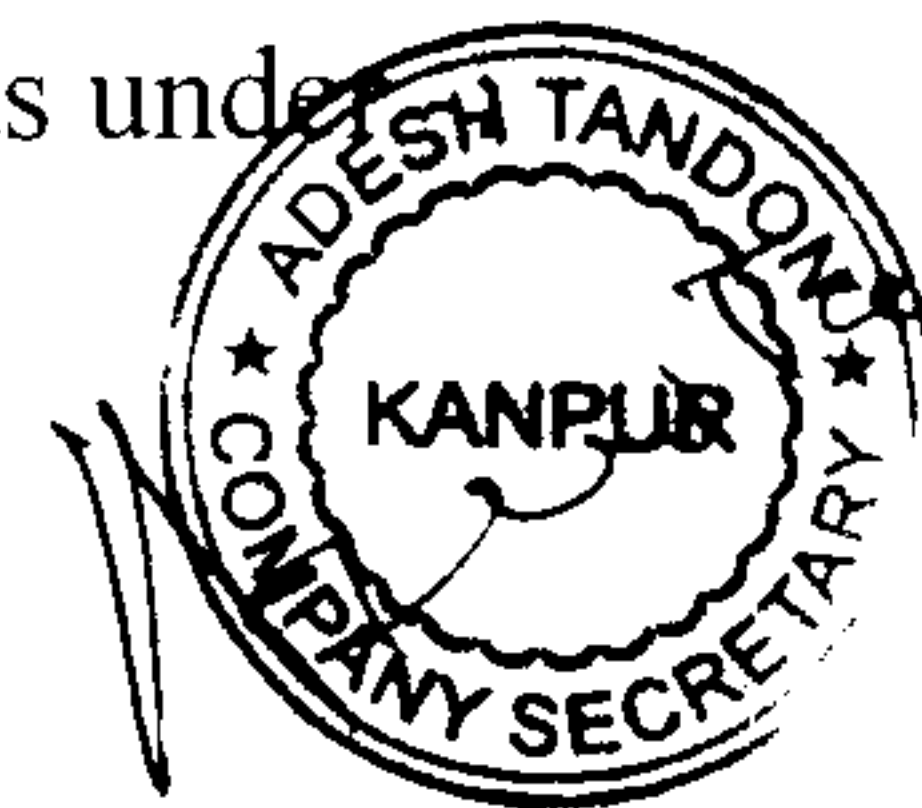


Mr. Awashesh Dixit.



Ms. Neha Gajwani

7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of Karvy.
8. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for that purpose.
9. I have scrutinized the votes casted through electronic means and through postal ballot for the purpose of this report and the summary of the voting is as under



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Date..09/02/2017...

**(a) Resolution No. 1:**

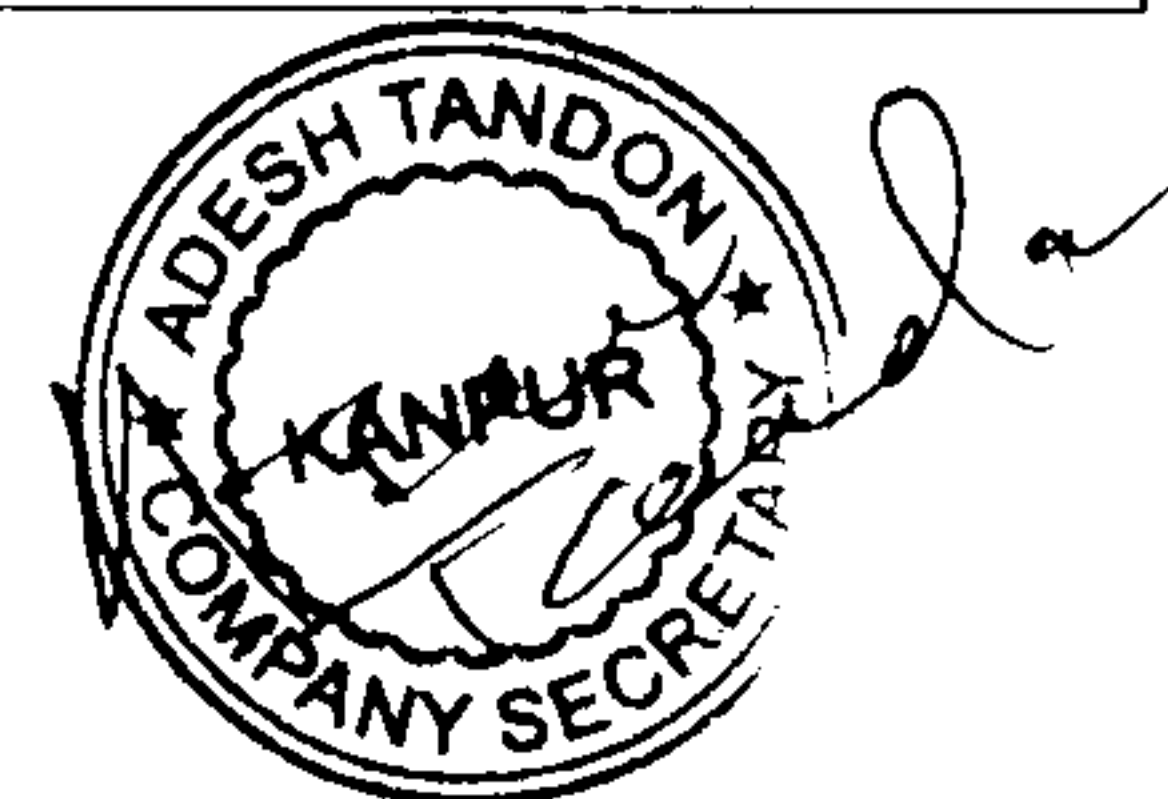
**SPECIAL RESOLUTION:** Under section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 for Buyback of upto 155,00,000 (One hundred and fifty five lakh) equity shares of the Company (representing 4.74% of the total number of equity shares in the paid up capital of the Company) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under SEBI (Buy-Back of Securities) Regulations, 1998 at a price of INR195 per equity share aggregating INR 302,25,00,000 (Rupees Three hundred two crores and twenty five lakhs)

**(i) Voting in favour of the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	247	32323	95.06
Voting through Electronic Means (E-Voting)	168	264558448	99.73
<b>Total</b>	<b>415</b>	<b>264590771</b>	<b>99.73</b>

**(ii) Voting against the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	17	1680	4.94
Voting through Electronic Means (E-Voting)	10	707837	0.27
<b>Total</b>	<b>27</b>	<b>709517</b>	<b>0.27</b>



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Date: 09/02/2017.....

## (iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through Postal Ballot	30	7333
Voting through Electronic Means (E-Voting)	-	-
<b>Total</b>	<b>30</b>	<b>7333</b>

*Since the votes cast in favour of the resolution are more than 3 times of the votes cast against the resolution. The said Special Resolution is deemed to be passed with special majority.*

**You may accordingly declare the result of the voting.**

10. All the relevant records were handed over to the Company Secretary of the company as authorized by the Board of directors in this behalf for safe keeping.

**Place: Kanpur**

**Date: 09/02/2017**

**Thanking You**

**Adesh Tandon & Associates  
Company Secretaries**

**ADESH TANDON & ASSOCIATES  
COMPANY SECRETARY**

*Adesh Tandon*  
Proprietor

(AdeshTandon) C.P. No.:1121  
Membership No. 2253  
C.P. No. 1121

*Adesh*