

**TENDER FORM  
(FOR EQUITY SHAREHOLDER HOLDING SHARES IN DEMATERIALIZED FORM)**

Bid Number:  
Date:

BUYBACK OPENS ON:	<b>Friday, 24<sup>th</sup> March, 2017</b>
BUYBACK CLOSES ON:	<b>Monday, 10<sup>th</sup> April, 2017</b>

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify) _____

To,  
**Board of Directors  
Jagran Prakashan Limited**  
Jagran Building, 2 Sarvodaya Nagar  
Kanpur - 208005

India Tax Residency Status: Please tick appropriate box	
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)	

Dear Sirs,

Route of Investment (For NR Shareholders only)	
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme

**Buyback of upto 155,00,000 (One hundred and fifty five lakh) Equity Shares of Jagran Prakashan Limited (the "Company") at a price of INR 195 (Indian Rupees One hundred and ninety five only) Per Equity Share (the "Buyback Price") payable in cash**

- I / We (having read and understood the Letter of Offer dated 11th March 2017 issued by the Company) hereby tender/Offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- Details of Equity Shares held and tendered / offered for Buyback:

	In Figures	In Words
Equity Shares held as on Record Date (24th February, 2017)		
Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares Offered for Buyback		

Note: An Eligible Person may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buyback Entitlement of such Eligible Person shall be accepted to the full extent. The Additional Shares shall be accepted in accordance with Paragraph 19 (Process and Methodology for the Buyback) of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance.

- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buyback and that I/We am are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price as per the Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buyback Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback. In case, if for any reason the Equity Shares cannot be credited to the above demat account, I/We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.

----- Tear along this line -----

**Acknowledgement Slip: JAGRAN PRAKASHAN LIMITED BUY BACK OFFER 2017  
(to be filled by the Equity Shareholder) (subject to verification)**

DP ID: \_\_\_\_\_ Client ID \_\_\_\_\_

STAMP OF BROKER

Received from Shri./ Smt. \_\_\_\_\_  
Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_  
Please quote Client ID No. & DP ID No. for all future correspondence

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

11. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of the Sole/First Equity Shareholder				

\*Corporate must affix rubber stamp and sign

Applicable for all Non-resident shareholders

I/We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.

**INSTRUCTIONS**

- This Buyback Offer will open on Friday, 24th March, 2017 and close on Monday, 10th April, 2017.
- This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of equity shares they intend to tender under the Buyback Offer.
- Shareholders should submit their duly filled Tender Form to at the office of Registrar to the Buyback Offer (as mentioned in section 20 (Procedure for Tender Offer and Settlement) of the Letter of Offer) only post placing the bid via the Shareholder Broker.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents:
  - Approval from the appropriate authority for such merger.
  - The scheme of merger.
  - The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The Shares in the Buyback Offer shall be rejected if the tenderer is not a shareholder of the Company as on the Record Date, if there is a name mismatch in the demat account of the Shareholder or if the Eligible person had made a duplicate bid.
- The Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
- Eligible Persons to whom the Buyback Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**Karvy Computershare Private Limited**

**Unit: Jagran Prakashan Limited**

Karvy Selenium, Tower- B, Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India

**Tel No:** +91 040-67162222; **Fax No:** +91 040 – 23431551

**Contact Person:** M.Murali Krishna

**Email:** jpl.buybackoffer@karvy.com; **Website:** www.karvycomputershare.com