

**Tender Form****Bid Number :**

<b>BUYBACK OPENS ON</b>	Tuesday, 10th July, 2018
<b>BUYBACK CLOSES ON</b>	Monday, 23rd July, 2018

**Date :**

For Registrar / collection centre use		
Inward No.	Date	Stamp

**Status (please tick appropriate box)**

<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

**Indian 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 country of residence)		

**Route of Investment (For NR Shareholders only)**

<input type="checkbox"/>	Portfolio Investment Scheme	<input type="checkbox"/>	Foreign Investment Scheme
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To,  
The Board of Directors  
Jagran Prakashan Limited  
Jagran Building  
2 Sarvodaya Nagar  
Kanpur - 208005

**Dear Sirs,**

**Sub: Buyback of upto 150,00,000 (One crore and fifty 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 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 (15 <sup>th</sup> June, 2018)		
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 section 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 which 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 is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid as per SEBI notified Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 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 Company to effect the Buyback in accordance with the Companies Act and Buyback Regulations.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.

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**Acknowledgement Slip: JAGRAN PRAKASHAN LIMITED BUY BACK OFFER 2018****(to be filled by the Equity Shareholder) (subject to verification)**

STAMP OF BROKER

Ledger Folio No.: \_\_\_\_\_

Received from Mr./Ms./Mrs. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

11. Details of Share Certificate(s) enclosed:

Total No. of Share Certificates Submitted : \_\_\_\_\_

Serial	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
<b>Total</b>					

*In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.*

12. Details of other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

- |  |  |
|--|--|
| <input type="checkbox"/> Power of Attorney         | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of JagranPrakashanLimited hereby tendered in the Offer |
| <input type="checkbox"/> Death Certificate         | <input type="checkbox"/> Succession Certificate  |
| <input type="checkbox"/> Self-attested copy of PAN | <input type="checkbox"/> Corporate authorisations  |
| <input type="checkbox"/> TRS                       | <input type="checkbox"/> Others (please specify)   |

13. Mode of payment (Please ✓):  Electronic  Physical

	1 <sup>st</sup> /Sole holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s)				
PAN				
Address of the 1 <sup>st</sup> / sole holder				
Telephone of 1 <sup>st</sup> / sole holder		e-mail id of 1 <sup>st</sup> / sole holder		
Signature(s) *				

\*Corporate must also affix rubber stamp and sign

14. 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 7<sup>th</sup> 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. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

Name of Bank	Branch and City	Account Number (Indicate Type of Account)

#### INSTRUCTIONS

- This Buyback Offer will open on Tuesday, 10th July, 2018 and close on Monday, 23rd July, 2018.
- 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.
- Eligible Persons who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Shareholder Broker, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares**
  - The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares.
  - Original share certificates
  - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company
  - Self-attested copy of the Shareholder's PAN Card
  - Any other relevant documents such as (but not limited to):
    - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
    - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased
    - Necessary corporate authorisations, such as board resolutions etc., in case of companies
  - In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- 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; and
  - The requisite form filed with MCA intimating the merger.
- Eligible Persons whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
- All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
  - Non-submission of Notarized copy of death certificate and succession certificate/probate/will, as applicable in case any Eligible Person has deceased.
  - If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
  - In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar.
- 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.
- The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; or (ii) if the Eligible Shareholder has made a duplicate bid.

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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 FOLIO NUMBER:**

**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**