

June 23, 2016

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

Fax No.022-22722037/39/41
Re: Jagran Prakashan Limited
Scrip 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: Result of the Meeting of Public Shareholders conducted through Postal Ballot and E-voting

Ref: Approval of the Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company), Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited(Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited(Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company.

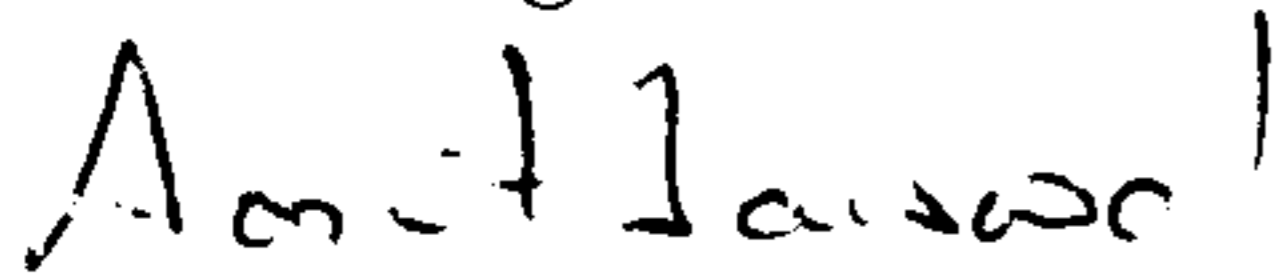
In compliance with applicable provisions of SEBI (LODR) Regulation, 2015 please find enclosed herewith the following-

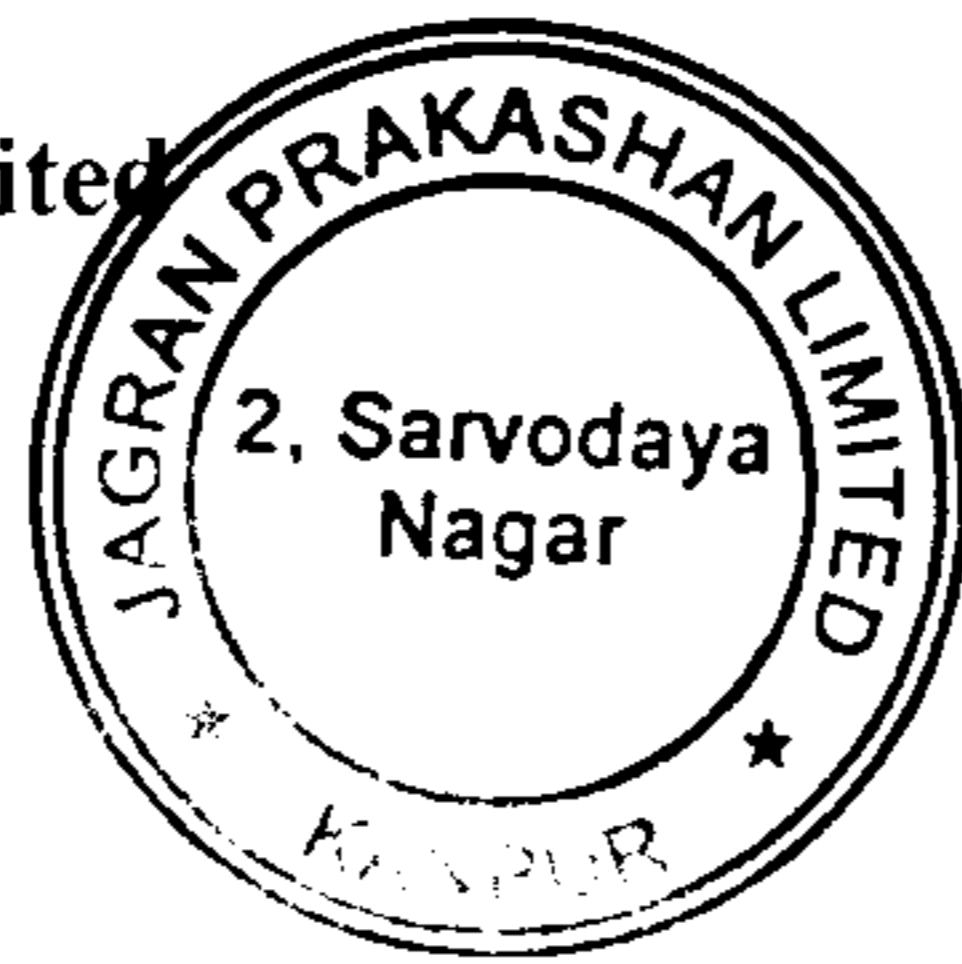
- (i) Proceedings of Meeting of Public Shareholders conducted through Postal Ballot and E-voting process pursuant to section 108, section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act 2013 and Companies Act, 1956, upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 (ANNEXURE-I).
- (ii) Result of Postal Ballot and E-voting as per Regulation 44 (3) declared on June 23, 2016 in the prescribed format (ANNEXURE-II).
- (iii) Scrutinizer Report dated June 23, 2016 submitted by Mr. P M V Subba Rao, Scrutinizer and Practicing Company Secretary (ANNEXURE-III).

Kindly take the same on your record & oblige.

Thanking you,
Yours faithfully,

For Jagra Prakashan Limited


(Amit Jaiswal)
Company Secretary
Encl.:As above



ANNEXURE-I

PROCEEDINGS OF MEETING OF PUBLIC SHAREHOLDERS THROUGH POSTAL BALLOT / E-VOTING IN RESPECT OF ONE ORDINARY RESOLUTION, SET OUT IN THE NOTICE OF POSTAL BALLOT AND E-VOTING DATED APRIL 26, 2016 PURSUANT TO SECTION 110 AND SECTION 108 OF THE COMPANIES ACT, 2013, AS PER THE RESULT OF POSTAL BALLOT AND E-VOTING DECLARED ON JUNE 23, 2016 AT 12:00 NOON AT REGISTERED OFFICE OF THE COMPANY AT 2, SARVODAYA NAGAR, KANPUR

PRESENT:

Mr. Mahendra Mohan Gupta
Mr. Sunil Gupta
Mr. R.K. Agarwal
Mr. Amit Jaiswal

Chairman & Managing Director
Whole-Time Director
Chief Financial Officer
Company Secretary

Mr. Mahendra Mohan Gupta, Chairman & Managing Director of the Company noted that the Company has circulated Postal Ballot and E-voting notice dated April 26, 2016 for the purpose of obtaining consent of public shareholders of the Company for approval of the Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company), Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited (Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited (Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company.

The Chairman noted that based on the Postal Ballot forms received and E-voting done from May 23, 2016 (from 9:00 A.M.) to June 21, 2016 (upto 5:00 P.M.), CS P M V Subba Rao, the scrutinizer has today submitted his report dated June 23, 2016.

The summary of the Postal Ballot Forms / Electronic Votes received from Public Shareholders as stated in the scrutinizers report is as follows:

Sr. No.	Particulars	No. of members voted through Postal Ballot Forms	No. of votes cast (Shares) Postal Ballot Forms	No. of Members voted in E-Voting	No. of Votes Cast (Shares) – E-voting
1.	Total Postal ballot/E-Votes Received	112	15261	137	67687595
2.	Less: Invalid/ Abstain	4	167	2	300
3.	Net valid votes	108	15094	135	67687295
4.	With Assent	102	14827	130	67687102
5.	With dissent	6	267	5	193

Based on the voting done through Postal Ballot/ E-voting by Public Shareholders, result as detailed in the Scrutinizer Report in the prescribed as per Regulation 44 (3) of the SEBI Disclosures under SEBI (Listing and Disclosure) Regulations, 2015 is as under:



A handwritten signature in black ink, appearing to be "S. P. V. Subba Rao".

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
Promoter and Promoter Group*	E-Voting	198629791	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (A)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	92474807	62572767	67.6647	62572767	0	100.00	0.00
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Total (B)		62572767	67.6647	62572767	0	100.00	0.00
Public-Non Institutions	E-Voting	35807231	5114528	14.2835	5114335	193	99.9962	0.0038
	Postal Ballot		15094	0.0422	14827	267	98.2311	1.7689
	Total (C)		5129622	14.3257	512912	460	99.9910	0.0090
GRAND TOTAL (A+B+C)		326911829	67702389	20.7097	67701929	460	99.9993	0.0007

*Upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 consent of only Public Shareholders was taken through Postal Ballot and E-voting.

Based on the above and as concluded by the scrutinizer also in his report, the resolution is duly passed by requisite majority (99.9993%) by way of Postal Ballot and E-voting.

Accordingly the Chairman & Managing Director announced that the following ordinary resolution has been duly passed by requisite majority.



Item No.1: Approval of Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company), Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited(Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited(Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company.

“RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015, the Observation Letter issued by BSE Limited and the National Stock Exchange of India Limited both dated 24th February, 2016 and relevant provisions of applicable laws and subject to the approval of the High Court of Judicature at Bombay and the High Court of Judicature at Allahabad, the Scheme of Arrangement (the **“Scheme”**), between Jagran Prakashan Limited (the **“Amalgamated Company”**) and Crystal Sound & Music Private Limited (**“Crystal”** or **“Transferor Company 1”**) and Spectrum Broadcast Holdings Private Limited (**“Spectrum”** or **“Transferor Company 2”**) and Shri Puran Multimedia Limited (**“SPML”** or **“Demerged Company”**) and Music Broadcast Limited (**“MBL”** or **“Resulting Company”**) and their respective shareholders and creditors, for the Transferor Companies to be amalgamated with the Amalgamated Company and Demerged Company to be demerged with Resulting Company, be and is hereby approved and agreed to, with / without any modifications and/or conditions, if any, which may be required and/or be imposed by the High Court of Judicature at Bombay and/or the High Court of Judicature at Allahabad while sanctioning the Scheme, or by any other authorities under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Amalgamated Company (herein referred to as the **“Board”**, which term shall be deemed to include any committee or any person(s) which the Board may constitute or nominate to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such deletions/modifications/directions as may be required and/or imposed by the High Court of Judicature at Bombay and/or the High Court of Judicature at Allahabad while sanctioning the Scheme, or by any other authorities under applicable law, to give effect to this resolution.”

The proceedings were concluded with a vote of thanks to the Chair.

Date: 23rd June, 2016
Place: Kanpur

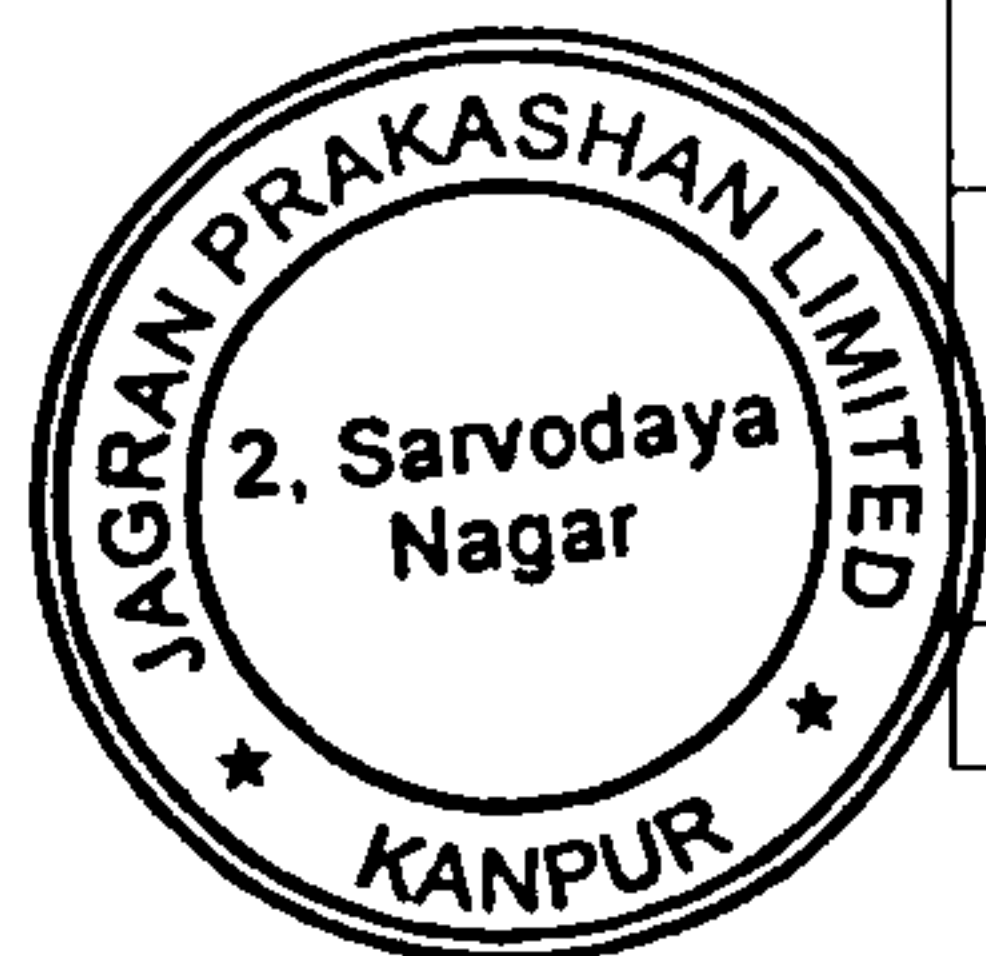
(Mahendra Mohan Gupta)
Chairman & Managing Director
DIN 00020451



JAGRAN PRAKASHAN LIMITED-CIN-L22219UP1975PLC004147	
Date of the General Meeting (Postal Ballot & E-voting)	23 rd June, 2016(Date of declaration of results of Postal Ballot and e-voting)
Total number of shareholders on record date	31216
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable Not Applicable

Item No.1: Approval of the Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company), Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited(Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited(Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company

Resolution required: (Ordinary Special)		Ordinary Resolution for Item No. 1						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes*						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-Voting	198629791	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total (A)		N.A.	N.A.	N.A.	N.A.	N.A.	
Public-Institutions	E-Voting	92474807	62572767	67.6647	62572767	0	100.00	0.0000
	Postal Ballot		0	0.0000	0	0	0.00	0.0000
	Total (B)		62572767	67.6647	62572767	0	100.00	0.0000
Public-Non Institutions	E-Voting	35807231	5114528	14.2835	5114335	193	99.9962	0.0038
	Postal Ballot		15094	0.0422	14827	267	98.2311	1.7689
	Total (C)		5129622	14.3257	5129162	460	99.9910	0.0090
GRAND TOTAL (A+B+C)		326911829	67702389	20.7097	67701929	460	99.9993	0.0007



*Upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 consent of only Public Shareholders was taken through e-voting and postal ballot.

Amil Kumar

ANNEXURE-II

P.M.V. Subba Rao
&
Associates
Company Secretaries

CS P.M.V. Subba Rao
FCS., LL.M., PGDADR.
Partner

SCRUTINIZERS REPORT

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

To,
The Chairman and Managing Director,
Jagran Prakashan Limited,
Jagran Building,
2, Sarvodaya Nagar,
Kanpur-208 005

Dear Sir,

Sub.: **Scrutinizer's Report on passing of an Ordinary Resolution by way of postal ballot/E-voting.**

I, CS P M V Subba Rao, a Company Secretary in Whole Time Practice, has been appointed as Scrutinizer of Jagran Prakashan Limited ('the Company') vide resolution dated 26th April, 2016 for Scrutinizing the Postal Ballot and E-voting Process pursuant to section 108, section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act 2013 and Companies Act, 1956, upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 for the purpose of Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company, Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited (Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited (Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company and ascertaining the passing of the Ordinary Resolution contained in the Postal Ballot and E-voting Notice dated 26th April, 2016. The dispatch of Notices were completed on May 16, 2016. The last date for receipt of Postal Ballot Forms and E-voting was fixed as 21st June, 2016 (upto 5:00 P.M.).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot and E-voting on the resolution contained in the Notice dated 26th April, 2016. My responsibility as a scrutinizer of the Postal Ballot and E-voting Process is restricted to make a Scrutinizer's report of the votes cast 'in favour' or 'against' the resolution stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorised agency engaged by the Company to provide e-voting facility upto 5:00 P.M. and postal ballot forms received by post till 21st June, 2016.



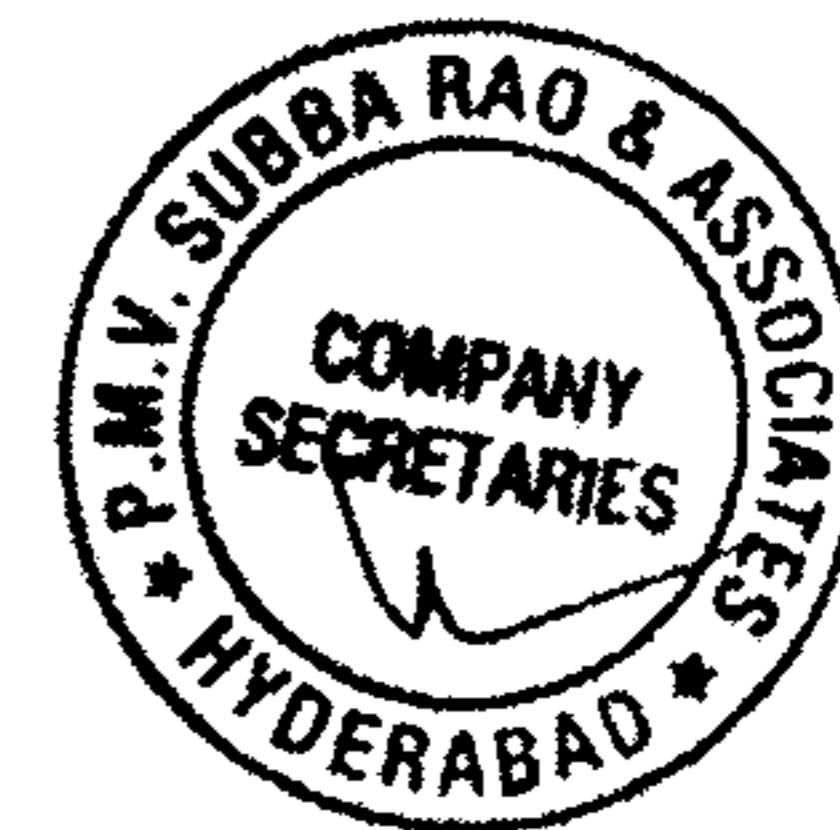
On the basis of Postal Ballot papers received and e-voting done from May 23, 2016 (from 9:00 A.M.) to June 21, 2016 (upto 5:00 P.M.), my report is as under:

- i. In accordance with the notice dated 26th April, 2016 sent to the shareholders and the advertisement pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the voting period remained open from 23rd May, 2016 (9:00 A.M.) to 21st June, 2016 (5:00 P.M.).
- ii. The Public Shareholders of the Company as on the "cut-off" date i.e. 29th April, 2016 were entitled to vote on the resolution (item No. 1) as set out in the notice.
- iii. The votes cast were unblocked after 5:00 P.M. on 21st June, 2016.
- iv. The envelope containing postal ballot forms, if any, received after 5:00 P.M. on Tuesday, 21st June, 2016 were not considered for my scrutiny.
- v. No shareholder has casted vote through Postal Ballot as well as E-voting.
- vi. **After scrutiny, the summary of Postal Ballot Forms/ E voting is given below:**

Sr. No.	Particulars	No. of members voted through Postal Ballot Forms	No. of votes cast (Shares) Postal Ballot Forms	No. of Members voted in E-Voting	No. of Votes Cast (Shares) – E-voting
1.	Total Postal ballot/E-Votes Received	112	15261	137	67687595
2.	Less: Invalid/ abstain	4	167	2	300
3.	Net valid votes	108	15094	135	67687295
4.	With Assent	102	14827	130	67687102
5.	With dissent	6	267	5	193

- vii. **Based on above the combined results of Postal Ballot and E-voting are as follows:**

Resolution No. 1: Approval of Scheme of Arrangement between Jagran Prakashan Limited (Amalgamated Company, Crystal Sound & Music Private Limited (Transferor Company 1), Spectrum Broadcast Holdings Private Limited (Transferor Company 2), Shri Puran Multimedia Limited (Demerged Company) and Music Broadcast Limited (Resulting Company) and their respective shareholders and creditors under Sections 391 and 394 read with Section 100 to 103 other relevant provisions of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and any amendments thereto or replacements thereof for amalgamation of the Transferor Companies with the Amalgamated Company and Demerger of Demerged Company into Resulting Company.



(I) VOTED IN FAVOUR OF THE RESOLUTION

	No. of members voted	Number of votes casted In favour	% of total number of valid votes cast
E-voting	130	67687102	99.9774
Postal Ballot	102	14827	0.0219
Total	232	67701929	99.9993

(II) VOTED IN AGAINST THE RESOLUTION

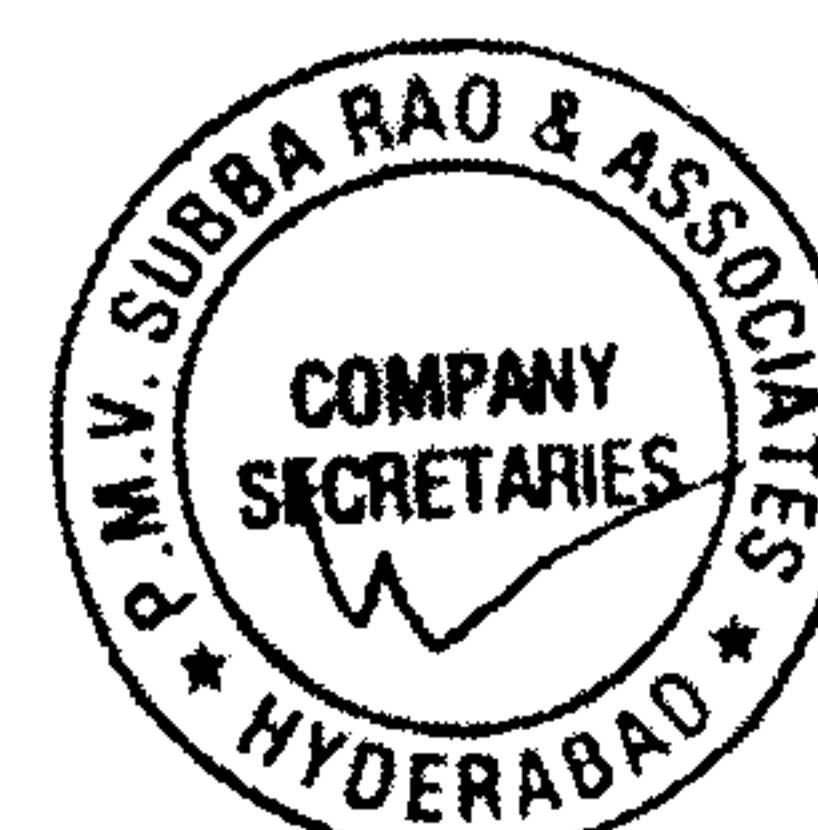
	No. of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	193	0.0003
Postal Ballot	6	267	0.0004
Total	11	460	0.0007

(III) INVALID/ ABSTAIN VOTES:

	No. of members voted	Number of votes cast by them
E-voting	2	300
Postal Ballot	4	167
Total	6	467

viii. Details of voting (through postal ballot forms and e-voting) as per Regulation 44 (3) of the SEBI (LODR), 2015:

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
Promoter and Promoter Group*	E-Voting	198629791	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total (A)		N.A.	N.A.	N.A.	N.A.	N.A.	
Public-Institutions	E-Voting	92474807	62572767	67.6647	62572767	0	100.00	0.0000
	Postal Ballot		0	0.0000	0	0	0.00	0.0000
	Total (B)		92474807	62572767	67.6647	62572767	0	100.00
Public-Non Institutions	E-Voting	35807231	5114528	14.2835	5114335	193	99.9962	0.0038
	Postal Ballot		15094	0.0422	14827	267	98.2311	1.7689
	Total (C)		35807231	5129622	14.3257	5129162	460	99.9910
GRAND TOTAL (A+B+C)		326911829	67702389	20.7097	67701929	460	99.9993	0.0007



Upon the directions of Hon'ble High Court of Judicature at Allahabad, vide order dated 17th March, 2016 on Company Application No. 12 of 2016 of the Amalgamated Company, SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015 consent of only Public Shareholders was taken through Postal Ballot and E-voting.

RESULT

As the number of votes cast in favor of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to item No. 1 as set out in the Postal Ballot and E-voting Notice is passed with requisite majority.

You may accordingly declare the result of the voting by Postal Ballot and E-voting.

Thanking you.

Yours faithfully,

Place: Hyderabad
Date: 23.06.2016



For P.M.V. SUBBA RAO & ASSOCIATES
Company Secretaries


P.M.V. SUBBA RAO
Partner
FCS-4432, COP-3374