

December 21, 2015

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 Extra- Ordinary General Meeting conducted through Postal Ballot and E-voting

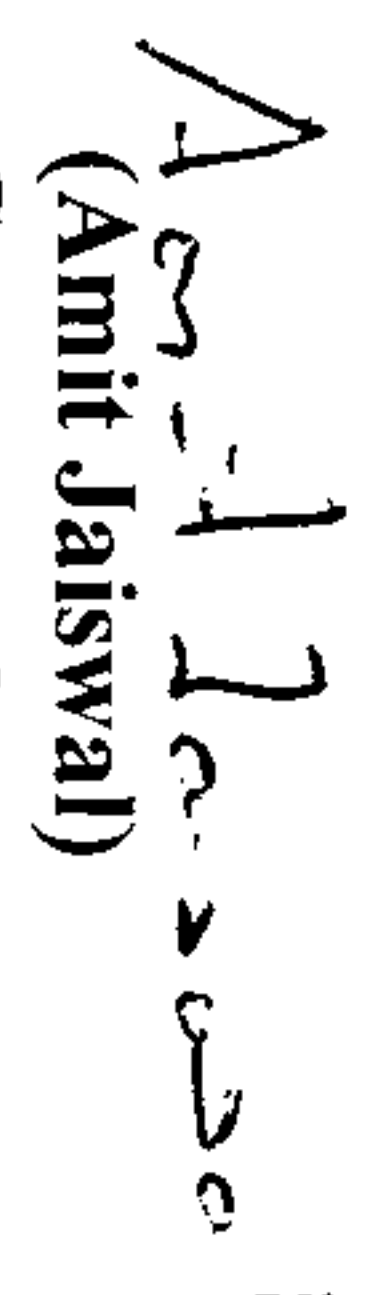
Ref: Approval of the Scheme of Arrangement between Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee Company.

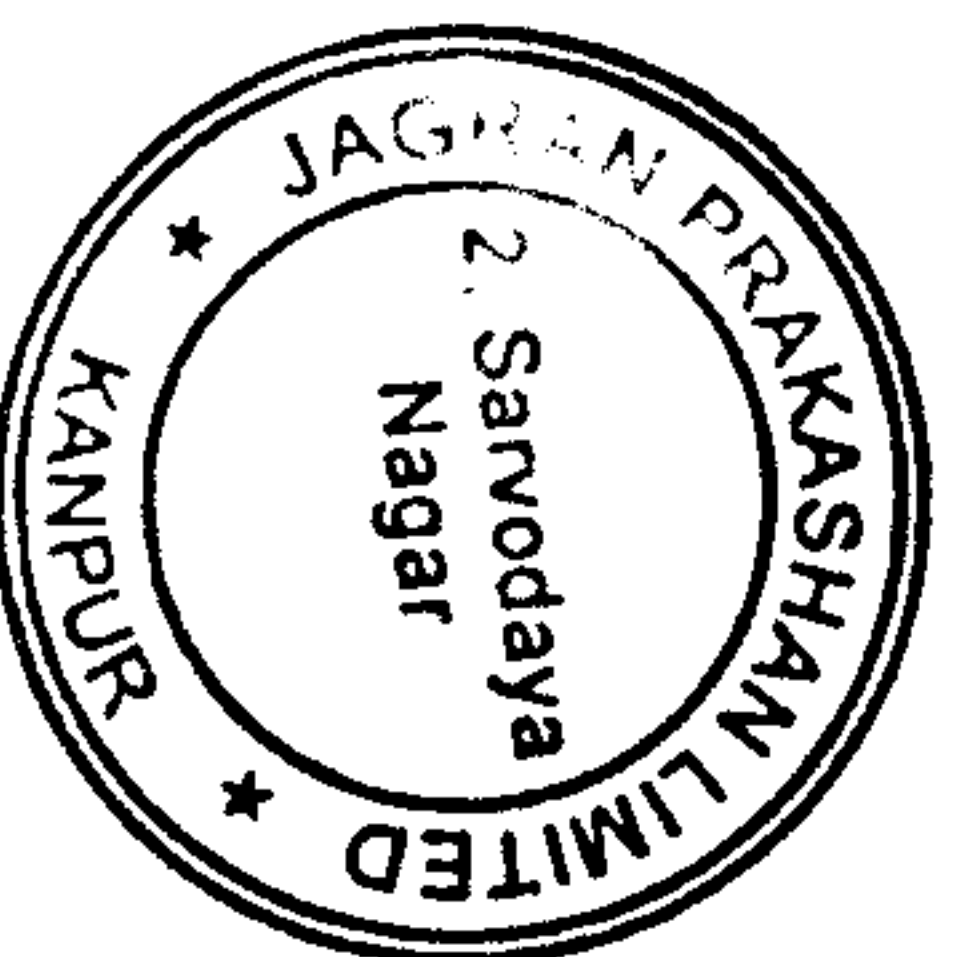
In compliance with Schedule III of Regulation 30 of the Listing Regulation, 2015 please find enclosed herewith the following-

- (i) Proceedings of Extra-Ordinary General Meeting 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, clause 35B of the Listing Agreement and SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (**ANNEXURE-I**).
- (ii) Result as per Regulation 44 (3) declared on December 21, 2015 in the prescribed format (**ANNEXURE-II**).
- (iii) Scrutinizer Report dated December 21, 2015 submitted by Mr. P M V Subba Rao, Scrutinizer and Practicing Company Secretary (**ANNEXURE-III**).

Kindly take the same on your records & oblige.

Thanking you,
Yours faithfully,
For Jagra Prakashan Limited


(Amit Jaiswal)
Company Secretary
Encl.:As above



PRINT

OUT OF HOME

ACTIVATION

MOBILE

ONLINE

ANNEXURE-I

PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING THROUGH POSTAL BALLOT / E-VOTING IN RESPECT OF ONE ORDINARY RESOLUTION, SET OUT IN THE NOTICE OF POSTAL BALLOT AND E-VOTING DATED NOVEMBER 7, 2015 PURSUANT TO SECTION 110 AND SECTION 108 OF THE COMPANIES ACT, 2013, AS PER THE RESULT OF POSTAL BALLOT AND E-VOTING DECLARED ON DECEMBER 21, 2015 AT 3:00 P.M. 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 November 7, 2015 for the purpose of obtaining consent of public shareholders of the Company for approval of the Scheme of Arrangement between Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee Company.

The Chairman noted that based on the Postal Ballot forms received and E-voting done till December 19, 2015 (upto 5:00 P.M.), CS Mr. P M V Subba Rao, the scrutinizer has today submitted his report dated December 21, 2015.

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 public shareholders 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 from Public Shareholders	224	29352	110	62293782
2.	Less: Invalid	18	1354	0	0
3.	Net valid votes	206	27998	110	62293782
4.	With Assent	195	25624	109	62293753
5.	With dissent	11	2374	1	29

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:



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)	198629791	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	90476739	62257539	68.81	62257539	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total (B)	90476739	62257539	68.81	62257539	0	100	0
Public-Non Institutions	E-Voting	37805299	36243	0.09	36214	29	99.92	0.08
	Postal Ballot		27998	0.07	25624	2374	91.52	8.48
	Total (C)	37805299	64241	0.17	61838	2403	96.26	3.74
GRAND TOTAL (A+B+C)		326911829	62321780	19.06	62319377	2403	99.99	0.00

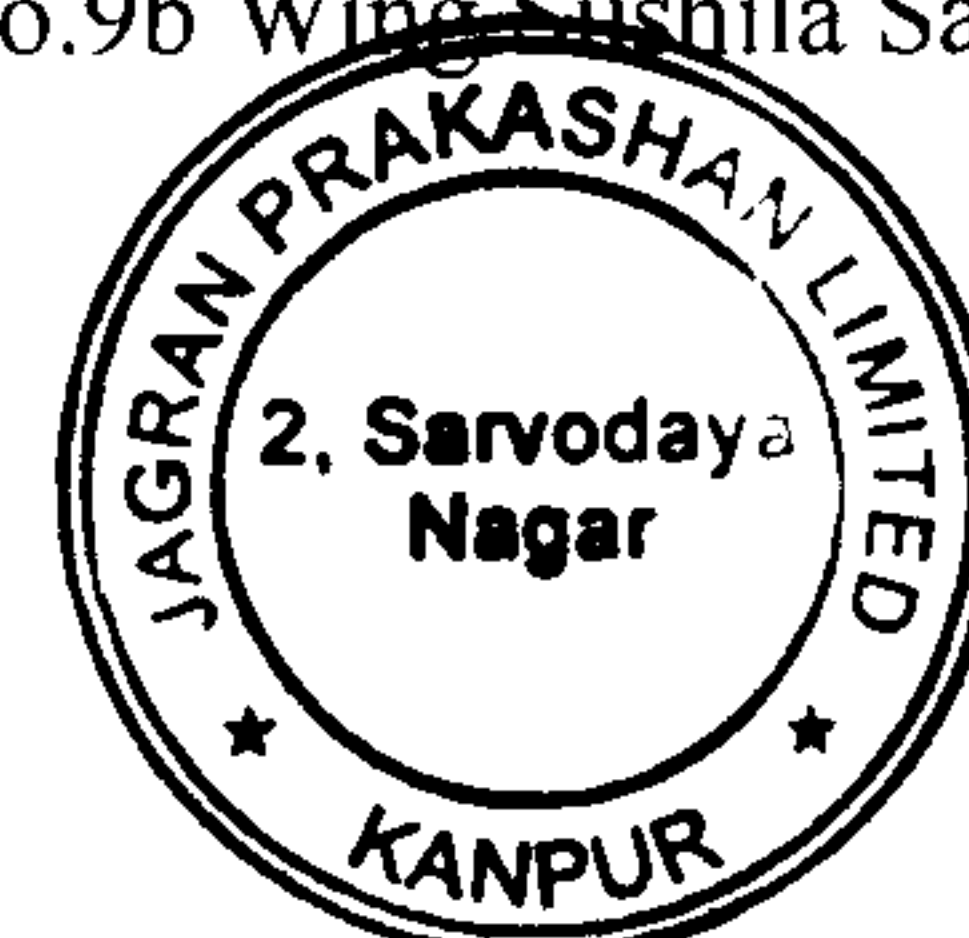
*In terms of SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 as modified vide SEBI circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 consent of only Public Shareholders was taken through Postal Ballot and E-voting.

Based on the above and as concluded by the scrutinizer also in his report, the resolution is duly passed by requisite majority 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 Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee 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, the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the observation letter issued by BSE Limited and the National Stock Exchange of India Limited dated October 21, 2015 and October 20, 2015 respectively, 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 Suvi Info-Management (Indore) Private Limited, a company incorporated under Companies Act, 1956, having its registered office at Flat No.9b Wing Sushila Sadan,



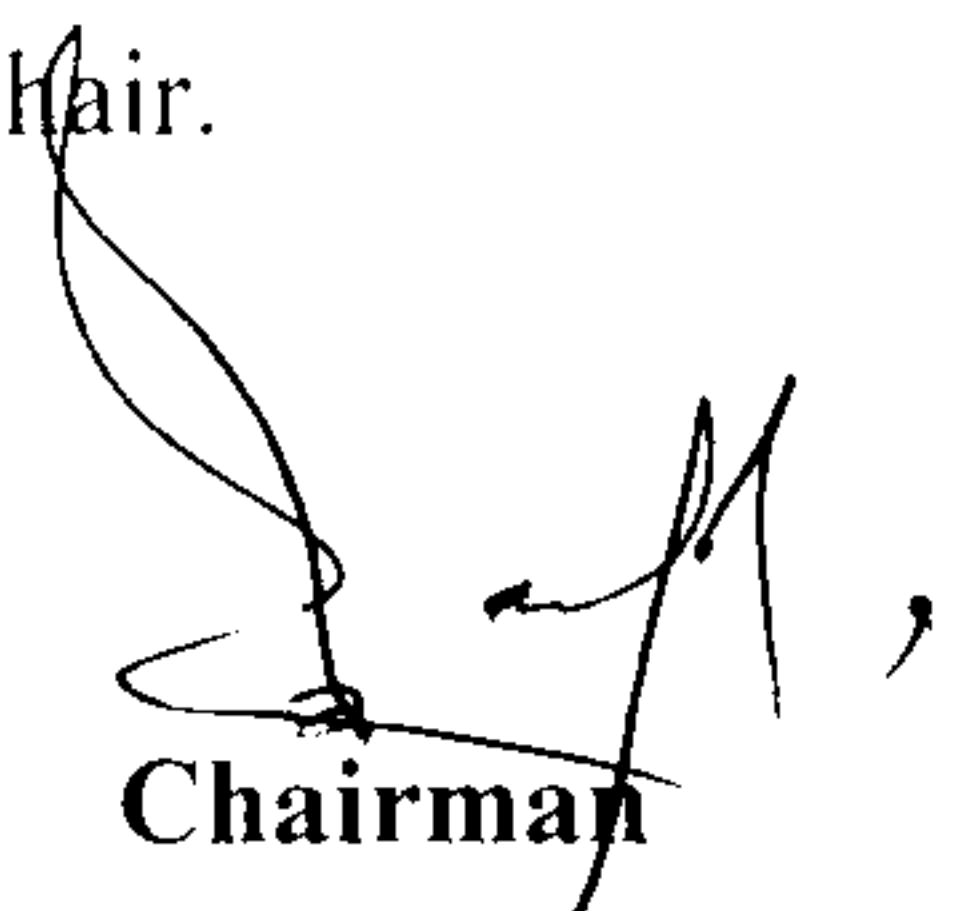
Opp. Shopper's Stop, Linking Road, Bandra West, Mumbai-400 050 (the "**Transferor Company**") and Jagran Prakashan Limited, a company incorporated under Companies Act, 1956, having its registered office at Jagran Building, 2, Sarvodaya Nagar, Kanpur-208 005 (the "**Transferee Company**") and their respective shareholders and creditors, for the Transferor Company to be amalgamated with the Transferee Company, be and is hereby approved and agreed to, with/without any modifications and/or conditions, if any, which 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.

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 Transferee 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 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."

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

Date: 21st December, 2015
Place: Kanpur



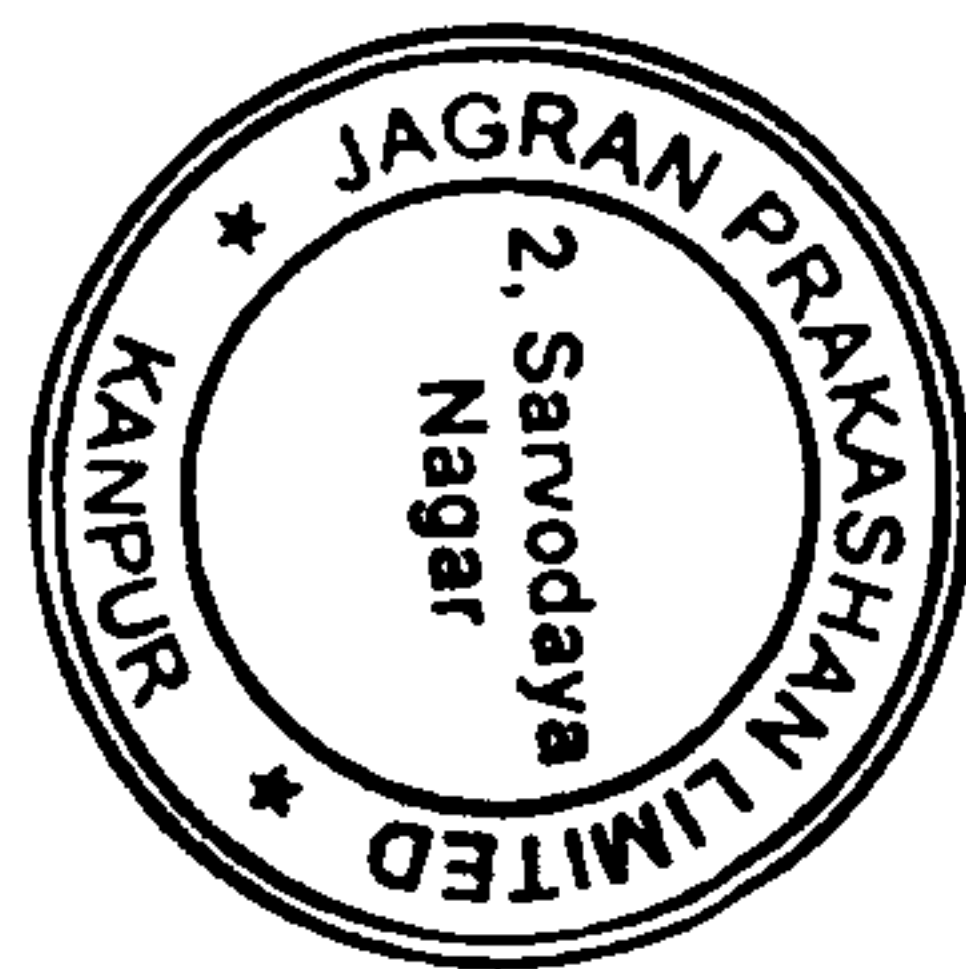

Chairman

JAGRAN PRAKASHAN LIMITED-CIN-L22219UP1975PLC004147	
Date of the General Meeting (Postal Ballot & E-voting)	21 st December, 2015(Date of declaration of results of Postal Ballot and e-voting)
Total number of shareholders on record date	31185
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 Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee 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 (3)=[(2)/(1)]*100	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
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	90476739	62257539	68.81	62257539	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total (B)		90476739	62257539	68.81	62257539	0	100
Public-Non Institutions	E-Voting	37805299	36243	0.09	36214	29	99.92	0.08
	Postal Ballot		27998	0.07	25624	2374	91.52	8.48
	Total (C)		37805299	64241	0.17	61838	2403	96.26
GRAND TOTAL (A+B+C)		326911829	62321780	19.06	62319377	2403	99.99	0.00

* In terms of SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 as modified vide SEBI circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 consent of only Public Shareholders was taken through e-voting and postal ballot.



Am. J. ...

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]

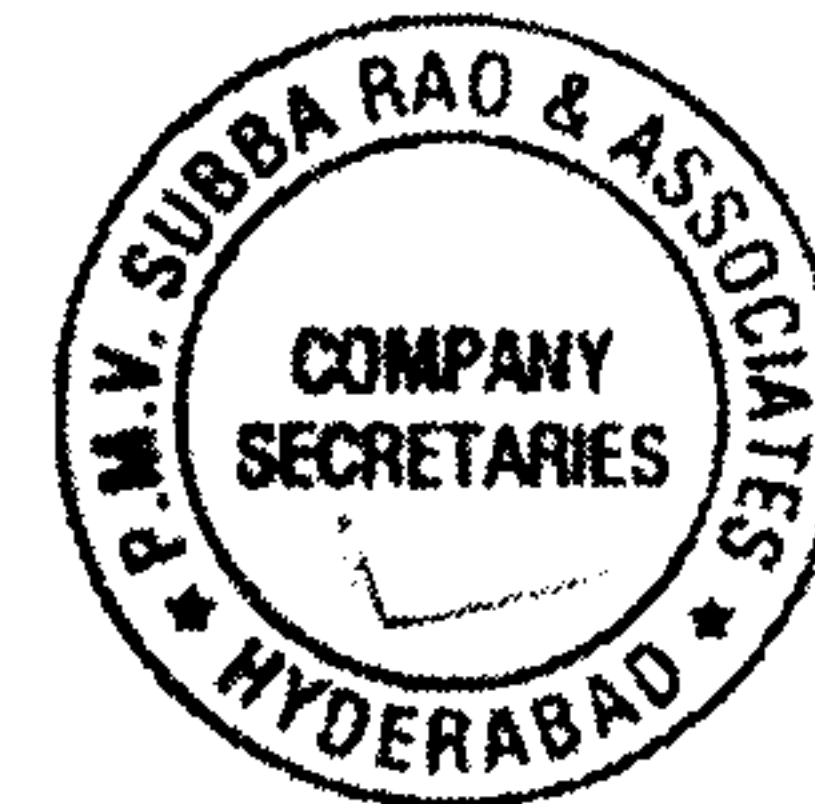
To,
The Chairman and Managing Director,
Jagran Prakashan Limited,
Jagran Building,
2, Sarvodaya Nagar,
Kanpur-208 005

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 by the Board of Directors of Jagran Prakashan Limited ('the Company') vide resolution dated 7th November, 2015 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 Companies Act, 2013 and Companies Act, 1956 and Clause 35B of the Equity Listing Agreements with BSE Limited and National Stock Exchange of India Limited and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 for the purpose of Scheme of Arrangement between Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee Company and ascertaining the passing of the Ordinary Resolution contained in the Postal Ballot and E-voting Notice dated 7th November, 2015. The dispatch of Notices were completed on 20th November, 2015. The last date for receipt of Postal Ballot Forms and E-voting was fixed as 19th December, 2015 (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 7th November, 2015. 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 19th December, 2015.





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

CS P.M.V. Subba Rao

FCS., LL.M., PGDADR.
Partner

On the basis of Postal Ballot papers received and e-voting done till 19th December, 2015 (upto 5:00 P.M.), my report is as under:

- i. In accordance with the notice dated 7th November, 2015 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 20th November, 2015 (9:00 A.M.) to 19th December, 2015 (5:00 P.M.).
- ii. The members of the Company as on the 'cut-off' date i.e. 30th October, 2015 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 19th December, 2015.

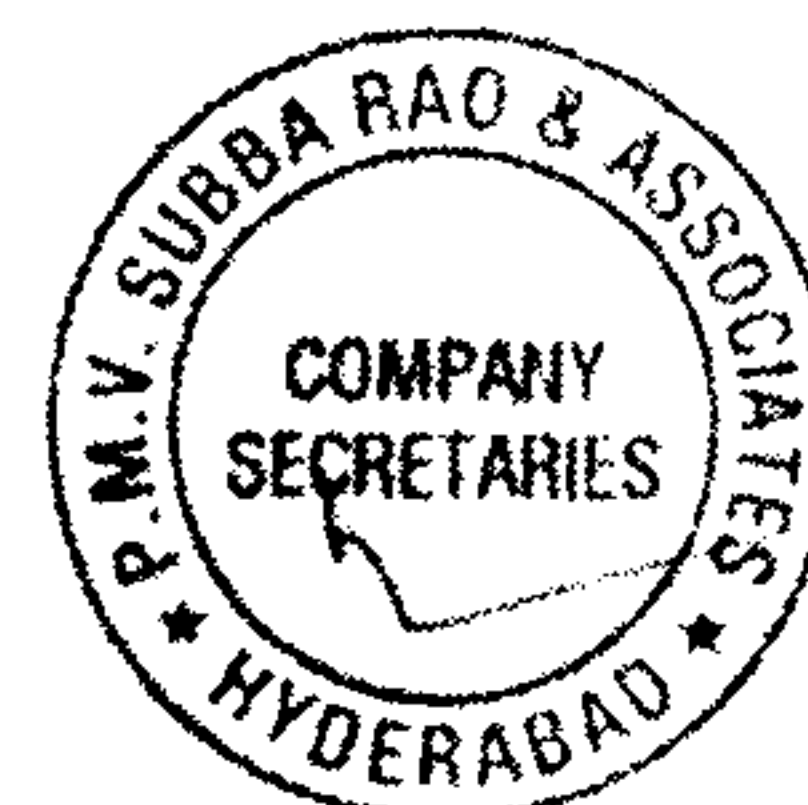
iv. After our scrutiny, the summary of Postal Ballot Forms/ E voting is given below:

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	224	29352	110	62293782
2.	Less: Invalid [*]	18	1354	0	0
3.	Net valid votes	206	27998	110	62293782
4.	With Assent	195	25624	109	62293753
5.	With dissent	11	2374	1	29

^{*}Basis of invalid votes: Signature mismatched, votes not cast and postal ballot not signed.

v. Based on above the combined results are as follows:

Resolution No. 1: Approval of Scheme of Arrangement between Suvi Info-Management (Indore) Private Limited (Transferor Company) and Jagran Prakashan Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof for amalgamation of the Transferor Company with the Transferee Company.





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

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

(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	109	62293753	99.99
Postal Ballot	195	25624	0.00
Total	304	62319377	99.99

(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	1	29	0.00
Postal Ballot	11	2374	0.00
Total	12	2403	0.00

(iii) INVALID VOTES:

	No. of members voted	Number of valid votes cast by them
E-voting	0	0
Postal Ballot	18	1354
Total	18	1354

No shareholder has casted vote through Postal Ballot as well as E-voting.

In terms of SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 as modified vide SEBI circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 consent of only Public Shareholders was taken through Postal Ballot and E-voting..

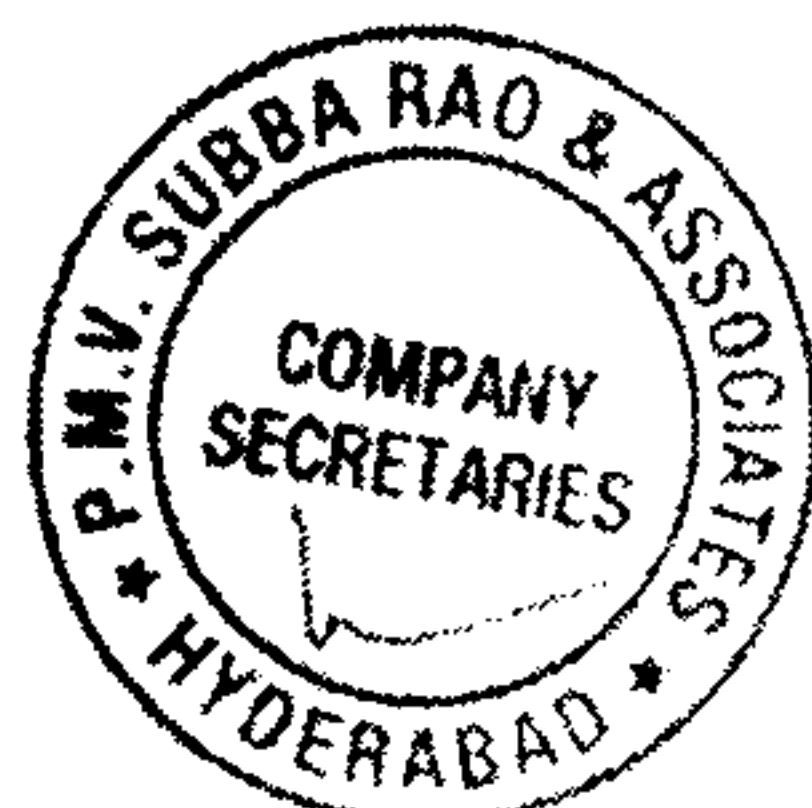
RESULT

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,



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


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