

March 30, 2023

To,

The Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001, India Scrip Code: 532705 ISIN: INE199G01027	The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai - 400 051, India Symbol: JAGRAN ISIN: INE199G01027
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Dear Sir/ Madam,

Subject: Extinguishment of 4,60,00,000 fully paid-up equity shares of ₹ 2/- each (“Equity Shares”) of Jagran Prakashan Limited (the “Company”), bought back at a price of INR 75/- per equity share, payable in cash, through the tender offer process, pursuant to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013 as amended, for an aggregate amount not exceeding INR 345,00,00,000/- (the “Buyback”).

Pursuant to the Public Announcement dated December 20, 2022, published on December 21, 2022 and letter of offer dated February 20, 2023 the Buyback opened on Thursday, March 02, 2023 and closed on Thursday, March 16, 2023.

In compliance with Regulation 24(iv) and Regulation 11 of the SEBI Buyback Regulations, this is to inform you that the Company has bought back 4,60,00,000 Equity Shares and the said Equity Shares have been extinguished in the manner specified in the SEBI Buyback Regulations. No physical shares were validly tendered in the Buyback.

In view of the above, the reconciliation of share capital of the Company (pre and post extinguishment) is as follows:

Sr. No.	Particulars	Number of Equity Shares	Share Capital (in INR)
1	Issued, subscribed and paid-up share capital (Pre-Extinguishment)	26,36,54,272	52,73,08,544
2	Less: Equity Shares bought-back, credited to		

	our account and extinguished		
	a) Demat form	4,60,00,000	920,00,000
	b) Physical form	NIL	-
3	Equity Shares pending extinguishment	NIL	-
4	Issued, subscribed and paid-up share capital (Post-Extinguishment) (1-2)	21,76,54,272	43,53,08,544

The number of Equity Shares bought back in the captioned buyback and the post-Buyback shareholding pattern were disclosed in the post buyback public announcement submitted for your records on March 28, 2023. The post-Buyback shareholding pattern has been reproduced in the **Annexure A** for ease of reference.

A copy of the letter dated March 28, 2023 from National Securities Depository Limited confirming the extinguishment of 4,60,00,000 Equity Shares is enclosed as **Annexure B** for your reference.

It is confirmed that the 4,60,00,000 Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations. A copy of the certificate dated March 30, 2023 signed by KFin Technologies Limited (Registrar to the Buyback), March 30, 2023, Adesh Tandon and Associates (Secretarial Auditor) and the 2 Directors including Managing director of the Company, confirming that the extinguishment of 4,60,00,000 Equity Shares is in compliance with Regulation 11 of the SEBI Buyback Regulations in this regard, is enclosed as **Annexure C**.

You are requested to kindly take the same on record.

The terms used but not defined in this letter shall have the same meaning as assigned in the Letter of offer.

For and on behalf of Jagran Prakashan Limited

Amit Jaiswal
Chief Financial Officer, Company Secretary and Compliance Officer
ICSI Membership No.: F5863

Encl.: As above

The shareholding pattern of the Company, pre and post-Buyback, is as under:

Category of Shareholder	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively "the Promoters") *	18,30,12,220	69.41	15,01,77,478	69.00
Foreign Investors (including Non-Resident Indians, FIIs)	1,11,60,756	4.23	67,476,794	31.00
Financial Institutions / Banks & Mutual Funds promoted by Banks/ Institutions	2,96,72,590	11.25		
Others (Public, Public Bodies Corporate etc.)	3,98,08,706	15.10		
Total	26,36,54,272	100.00%	21,76,54,272	100.00%

National Securities Depository Limited



Ref: II/CA/COM/18678/2023

March 28, 2023

Mr. Amit Jaiswal
Company Secretary
Jagran Prakashan Limited
Jagran Building,
2, Sarvodaya Nagar,
Kanpur
Uttar Pradesh - 208005

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; KFIN TECHNOLOGIES LIMITED, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE199G01027	JAGRAN PRAKASHAN LIMITED EQ. NEW RS. 2	Debit	1	46,000,000.000	28/Mar/2023

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH M MEHTA
Date: 28/03/2023 19:47:20
Reason: Authentication
Location: NSDL, Mumbai

STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY JAGRAN PRAKASHAN LIMITED

The certificate issued is being issued in compliance of with requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”).

Pursuant to the Public Announcement dated December 20, 2022, which was published on December 21, 2022, and the Letter of Offer dated February 20, 2023, the tendering period for the Buyback opened on March 2, 2023 and closed on March 16, 2023 (“Tendering Period”). The company bought back 4,60,00,000 fully paid up equity shares of the face value of INR 2/- each (“Equity Shares”), from its existing shareholders, through tender offer route at a price of INR 75/- per Equity Share. The following are the details of the Equity Shares bought back by the Company during the Tendering Period and destroyed/ extinguished:

A. EQUITY SHARES IN DEMATERISED FORM:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company's Client ID No.	Date of Extinguishment	Number of Equity Shares Extinguished
National Securities Depository Limited	Yes Securities (India) Limited DP ID-IN303270	11028296	28.03.2023	46,00,000

B. EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares extinguished	Certificate Nos.	Distinctive Nos.
1	NIL	NIL	NIL	NIL	NIL

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished/destroyed (A+B): 46,00,000 (Four crore sixty lakhs only) Equity Shares

It is certified that the above Equity Shares of the Company were extinguished destroyed in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations.

For and on behalf of the Board of Directors of
Jagran Prakashan Limited

Mahendra
Mohan Gupta

Digitally signed by
Mahendra Mohan Gupta
Date: 2023.03.30
13:26:54 +05'30'

Mahendra Mohan Gupta
Chairman and Managing Director
DIN: 00020451

SUNIL
GUPTA

Digitally signed by
SUNIL GUPTA
Date: 2023.03.30
13:27:37 +05'30'

Sunil Gupta
Whole-time Director
DIN: 00317228

Date: 30.03.2023
Place: Kanpur

The Secretarial Auditors, Adesh Tandon & Associates, and the Registrar to the Buyback, KFin Technologies Limited have initialed this certificate for identification purpose only.

For KFin Technologies Limited

C SHOBHA ANAND Digitally signed by
C SHOBHA ANAND
Date: 2023.03.30
14:07:53 +05'30'

C. Shobha Anand
Deputy Vice President

Date: 30.03.2023
Place: Hyderabad

For Adesh Tandon & Associates

ADESH TANDON Digitally signed by ADESH TANDON
DN: cn=Adesh Tandon, o=Adesh Tandon & Associates, email=adeshtandon@adeshtandon.com, serial=1, version=3, c=IN
Date: 2023.03.30 14:23:38 +05'30'

Adesh Tandon
Company Secretaries
FCS No: 2253
C. P. No. 1121

Date: 30.03.2023
Place: Kanpur

Enclosed: Confirmation letter dated March 28, 2023 from *NSDL* for extinguishment of Equity Shares in the dematerialised form.

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)
Tel. : 0512- 2332397 • **Mobile :** +91-9839100709
E-mail : adesh.tandon11@gmail.com

To,

Date: 30.03.2023

The Board of Directors
Jagran Prakashan Limited
Jagran Building,
2, Sarvodaya Nagar,
Kanpur – 208005

Ernst and Young Merchant Banking Services LLP
The Ruby, 14th Floor,
29 Senapati Bapat Marg,
Dadar West, Mumbai
Maharashtra – 400028

(hereinafter referred to as the “Manager” or “Manager to the Buyback”)

Dear Sir / Madam,

Sub: Extinguishment of shares pursuant to buyback of 4,60,00,000 fully paid-up equity shares of face value of INR 2/- each (the “Equity Shares”) of Jagran Prakashan Limited (the “Company”) at a price of INR 75/- per Equity Share, through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”)

- I. We, Adesh Tandon & Associates, are the secretarial auditors of the Company.
- II. At the request of the Company, we have examined the attached certificate of extinguishment of equity shares bought-back by the Company (the “Statement”), prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this certificate is issued, in connection with Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”).

Management’s Responsibility

- III. Management is responsible for:
 1. The preparation of the Statement including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances; and
 2. Complying with all the provisions of the Companies Act, 2013, Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and other applicable Regulations/Rules/Circulars issued by Securities and Exchange Board of India (“SEBI”) from time to time.

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,

14/113, Civil Lines, Kanpur - 208 001 (U.P.)

Tel. : 0512-2332397 • Mobile : +91-9839100709

E-mail : adesh.tandon11@gmail.com

Auditor's Responsibility

- IV. Pursuant to the requirements of the Company, our responsibility is to perform the following procedures on the Statement
1. We have obtained the transaction statement of the Company's depository account number IN30327011028296 opened and maintained by the Company with Yes Securities (India) Limited, *inter-alia*, giving the details of equity shares bought-back through the tender offer and the corresponding extinguishment done by National Securities Depository Limited ("NSDL") on March 28, 2023.
 2. We noted that number of shares bought-back and number of shares extinguished are equal.
 3. We received from the Company, a letter bearing reference number II/CA/COM/18678/2023 dated March 28, 2023 issued by NSDL for extinguishment of the equity shares of the Company in dematerialized form, bought-back under the buyback offer, indicating debit of 4,60,00,000 equity shares. We have relied on the letter, as made available by the Company, and have performed no independent procedures in this regard.
 4. Verified that the number of equity shares extinguished by NSDL tallies with the equity shares debited in the aforesaid depository account number IN30327011028296, opened and maintained by the Company with Yes Securities (India) Limited.
 5. Performed necessary inquiries with the management and obtained necessary representations from the management.
- V. We have relied on the management's representations that the Company has used only one depository account i.e. NSDL bearing account number IN30327011028296 for buyback of the equity shares.

Opinion

- VI. Based on the procedures performed by us and to the best of our knowledge and according to the information, explanations and representations given to us, nothing has come to our attention that the particulars furnished by the Company in the Statement are not in agreement with the relevant records and documents obtained and maintained by the Company as on the date of this certificate. Further, we are of the opinion that the accompanying Statement confirming compliance with the requirements of Regulation 11 of the SEBI Buyback Regulations in respect of equity shares bought back by the Company that have been extinguished, as set forth in the Statement, is fairly stated.

Restriction on use

- VII. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to the SEBI and to the Stock Exchanges where the securities of the Company are listed pursuant to the Regulation and should not be used by any other person or for any other purpose. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)
Tel. : 0512 - 2332397 • Mobile : +91-9839100709
E-mail : adesh.tandon11@gmail.com

- VIII. This certificate may be relied on by the Manager to the Buyback; their affiliates and the legal counsel appointed in relation to the buyback, and for the purpose of any defense the Manager to the Buyback may wish to advance in any claim or actual/ potential proceeding before any statutory/ regulatory authority/ stock exchanges in connection with the captioned buyback
- IX. This certificate has been provided on the basis of data, information, document and representation provided/made by the management of the Company and the undersigned has taken due care in verifying the aforementioned data, information, document and representation provided/made by the management of the Company.

For Adesh Tandon & Associates
Company Secretaries
FCS No:2253
CP No. 1121
Peer Review Certificate No. 741/2020

**ADESH
TANDON**

Digitally signed by ADESH TANDON
DN: cn=Adesh Tandon,
o=ADESH TANDON & ASSOCIATES,
ou=Company Secretaries,
cn=Adesh Tandon, email=adesh.tandon11@gmail.com,
c=IN

Name: Adesh Tandon
Designation: Proprietor
UDIN: F002253D003343855

Place: Kanpur
Date: 30.03.2023