

May 29, 2019

1) Manager-CRD,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Re: Jagran Prakashan Limited
Scrip Code: 532705
ISIN No.: INE199G01027

2) Listing Manager,
National Stock Exchange of India Ltd.,
'Exchange Plaza'
Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Re: Jagran Prakashan Limited
Symbol: JAGRAN
ISIN No.: INE199G01027

Dear Sir / Ma'am,

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2019

With reference to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2019, issued by M/s. Adesh Tandon and Associates, Practicing Company Secretaries, Kanpur, Secretarial Auditors of the Company. We request you to please take the same on record.

Thanking You,

Yours faithfully,

For Jagran Prakashan Limited

Amit Jaiswal

Amit Jaiswal
Company Secretary and Compliance Officer
FCS5863



Encl.: A/A

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)

Tel. : 0512-2332397 • Mobile : 09839100709

E-mail : adesh.tandon11@gmail.com

Date.....

Secretarial Compliance Report of Jagran Prakashan Limited

For the Financial Year ended March 31, 2019

To,

Jagran Prakashan Limited

Jagran Building, 2,

Sarvodaya Nagar,

Kanpur-208005

I have examined:

- (a) all the documents and records made available to us and explanation provided by Jagran Prakashan Limited (hereinafter referred to as "the Listed Entity"),
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (hereinafter referred as "Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the Review Period, include:



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COMPANY SECRETARIES

Adesh Tandon

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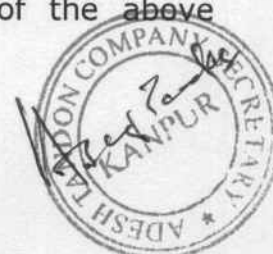
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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Review Period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 to the extent applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder.



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(b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(c) There are no actions taken against the Listed Entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.

However, during the Review Period, the SEBI has passed a Settlement Order on September 26, 2018 vide its Order No. MC/DPS/10/2018 on payment of a sum of INR 7,580,000/- towards the settlement charges by the Company. A Settlement Application was filed by the Company on April 13, 2016 with SEBI pursuant to the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014, in response to a show cause notice received by the Company in the year 2015-16 from the SEBI alleging that the correct disclosure has not been provided by the Company in respect of the shareholding for the quarter ending on September, 2009 to NSE/BSE regarding Kanchan Properties Limited and had thereby violated Section 21 of the Securities Contract (Regulation) Act, 1956 read with Clause 35 of the Listing Agreement.

(d) The reporting of actions taken against the Listed Entity to comply with the observations made in previous reports does not arise.

**For ADESH TANDON & ASSOCIATES
Company Secretaries**

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES


PROPRIETOR
C.P. No. 1121

Adesh Tandon
Proprietor
FCS No. 2253
C.P. No. 1121

Date: May 29, 2019

Place: New Delhi