

JAGRAN PRAKASHAN LIMITED

PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON WEDNESDAY THE 30TH DAY OF SEPTEMBER, 2015 AT 12:00 NOON AT JALSAA BANQUET HALL, 4TH FLOOR, RAVE@MOTI, 117/K/13, GUTAIYA, KANPUR

PRESENT:

Mr. Mahendra Mohan Gupta	: Chairman and Managing Director
Mr. Sanjay Gupta	: Whole Time Director & CEO
Mr. Shailesh Gupta	: Whole Time Director
Mr. Satish Chandra Mishra	: Whole Time Director
Mr. Vijay Tandon	: Independent Director & Chairman of the Audit Committee
Mr. R.K. Jhunjhunwala	: Independent Director
Mr. R.K. Agarwal	: Chief Financial Officer
Mr. Amit Jaiswal	: Company Secretary
Mr. Anurag Khandelwal	: Partner, Price Waterhouse, Statutory Auditors
Mr. Adesh Tandon	: Secretarial Auditor

ATTENDANCE:

Members/ Authorised Representatives Present	- 40
Proxies Present	- 1
Members voted through e-voting process	- 102

The requisite quorum being present, the meeting was called to order.

The members were informed by the Company that the Company has received 1 valid proxy for 1,06,000 equity shares, which constitutes 0.03% of the paid-up equity share capital of the Company. The members were also informed that the Audited Accounts with Auditor's Report thereon for the financial year ended 31st March, 2015, Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and Proxy Register are available for inspection by the members during the meeting. These register/documents remained open for inspection till the conclusion of this AGM.

The Chairman briefed about the performance and achievements of the Company and thereafter took up agenda items.

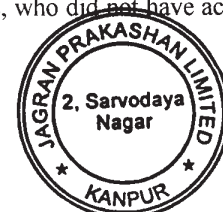
With the consent of the members, the notice calling 39th Annual General Meeting, Annual Accounts, Board's Report, having already been circulated to members, were taken as read.

The Auditors' Report which had also been circulated to the members containing no qualifications/ adverse remarks was read by the Company Secretary.

The Company Secretary apprised the members that in compliance with the provisions of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, the Company has extended to its members either in physical or in demat form) the undernoted facility to exercise their right to vote on all the items set-out in the notice dated 28th May, 2015 convening this AGM.

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 23rd September, 2015 and
- in the meeting through ballot forms in a Poll at the venue of this AGM, in proportion to their shareholding, to those members present in person and through proxies, who did not have access to e-voting or who did not cast their vote by e-voting.

Am-11-2015



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and therefore, no resolution will be passed in the AGM by show of hands.

The Chairman invited the members for comments, if any, on the Annual Accounts. Queries received from the shareholders, were replied satisfactorily.

The members were also informed that e-voting facility was extended to the members through Karvy Computershare Private Limited and it was available from 27th September, 2015 (9.00 A.M. onwards) till 29th September, 2015 (till 5:00 P.M.) Shri P M V Subba Rao, a Practising Company Secretary was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Chairman then formally requested Poll on all the resolutions of ordinary and special businesses set out in item nos. 1 to 11 of the notice convening the AGM. The Chairman requested members and proxies present, who had not voted electronically to participate in the Poll to be taken. The poll process, including manner of casting of vote, was explained in detail to the members and proxies present at the AGM.

The Chairman informed that on receipt of the Combined Scrutinizers report, the result of voting through the Poll taken at the AGM and votes cast through e-voting on all, would be declared on 3rd October, 2015 and the voting results would be hosted on the Company's website viz. www.jplcorp.in and intimated to the Stock exchanges (i.e.NSE and BSE). The voting result and the Combined Scrutinizer Report will also be hosted on the website of Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company.

The Chairman then requested the members to propose and second all the resolutions as contained in the notice and accordingly following resolutions were proposed and seconded by the members:

ORDINARY BUSINESS-

ITEM NO. 1

Consider and adoption of Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss (both Standalone and Consolidated basis) for the year ended on that date together with the Report of Directors and Auditors Report thereon-Ordinary Resolution:

“**RESOLVED THAT** Standalone and Consolidated Balance Sheet as at 31st March, 2015 Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2015 for the year ended on that date together with the Directors Report and Auditors Report thereon, be and are hereby approved and adopted.”

The Resolution was proposed by Mr. Raj Kumar Mishra and seconded by Mr. Bhanwar Lal Kothiwala.

ITEM NO. 2

Declaration of Final Dividend of Rs. 3.5 per Equity Shares for the financial year ended 31st March, 2015- Ordinary Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Board, dividend at the rate of Rs. 3.5 per share on 32,69,11,829 equity shares of Rs. 2 each for the financial year ended 31st March, 2015 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appeared on the Company's register of members on book closure date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, things, matters necessary or incidental thereto.”

Am - Bhanwar Lal



JAGRAN PRAKASHAN LIMITED

The Resolution was proposed by Mrs. Kavita Jaitly and seconded by Mr. Ved Prakash Awasthi.

ITEM NO. 3

Re-appointment of Mr. Dharendra Mohan Gupta (DIN 01057827), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

“RESOLVED THAT Mr. Dharendra Mohan Gupta (DIN 01057827), Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Resolution was proposed by Mr. Nilesh Talati and seconded by Mr. Vinod Kumar Varmani

ITEM NO. 4

Re-appointment of Mr. Shailendra Mohan Gupta (DIN 00327249), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

“RESOLVED THAT Mr. Shailendra Mohan Gupta (DIN 00327249), Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Resolution was proposed by Mrs. Sarbani Bhatia and seconded by Mr. Neeraj Katiyar.

ITEM NO. 5

Re-appointment of M/s Price Waterhouse, New Delhi (FRN 012754N/N500016), Chartered Accountants as Statutory Auditors and fixing their remuneration- Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013, approval be and is hereby accorded to re-appoint M/s Price Waterhouse Chartered Accountants LLP, New Delhi (FRN 012754N/N500016), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Resolution was proposed by Mr. Tribhuwan Chandra Jain and seconded by Mr. Hari Vadan Shukla.

SPECIAL BUSINESS(s)-

ITEM NO. 6

To amend the Articles of Association of the Company-Special Resolution:

“RESOLVED THAT pursuant to Section 14 and Section 203 and other applicable provision, if any, of the Companies Act, 2013 the Articles of Association of the Company, be and are hereby altered in the following manner.

After Article 112, the following article is to be inserted as Article No. 112A.

“Subject to the provisions of Companies Act, 2013 an individual being the Chairperson of the Company may also hold the position of Managing Director / equivalent position of the Company at the same time.”

Amul Jaiswal



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorised to take such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

The Resolution was proposed by Mr. Neeraj Katiyar and seconded by Mr. Sita Ram Gupta.

ITEM NO. 7

Re-appointment of Mr. Sandeep Gupta as the Executive President (Technical) of the Company-Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Sandeep Gupta, relative of a director of the Company, holding an office or place of profit as Executive President (Technical) for the period of five years with effect from 1st October, 2015 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 7,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

1. Mr. Sandeep Gupta shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, re-imburement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed Rs. 10,00,000/- (Rupees Ten Lacs only).

EXPLANATION

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

RESOLVED FURTHER THAT appointment of Mr. Sandeep Gupta, Executive President (Technical) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder’s approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of Rs. 6, 60,000 per month for the period from 1st October, 2013 to 30th

Amal Jaiswal



JAGRAN PRAKASHAN LIMITED

September, 2014 and Rs. 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

The Resolution was proposed by Mr. Prem Nath and seconded by Mr. Alok Sanwal.

ITEM NO. 8

Re-appointment of Mr. Sameer Gupta as the Executive President (Accounts) of the Company-Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Sameer Gupta, relative of a director of the Company, holding an office or place of profit as Executive President (Accounts) for the period of five years with effect from 1st October, 2015 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 7,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

1. Mr. Sameer Gupta shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, re-imbusement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed Rs 10,00,000/-(Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.

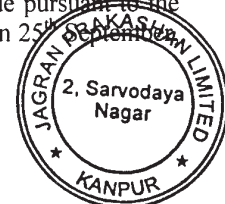
Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

RESOLVED FURTHER THAT appointment of Mr. Sameer Gupta, Executive President (Accounts) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approvals in the Annual General Meeting of the Company held on 25th September, 2014

Alok Sanwal



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2013 and remuneration of Rs. 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and Rs. 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

The Resolution was proposed by Mrs. Neelam Jain and seconded by Mr. Ram Shanker Chaturvedi.

ITEM NO. 9

Re-appointment of Mr. Devesh Gupta as the Executive President (Product Sales and Marketing) of the Company-Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Devesh Gupta, a relative of a director of the Company, holding an office or place of profit as Executive President (Product Sales and Marketing) for the period of five years with effect from 1st October, 2015 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 7,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

1. Mr. Devesh Gupta shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, re-imburement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed Rs. 10,00,000/-(Rupees Ten Lacs only).

EXPLANATION

“Family” here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

Amal Dasgupta



JAGRAN PRAKASHAN LIMITED

RESOLVED FURTHER THAT appointment of Mr. Devesh Gupta, Executive President (Product Sales and Marketing) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of Rs. 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and Rs. 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

The Resolution was proposed by Mrs. Kavita Jaitly and seconded by Mr. Rajiv Kumar Garg.

ITEM NO. 10

Re-appointment of Mr. Tarun Gupta as the Executive President (Commercial) of the Company-Special Resolution:

"RESOLVED THAT pursuant to the provisions of 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Tarun Gupta, relative of Mr. Dharendra Mohan Gupta, a director of the Company, holding an office or place of profit as Executive President (Commercial) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 7,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

1. Mr. Tarun Gupta shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, re-imburement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed Rs. 10,00,000/-(Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

2. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Am. Jaitly



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3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

RESOLVED FURTHER THAT appointment of Mr. Tarun Gupta, Executive President (Commercial) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approval in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of Rs. 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and Rs. 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

The Resolution was proposed by Mr. Om Prakash Chulet and seconded by Mr. Sanjiv Agnihotri.

ITEM NO. 11

Re-appointment of Mr. Bharat Gupta as the Executive President (Advertisement) of the Company-Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the reappointment of Mr. Bharat Gupta, a relative of a director of the Company, holding an office or place of profit as Executive President (Advertisement) for the period of five years with effect from 1st October, 2013 on the following terms and conditions-

A. SALARY

Within the scale of Rs. 7,60,000 per month with the annual increment of Rs. 50,000.

B. PERQUISITES

1. Mr. Bharat Gupta shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, re-imburement of ordinary medical expenses and leave travel concession for self and his family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, from time to time, subject however, that the aggregate monetary value of the perquisites in any year shall not exceed Rs10,00,000/-(Rupees Ten Lacs only).

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the actual cost. If the actual cost is not determinate, these shall be evaluated as per Income-Tax Rules, wherever applicable.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Am - 12/12/2013



JAGRAN PRAKASHAN LIMITED

2. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

3. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

RESOLVED FURTHER THAT appointment of Mr. Bharat Gupta, Executive President (Advertisement) for the period from 1st October, 2013 to 30th September, 2015 made pursuant to the shareholder's approvals in the Annual General Meeting of the Company held on 25th September, 2013 and remuneration of Rs. 6, 60,000 per month for the period from 1st October, 2013 to 30th September, 2014 and Rs. 7,10,000 per month from period 1st October, 2014 to 30th September, 2015 along with value of perquisite be and hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

The Resolution was proposed by Mrs. Asha Gupta and seconded by Mrs. Sarbani Bhatia.

Thereafter, Scrutinizer appointed for the Poll, were invited to take over the Poll proceedings.

The Scrutinizer appointed for the Poll, showed two empty ballot boxes to the members and then locked the empty ballot boxes in the presence of members and proxies present in the AGM. Thereafter, the members participated in the poll using the ballot forms. After ensuring that all the members and proxies participating in the Poll had cast their votes. Poll was closed and the Scrutinizers took the custody of Ballot boxes.

The Chairman then, thanked the members present for their participation in the AGM. The meeting concluded at 1:00 P.M. with the vote of thanks to the chair.

On the basis of the Scrutinizer's Reports dated 3rd October, 2015 for e-voting and Report on the Poll conducted at AGM. All resolutions for the ordinary and special business set out as at item nos. 1 to 11 of the notice dated 28th May, 2015 convening the AGM of the members of the Company, were duly passed by the members with requisite majority.

11 (eleven) resolutions proposed in the Notice dated 28th May, 2015 and approved in terms of Scrutinizer's Report dated 3rd October, 2015 through the e-voting and the ballot papers are hereby passed in this Annual General Meeting in the manner as written hereunder:

ORDINARY BUSINESS-

ITEM NO. 1

Consider and adoption of Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss (both Standalone and Consolidated basis) for the year ended on that date together with the Report of Directors and Auditors Report thereon-Ordinary Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
275327678	275327649 (100%)	29 (0.00%)

Amil Jaiswal



JAGRAN PRAKASHAN LIMITED

ITEM NO. 2

Declaration of Final Dividend of Rs. 3.5 per Equity Shares for the financial year ended 31st March, 2015- Ordinary Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279315444	279315415 (100%)	29 (0.00%)

ITEM NO. 3

Re-appointment of Mr. Dhirendra Mohan Gupta (DIN 01057827), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279039844	279039815 (100%)	29 (0.00%)

ITEM NO. 4

Re-appointment of Mr. Shailendra Mohan Gupta (DIN 00327249), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
275009678	245803317 (89.38%)	29206361 (10.62%)

ITEM NO. 5

Re-appointment of M/s Price Waterhouse, New Delhi (FRN 012754N/N500016), Chartered Accountants as Statutory Auditors and fixing their remuneration- Ordinary Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279315444	279315415 (100%)	29

SPECIAL BUSINESS-

ITEM NO. 6

To amend the Articles of Association of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279145844	279078868 (99.98%)	66976 (0.02%)

Amit Dasgupta



JAGRAN PRAKASHAN LIMITED

ITEM NO. 7

Re-appointment of Mr. Sandeep Gupta as the Executive President (Technical) of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279209444	279154974 (99.98%)	54470 (0.02%)

ITEM NO. 8

Re-appointment of Mr. Sameer Gupta as the Executive President (Accounts) of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279209444	279154974 (99.98%)	54470 (0.02%)

ITEM NO. 9

Re-appointment of Mr. Devesh Gupta as the Executive President (Product Sales and Marketing) of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279209444	279154974 (99.98%)	54470 (0.02%)

ITEM NO. 10

Re-appointment of Mr. Tarun Gupta as the Executive President (Commercial) of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279209444	279154974 (99.98%)	54470 (0.02%)

ITEM NO. 11

Re-appointment of Mr. Bharat Gupta as the Executive President (Advertisement) of the Company-Special Resolution:

Total No. of votes cast	Total No. of votes cast in Favor	Total No. of votes cast against
279195109	279140639 (99.98%)	54470 (0.02%)

FOR JAGRAN PRAKASHAN LIMITED

Amit Jaiswal

**(AMIT JAISWAL)
Company Secretary**

