

November 18, 2016

1. National Stock Exchange of India Ltd. Exchange Plaze, 5 th Floor Plot No. C/1, G Block Bandra (East) Mumbai-400 051 NSE Scrip Code: JAGRAN	2. BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai-400 001 BSE Scrip Code:532705
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Re.: Update in relation to scheme of arrangement of Crystal Sound and Music Private Limited ("Crystal") and Spectrum Broadcast Holdings Private Limited ("Spectrum") with Jagran Prakashan Limited ("JPL"), and the demerger of radio business undertaking of Shri Puran Multimedia Limited ("SPML") into Music Broadcast Limited ("MBL" and such scheme of arrangement, the "Scheme of Arrangement") in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

With reference to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and observation letter of Exchanges dated 24th February 2016 in reply to our application dated 19th November 2015, we wish to inform the exchange that the Scheme of Arrangement has been approved by the Hon'ble High Court of Judicature at Allahabad, the Hon'ble High Court of Bombay and by the Ministry of Information and Broadcasting, subject to certain conditions.

The rationale for the Scheme of Arrangement is to consolidate related business, bring cost synergies and better growth in revenues and profits and improve key financial ratios and detailed in **Annexure 1** attached.

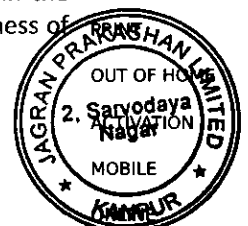
The turnover (including other income) and networth of the companies involved in the Scheme of Arrangement as at 31st March 2016 are as follows:

(Amount in Rs. in lakhs)

S. No.	NAME OF THE ENTITIES	TURNOVER	NET WORTH
1.	JAGRAN PRAKASHAN LIMITED	183,296.18	1,28,840.77
2.	CRYSTAL SOUND & MUSIC PRIVATE LIMITED	144.35	4351.74
3.	SPECTRUM BROADCAST HODINGS PRIVATE LIMITED	25.61	(2267.83)
4.	MUSIC BROADCAST LIMITED	24004.53	9953.64
5.	SHRI PURAN MULTIMEDIA LIMITED	2396.37	889.26

Spectrum is wholly owned subsidiary of JPL. Spectrum holds 71.34% of equity capital of MBL and 100% of equity capital of Crystal. Spectrum is the recognized largest Indian shareholder under the guidelines issued by Ministry of Information and Broadcasting, Government of India for owning, investing in and running the FM Radio Stations in the country. **Crystal** is wholly owned subsidiary of Spectrum and engaged in the business of event management, on ground activation and promotional business. **JPL** is engaged in the business of publication of newspapers, magazines and journals, outdoor advertisement, event management, digital business including value added services through mobile and maintenance and running of web portals. **SPML** is engaged in the business of operating private FM radio and activation business. **MBL** is engaged in the business of broadcasting of private FM radio.

Amit Jaiswal



The Scheme of Arrangement provided for (i) the amalgamation of Spectrum and Crystal with JPL and (ii) a demerger of the radio business undertaking of SPML and subsequent transfer of the said radio business undertaking into MBL.

The Scheme of Arrangement involves related parties and has been undertaken on arm's length basis. The Scheme of Arrangement was approved by the public shareholders of JPL on 23rd June, 2016 with 99.99% votes in favour of the Scheme of Arrangement.

Since Crystal is a wholly owned subsidiary of Spectrum, which in turn is a wholly owned subsidiary of JPL, therefore there would be no issue of shares by JPL to the shareholders of the Spectrum and also no cash consideration is involved in amalgamation of Crystal and Spectrum with JPL. As a result, there will be no change in shareholding pattern of JPL.

As consideration for the radio business undertaking of SPML being transferred to and vesting in MBL, MBL shall allot 10 Equity Shares for every 112 equity shares of face value Rs. 10 each of SPML held by the shareholders of SPML.

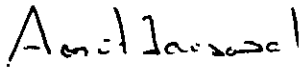
The Scheme of Arrangement is effective from the date of filing of certified / authenticated copies of the High Court Orders with the Registrar of Companies, Uttar Pradesh and Registrar of Companies, Mumbai, as applicable.

You are requested to take note of the same.

Thanking you

Yours faithfully

For Jagran Prakashan Limited



Amit Jaiswal

Company Secretary and Compliance Officer



ANNEXURE-1

Rationale of amalgamation of Crystal Sound & Music Private Limited (Transferor Company 1) and Spectrum Broadcast Holdings Private Limited (Transferor Company 2) with Jagran Prakashan Limited (Amalgamated Company):

- (i) The Amalgamated Company ("JPL") is engaged in the event, ground activation and promotional business amongst other businesses. The Transferor Company 1 is also engaged in same line of business as the Amalgamated Company. Consolidation of business of Transferor Company 1 would enable JPL to consolidate the related business, bring cost synergies and have focused management attention towards the business thereby enabling better growth in revenues and profits.
- (ii) Amalgamation of Transferor Companies into JPL will result in simplifying the ownership structure such that JPL would become direct holder of 93% approx. of equity capital of MBL, which is indirectly held by it through Transferor Companies.
- (iii) JPL acquired 100% equity capital of Transferor Company 2 with the intention to ultimately consolidate the businesses of Transferor Companies into itself and derive the benefit of synergies. The Transferor Company 2 holds the equity stake in MBL to the extent of 71.34% and equity stake in Transferor Company 1 to the extent of 100%. Further, the said amalgamation will give JPL a valuable right of owning and running FM Radio Station in the country.
- (iv) The Amalgamation will improve key financial ratios of JPL and will enable it to present healthier balance sheet
- (v) Consolidation of the business and asset of Transferor Company 1, Transferor Company 2 and JPL would help the three companies in saving various administrative, managerial and other costs and improving organizational efficiency.

Amit Kumar



Rationale of Demerger of Radio Business undertaking of Shri Puran Multimedia Limited (Demerged Company) with Music Broadcast Limited (Resulting Company, "MBL"):

- (i) Demerger of Radio Business Undertaking into MBL would enable MBL to consolidate related business, bring cost synergies and have focused management attention towards the business thereby enabling better growth in revenues and profits.
- (ii) Demerger of the Radio Business Undertaking into MBL would more specifically help in increasing revenue and saving various administrative, managerial and other costs through various synergies besides improving organizational efficiency.

Amil Jaiswal

