

24th September, 2016

1) Manager-CRD,
Bombay Stock Exchange Ltd.,
Dalal Street,
Mumbai-400001

Fax No.022-22722037/39/41
Re: Jagran Prakashan Limited
Script 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: Disclosure of Voting Results at the 40th Annual General Meeting (AGM) of Jagran Prakashan Limited held on September 23, 2016

We wish to inform you that the 40th AGM of the Company was held on 23rd September, 2016 at Jalsaa Banquet Hall, 4th Floor, Rave @ Moti, 117/K/13, Gutaiya, Kanpur- 208025 and the entire business as mentioned in the Notice was transacted and approved with the requisite majority.

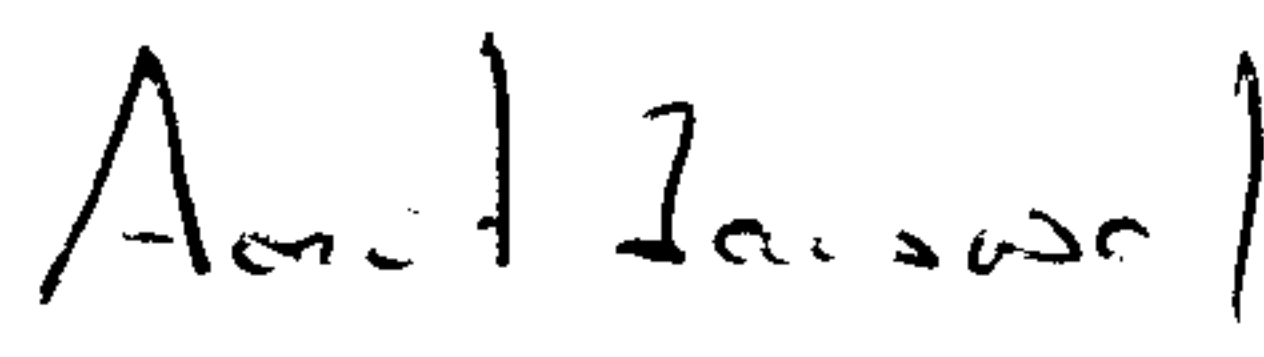
In this regard, we enclose herewith the following:

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 along with the Scrutinizer Report as **Annexure-1** and **Annexure-2** respectively.
- 2) Summary of the proceedings of the AGM as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as **Annexure-3**.

Kindly, take the same in your records.

Thanking You,

For Jagran Prakashan Limited


(AMIT JAISWAL)
Company Secretary

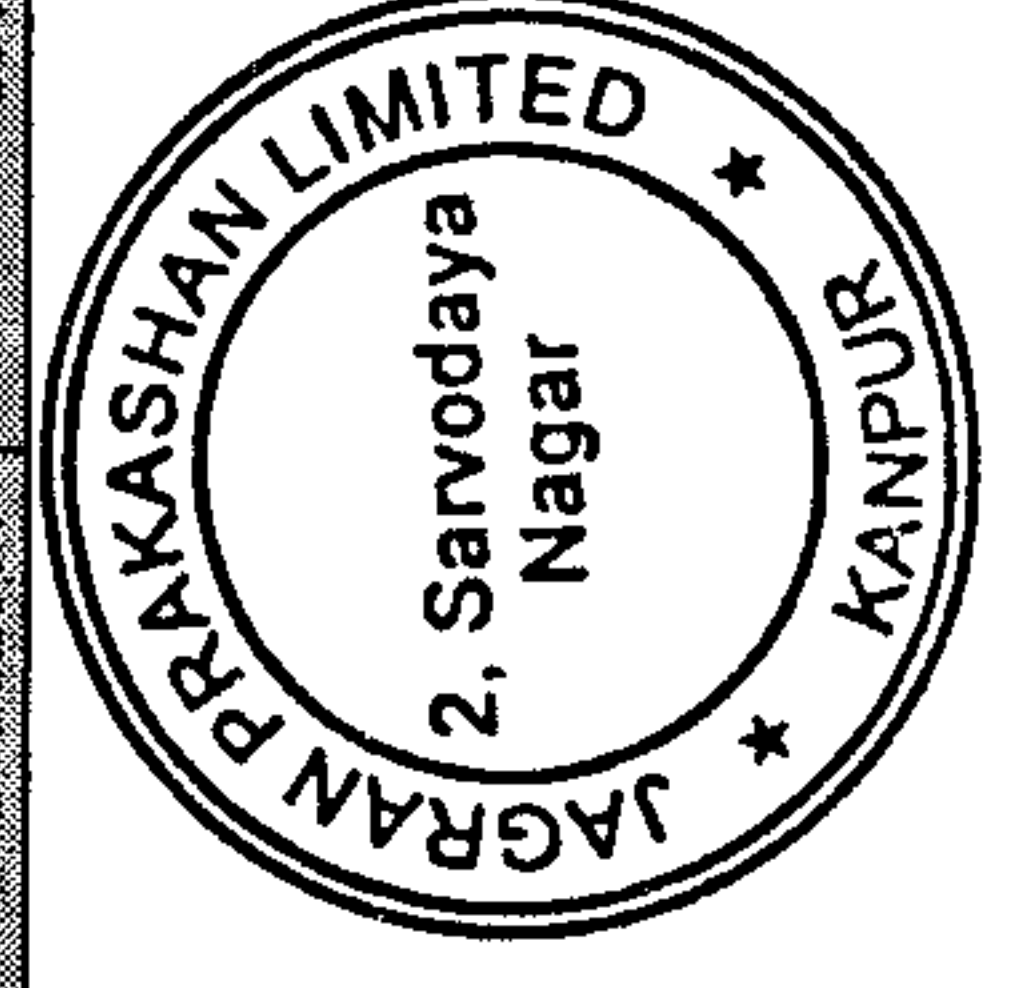


ANNEXURE - 1

Company Name	JAGRAN PRAKASHAN LTD
Date of the AGM/EGM	23 SEPTEMBER, 2016
Total number of shareholders on record date	31570
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	32
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution No.: 1	Agenda-wise disclosure:	ORDINARY - Consideration and adoption of Standalone and Consolidated Audited Balance Sheet, Statement of Profit and Loss with the Report of Board of Directors and the Auditors thereon for the financial year ended 31st March, 2016.	Whether promoter/ promoter group are interested in the agenda/resolution?	NO	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	E-Voting				198629791	198629791	100.0000	198629791	0	100.0000	0.0000
		Poll				198629791	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Public- Institutions	E-Voting				93273657	73734015	79.0513	73734015	0	100.0000	0.0000
		Poll				93273657	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Public- Non Institutions	E-Voting				35008381	5138343	14.6775	5138342	1	99.9999	0.0000
		Poll				35008381	35496	0.1014	35496	0	100.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Total					326911829	277537645	84.8968	277537644	1	100.0000	0.0000

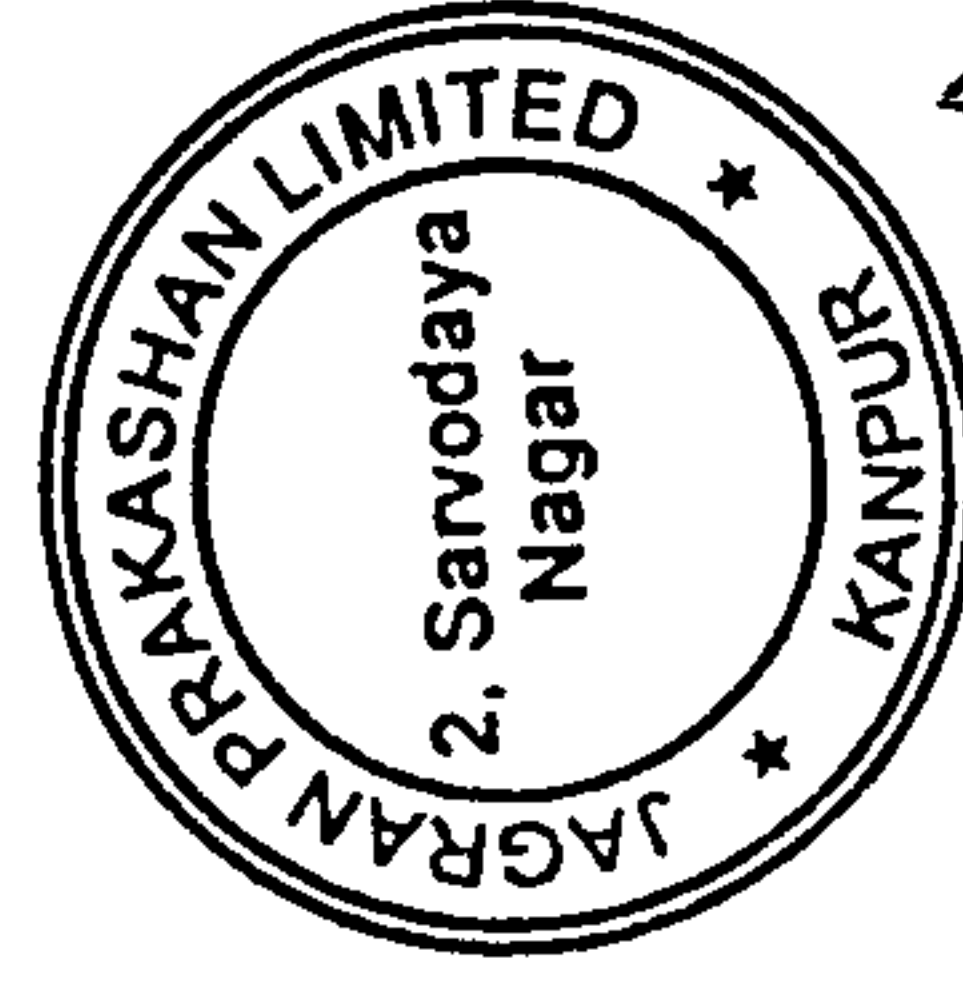
Resolution No.: 2	Agenda-wise disclosure:	ORDINARY - Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as a Director who retires by rotation.	Whether promoter/ promoter group are interested in the agenda/resolution?	YES	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	E-Voting				198629791	198629791	100.0000	198629791	0	100.0000	0.0000
		Poll				198629791	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Public- Institutions	E-Voting				93273657	77721814	83.3267	77324479	397335	99.4887	0.5112
		Poll				93273657	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Public- Non Institutions	E-Voting				35008381	5138343	14.6775	5138301	42	99.9991	0.0008
		Poll				35008381	35496	0.1014	35496	0	100.0000	0.0000
		Postal Ballot (if applicable)				0	0	0.0000	00	0	0.0000	0.0000
	Total					326911829	281525444	86.1166	281128067	397377	99.8588	0.1412



Handwritten signature: Anand Kumar

Resolution No.: 3	Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr Satish Chandra Mishra (DIN- 06643245) as a Director who retires by rotation.									
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group		E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000		
		Poll	198629791	0	0.0000	00	0	0.0000	0.0000		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions		E-Voting	93273657	77721814	83.3267	77331541	390273	99.4978	0.5021		
		Poll	93273657	0	0.0000	00	0	0.0000	0.0000		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions		E-Voting	35008381	5138343	14.6775	5138330	13	99.9997	0.0002		
		Poll	35008381	35496	0.1014	35491	5	99.9859	0.0141		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Total			326911829	281525444	86.1166	281135153	390291	99.8614	0.1386		

Resolution No.: 4	Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Auditors and fixing their remuneration.									
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group		E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000		
		Poll	198629791	0	0.0000	00	0	0.0000	0.0000		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions		E-Voting	93273657	73747710	79.0660	73747710	0	100.0000	0.0000		
		Poll	93273657	0	0.0000	00	0	0.0000	0.0000		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions		E-Voting	35008381	5138343	14.6775	5138342	1	99.9999	0.0000		
		Poll	35008381	35496	0.1014	35494	2	99.9944	0.0056		
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Total			326911829	277551340	84.9010	277551337	3	100.0000	0.0000		



Resolution No.: 5	Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Anita Nayyar (DIN- 03317861) as an Independent Director of the Company for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	NO					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	NO					
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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000
Poll	198629791	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions							
E-Voting	93273657	77721814	83.3267	52370970	25350844	67.3825	32.6174
Poll	93273657	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions							
E-Voting	35008381	5138343	14.6775	5138342	1	99.9999	0.0000
Poll	35008381	35494	0.1014	35494	2	99.9944	0.0056
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total	376911829	281525442	86.1166	256174897	25350847	90.9952	9.0048

Resolution No.: 6	Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vikram Sakhuja (DIN- 00398420) as an Independent Director of the Company to hold office for a term up to the Annual General Meeting to be held in the calendar year 2020.					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	NO					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	NO					
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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000
Poll	198629791	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions							
E-Voting	93273657	77721814	83.3267	77719058	2756	99.9964	0.0035
Poll	93273657	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions							
E-Voting	35008381	5138343	14.6775	5138313	30	99.9994	0.0005
Poll	35008381	35494	0.1014	35487	7	99.9803	0.0197
Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total	376911829	281525442	86.1166	281522649	2793	99.9990	0.0010



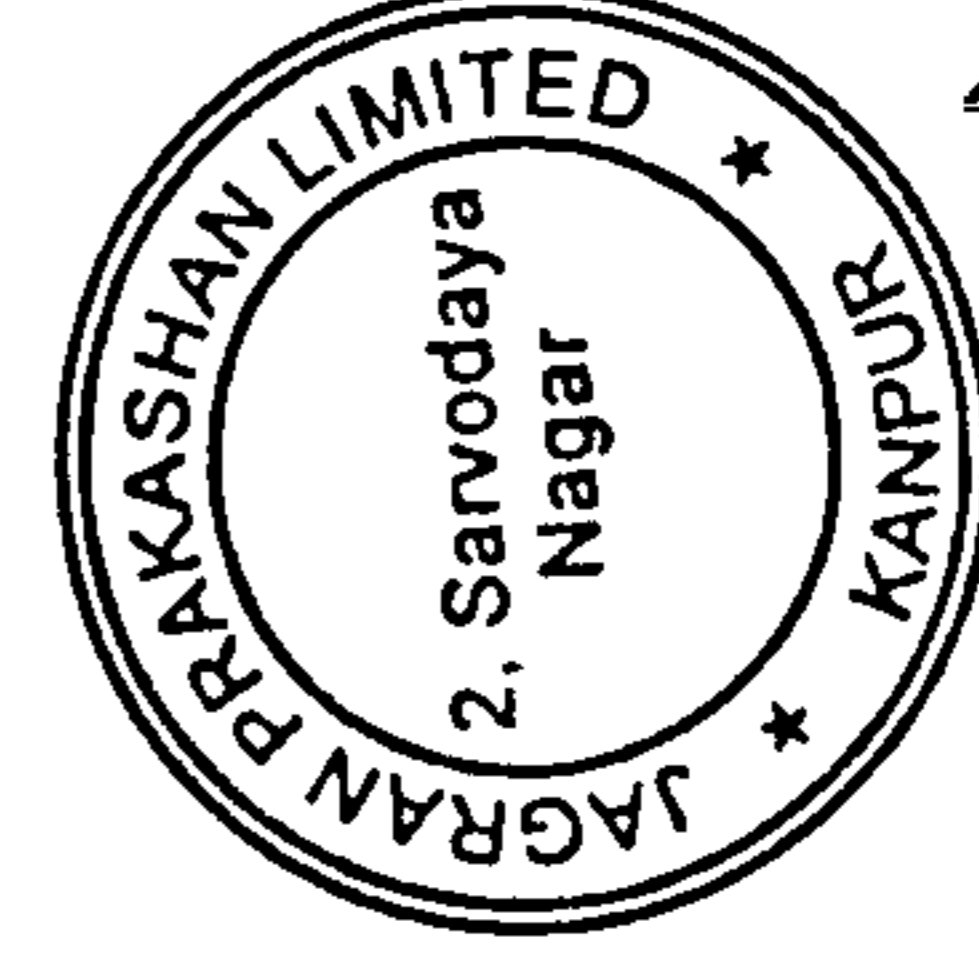
Resolution No.: 7	Resolution required: (Ordinary/ Special)	SPECIAL - Re- appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as Chairman and Managing Director of the Company for a further period of five years with effect from October 01, 2016.					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	YES					
Category	Mode of Voting	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group		E-Voting	198504432	198504432	0	100.0000	0.0000
		Poll	198629791	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Public- Institutions		E-Voting	93273657	77721814	83.3267	99.6760	0.3239
		Poll	93273657	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Public- Non Institutions		E-Voting	35008381	5138343	14.6775	99.9997	0.0002
		Poll	35008381	35496	0.1014	99.9887	0.0113
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Total			32691829	28140085	86.0783	99.9105	0.0895

Resolution No.: 8	Resolution required: (Ordinary/ Special)	ORDINARY - Re- appointment of Mr. Sanjay Gupta (DIN- 00028734) as a Whole Time Director and designated as "Chief Executive Officer" of the Company for a further period of five years with effect from October 01, 2016.					
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	YES					
Category	Mode of Voting	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group		E-Voting	198576791	198576791	0	100.0000	0.0000
		Poll	198629791	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Public- Institutions		E-Voting	93273657	77721814	83.3267	99.6760	0.3239
		Poll	93273657	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Public- Non Institutions		E-Voting	35008381	5138343	14.6775	99.9997	0.0002
		Poll	35008381	35496	0.1014	99.9887	0.0113
		Postal Ballot (if applicable)	0	0	0	0.0000	0.0000
Total			32691829	28147244	86.1004	99.9106	0.0894



Resolution No.: 9	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	ORDINARY - Re- appointment of Mr. Shailesh Gupta (DIN- 00192466) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.	YES								
		Category								
	Promoter and Promoter Group		E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000
			Poll	198629791	0	0.0000	00	0	0.0000	0.0000
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Public- Institutions		E-Voting	93273657	77721814	83.3267	77470069	251745	99.6760	0.3239
			Poll	93273657	0	0.0000	00	0	0.0000	0.0000
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Public- Non Institutions		E-Voting	35008381	5138343	14.6775	5138301	42	99.9991	0.0008
			Poll	35008381	35496	0.1014	35494	2	99.9944	0.0056
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
			Total	326911329	281525444	86.1166	281273655	251789	99.9106	0.0894

Resolution No.: 10	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	SPECIAL - Re- appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.	YES								
		Category								
	Promoter and Promoter Group		E-Voting	198629791	198523791	99.9466	198523791	0	100.0000	0.0000
			Poll	198629791	0	0.0000	00	0	0.0000	0.0000
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Public- Institutions		E-Voting	93273657	77721814	83.3267	77470069	251745	99.6760	0.3239
			Poll	93273657	0	0.0000	00	0	0.0000	0.0000
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Public- Non Institutions		E-Voting	35008381	5138343	14.6775	5138301	42	99.9991	0.0008
			Poll	35008381	35496	0.1014	35494	2	99.9944	0.0056
			Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
			Total	326911329	281419444	86.0842	281167655	251789	99.9105	0.0895



Resolution No.: 11
 Resolution required: (Ordinary/ Special) **ORDINARY - Re- appointment of Mr. Sunil Gupta (DIN- 00317228) as a Whole Time Director of the Company for a further period of five years with effect from October 01, 2016.**

Category	Whether promoter/ promoter group are interested in the agenda/resolution?	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 favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	YES	E-Voting	198629791	198629791	100.0000	198629791	0	100.0000	0.0000
		Poll	198629791	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions		E-Voting	93273657	77721814	83.3267	77470069	251745	99.6760	0.3239
		Poll	93273657	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions		E-Voting	35008381	5138343	14.6775	5138301	42	99.9991	0.0008
		Poll	35008381	35496	0.1014	35496	0	100.0000	0.0000
		Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Total			32691829	281525444	86.1166	281273657	251787	99.9106	0.0894



ANNEXURE-2



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

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

Report of Scrutinizer (Combined)

*(Pursuant to the section 108 of the Companies Act 2013 and Rule 20 & 21(2) of
Companies (Management & Administration) Rules, 2014*

24th September, 2016

To,

The Chairman of the 40th Annual General Meeting of the Equity Shareholders of **Jagran Prakashan Limited** held on Friday, 23rd day of September, 2016 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur.

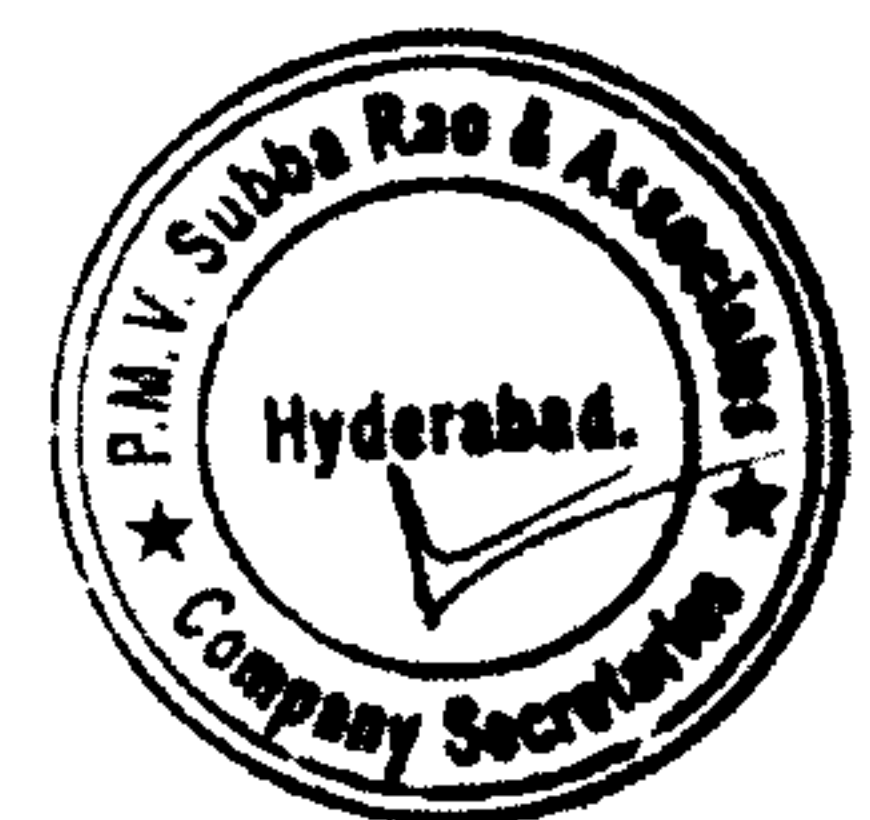
Dear Sir,

I P M V SUBBARAO, Partner of P.M.V. SUBBARAO & ASSOCIATES, Company Secretaries, appointed as scrutinizer for the purpose of Remote E-voting and voting by poll at the 40th Annual General Meeting (AGM) of Equity Shareholders of **Jagran Prakashan Limited** held on Friday, 23rd day of September, 2016 at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, on the below mentioned Resolutions, submit my consolidated report on E-voting and voting by poll at the 40th AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015:

1. The Company had provided Remote E-voting facility as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) for its members to exercise their right to vote in respect of business to be conducted at the 40th AGM held on September 23, 2016.

The E-voting module was kept open from 9:00 A.M. on September 20, 2016 till 5:00 P.M. on September 22, 2016. And the Karvy e-voting platform was blocked thereafter.

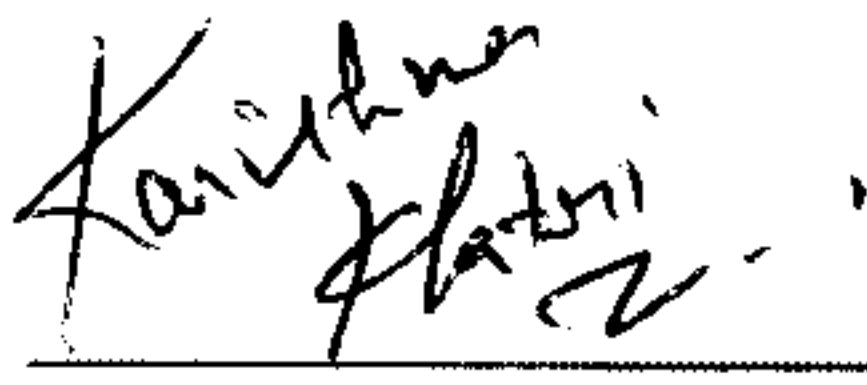
2. The Chairman of AGM allowed poll by polling paper in respect of the Resolutions contained in the notice convening 40th AGM for all those members who were present at the general meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairman, Ballot boxes kept for polling were locked with due identification marks.



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


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

4. The locked ballot boxes were subsequently opened in presence of Ms Karishma Khatri and Mr. Prabhanshu Gupta, not in the employment of the Company and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorization / proxies lodged with the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.



Karishma Khatri



Prabhanshu Gupta

5. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes cast under remote e-voting facility were thereafter unblocked in the presence of 2 witnesses who were not in the employment of the Company. The data downloaded from Karvy e-voting system were scrutinized and reviewed.
7. The combined results of E-voting and poll conducted at AGM is summarized as under:

Resolution No. 1: Ordinary Resolution

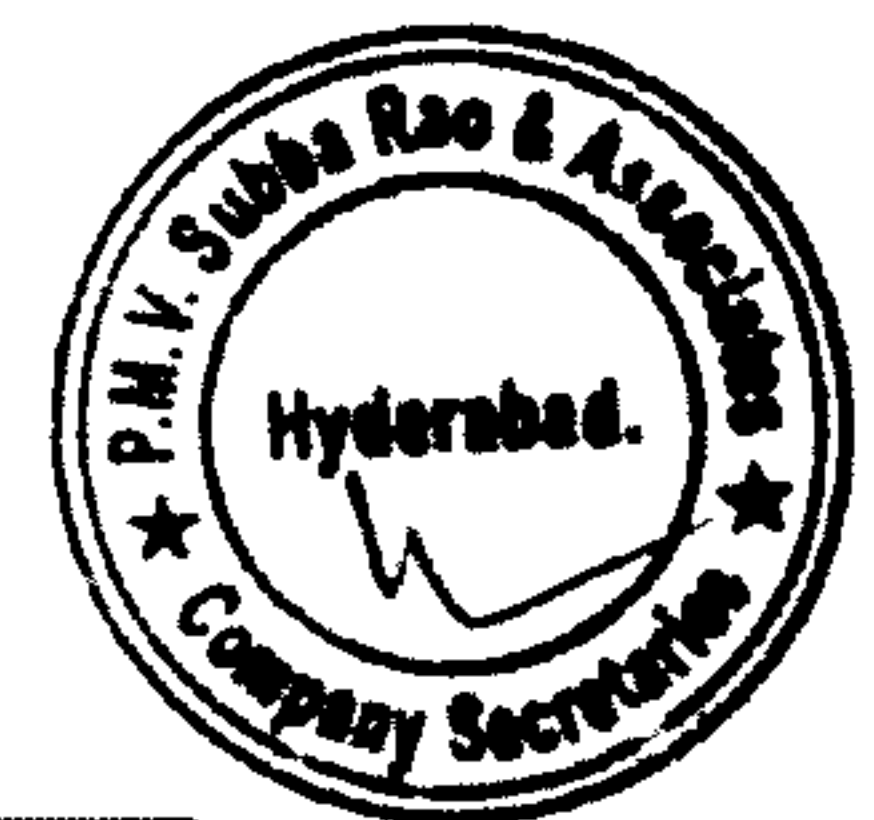
Consider and adoption of Standalone and Consolidated Statement of Profit and Loss, Audited Balance Sheet with the Report of Board of Directors and the Auditors thereon for the Financial Year ended 31st March, 2016

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
149	277537644	100

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0



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


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

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained** votes:

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
12	3987799

Result: - Ordinary Resolution was passed with requisite majority

Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as a Director who retires by rotation.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
157	281128067	99.86

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
5	397377	0.14

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained** votes:

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority



Resolution No. 3: Ordinary Resolution

Re-appointment of Mr. Satish Chandra Mishra (DIN 06643245) as a Director who retires by rotation.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
158	281135153	99.86

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
4	390291	0.14

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained** votes:

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority

Resolution No. 4: Ordinary Resolution

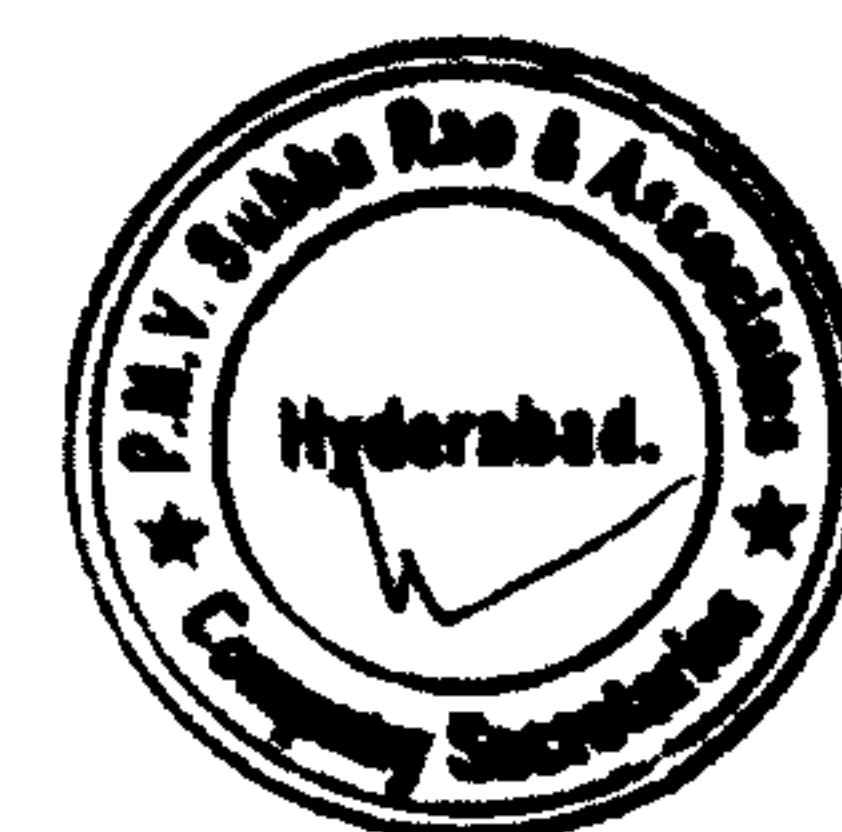
Appointment of Auditors and fixing their remuneration.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
148	277551337	100

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
2	3	0



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Partner


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(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority

Resolution No. 5: Special Resolution

Re-appointment of Ms. Anita Nayyar (DIN-03317861) as an Independent Director of the Company.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
104	256174597	91

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
58	25350847	9

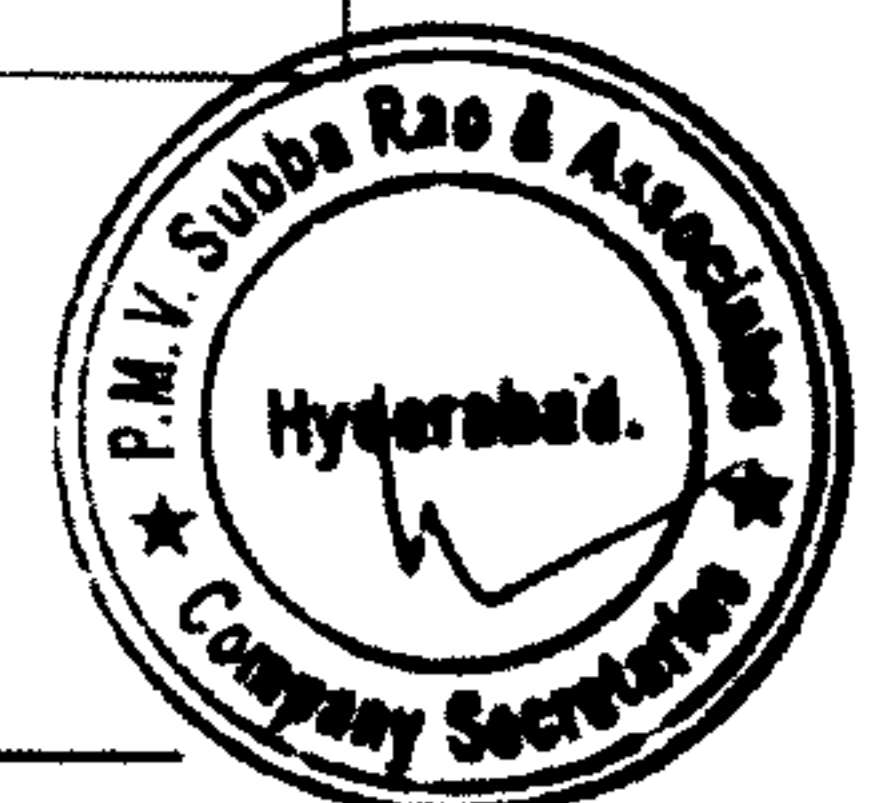
(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Special Resolution was passed with requisite majority



Resolution No. 6: Ordinary Resolution

Appointment of Mr. Vikram Sakhuja (DIN-00398420) as an Independent Director of the Company.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
156	281522649	100

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
5	2793	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
1	2

(iv) **Abstained** votes:

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority

Resolution No. 7: Special Resolution

Re- appointment of Mr. Mahendra Mohan Gupta (DIN-00020451) as the Chairman and Managing Director of the Company.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
150	281148323	99.91

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
11	251762	0.09

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(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
1	125359

Result: - Special Resolution was passed with requisite majority

Resolution No. 8: Ordinary Resolution

Re- appointment of Mr. Sanjay Gupta (DIN- 00028734) as a Whole Time Director and designated as "Chief Executive Officer" of the Company.

(i) **Voted in favour of the resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
150	281220682	99.91

(ii) **Voted in against the resolution**

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
11	251762	0.09

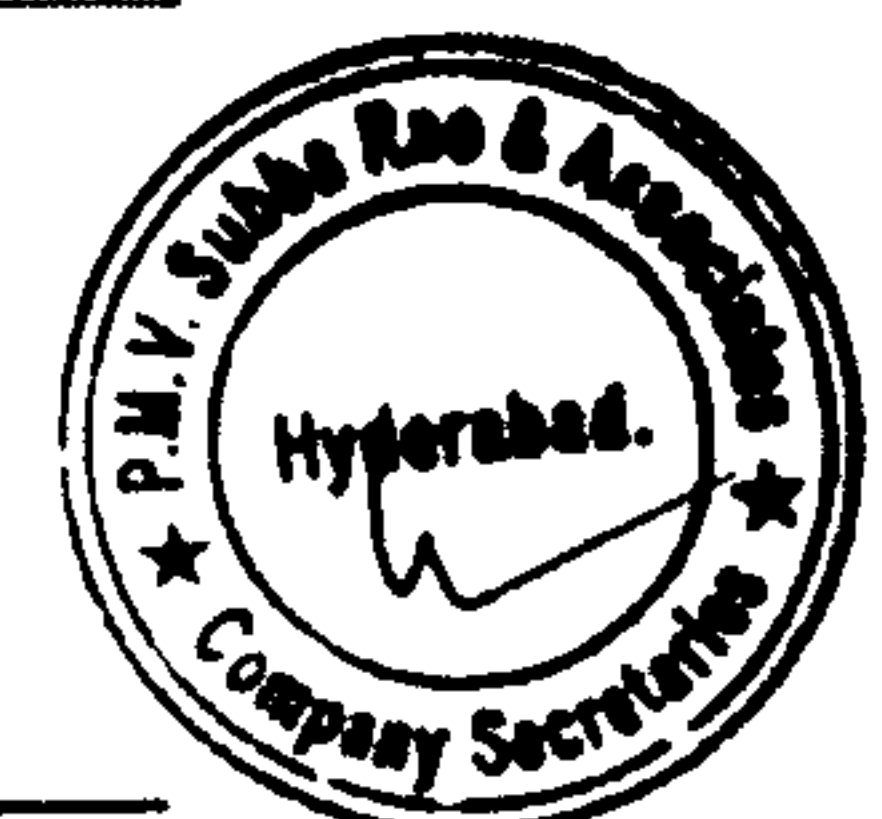
(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
1	53000

Result: - Ordinary Resolution was passed with requisite majority



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Resolution No. 9: Ordinary Resolution

Re- appointment of Mr. Shailesh Gupta (DIN- 00192466) as a Whole Time Director of the Company.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
151	281273655	99.91

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
11	251789	0.09

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained** votes:

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority

Resolution No. 10: Special Resolution

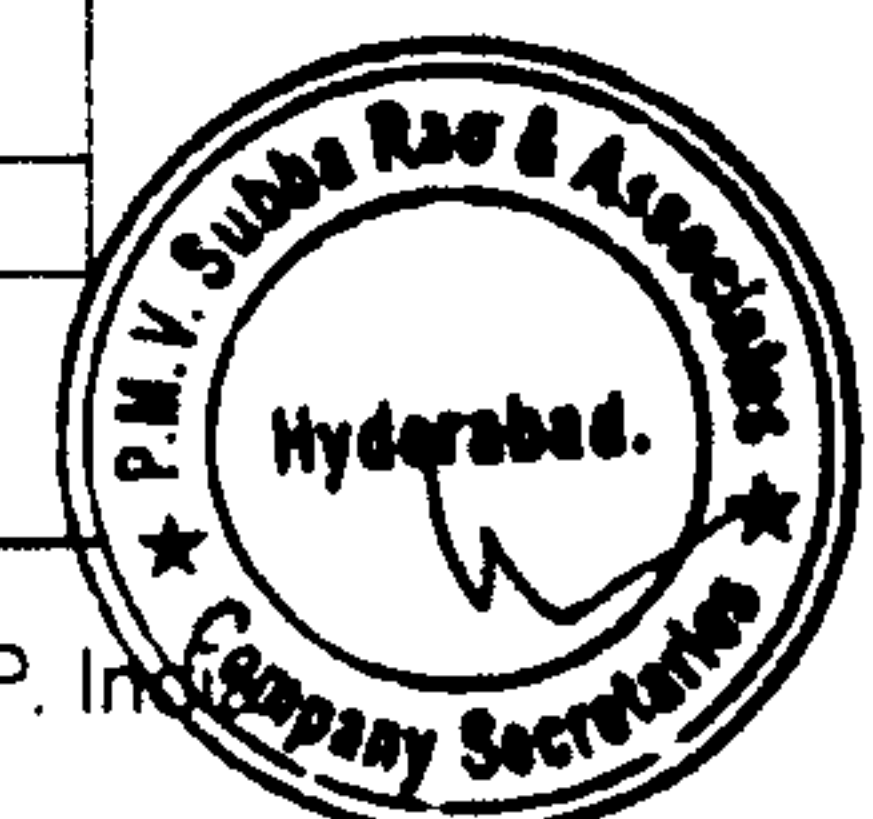
Re- appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Whole Time Director of the Company.

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
150	281167655	99.91

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
11	251789	0.09



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Partner


P.M.V. Subba Rao
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(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
1	106000

Result: - Special Resolution was passed with requisite majority

Resolution No. 11: Ordinary Resolution

Re- appointment of Mr. Sunil Gupta (DIN- 00317228) as a Whole Time Director of the Company.

(i) Voted in **favor** of the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
152	281273657	99.91

(ii) Voted in **against** the resolution

Number of members present and voting (in person or by proxy and E-voting)	Number of valid votes cast by them	% of total number of valid votes cast
10	251787	0.09

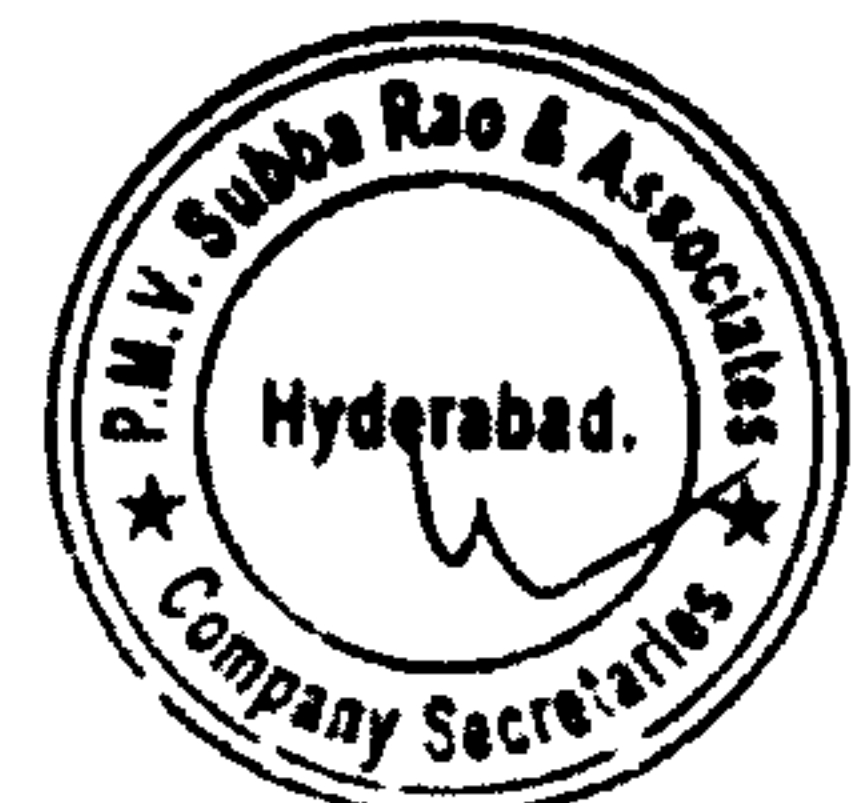
(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy and E-voting) whose votes were declared invalid	Number of valid votes cast by them
-	-

(iv) **Abstained votes:**

Number of members present and voting (in person or by proxy and E-voting) whose abstained from votes	Number of valid votes cast by them
-	-

Result: - Ordinary Resolution was passed with requisite majority





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FCS., LL.M., PGDADR.
Partner

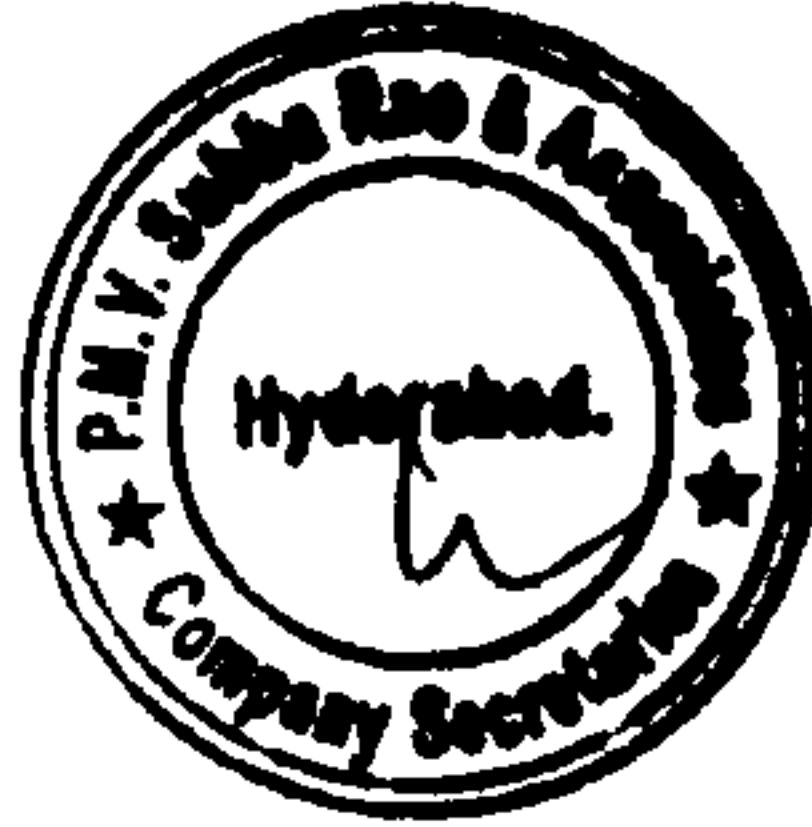
7. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
8. The poll papers and all other relevant records were sealed and are being handed over to yourself as authorised by the Board for safe keeping.

Thanking you,

Yours faithfully

For P.M.V. Subba Rao & Associates

P.M.V. Subba Rao
Partner
FCS 4432, CP 3374



ANNEXURE-3

PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON FRIDAY THE 23RD DAY OF SEPTEMBER, 2016 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. Vijay Tandon	: Independent Director & Chairman of the Audit Committee
Mr. R.K. Jhunjhunwala	: Independent Director & Chairman of the Stakeholder Relationship Committee
Mr. Sanjay Gupta	: Whole Time Director & CEO
Mr. Devendra Mohan Gupta	: Director
Mr. Shailendra Mohan Gupta	: Director
Mr. Satish Chandra Mishra	: Whole Time Director
Mr. Amit Jaiswal	: Company Secretary
Mr. Anurag Khandelwal	: Partner, Price Waterhouse, Chartered Accountants LLP, Statutory Auditors

ATTENDANCE:

Members/ Authorised Representatives Present	- 35
Proxies Present	- 3
Members voted through e-voting process	- 137

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

The members were informed by the Company Secretary that the Company has received 3 valid proxy for 429 equity shares. The members were also informed that the Audited Accounts with Auditor's Report thereon for the financial year ended 31st March, 2016, 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 40th 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 Chairman 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 Regulation 44 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, 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 30th May, 2016 convening this AGM.

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 16th September, 2016 and



Amit Jaiswal

- 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.

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 20th September, 2016 (9:00 A.M. onwards) till 22nd September, 2016 (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 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 as the Authorised Agency to provide the e-voting facility.

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 Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors and Auditors Report thereon-Ordinary Resolution:

The Resolution was proposed by Mr. Narendra Kumar Gupta and seconded by Mr. Raj Kumar Mishra.

ITEM NO. 2

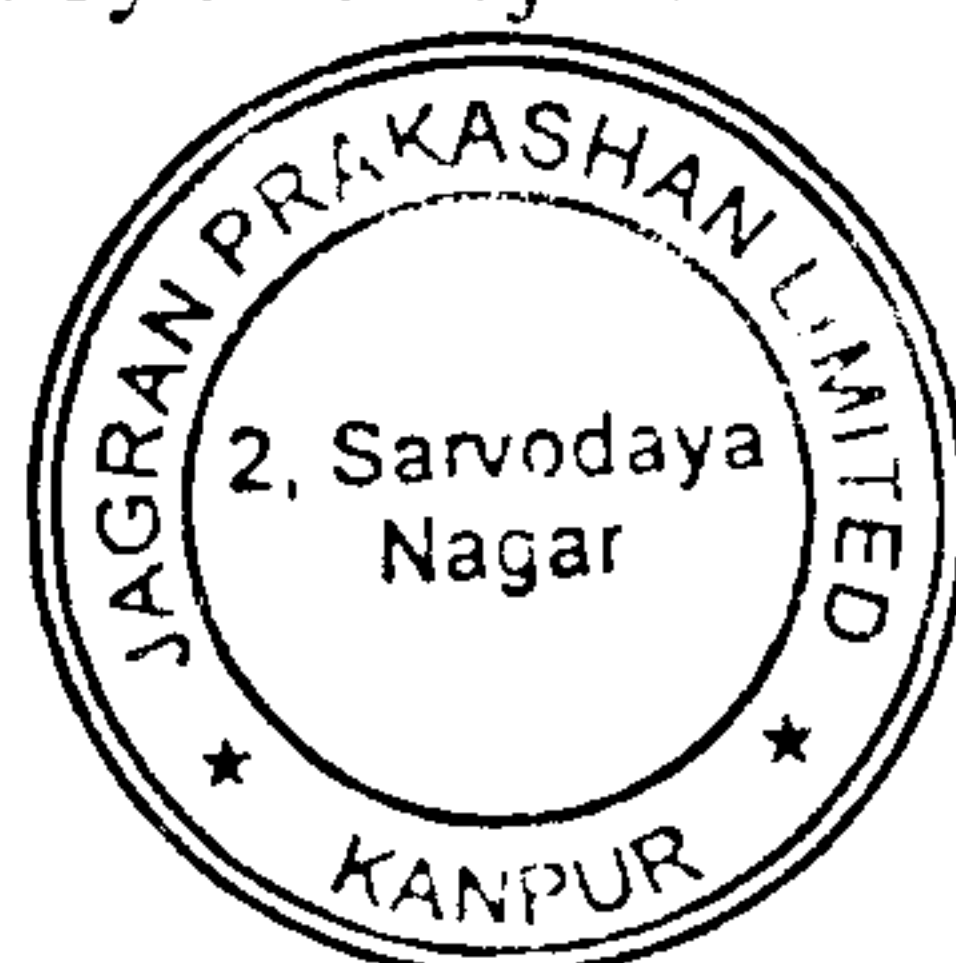
Re-appointment of Mr. Sunil Gupta (DIN 00317228), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

The Resolution was proposed by Mr. Padam Kumar Jain and seconded by Mr. Rajiv Garg.

ITEM NO. 3

Re-appointment of Mr. Satish Chandra Mishra (DIN 06643245), as Director of the Company, liable to retire by rotation- Ordinary Resolution:

The Resolution was proposed by Mr. Raj Kumar Mishra and seconded by Mr. Anil Kothiwai.



Anil Kothiwai

ITEM NO. 4

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

The Resolution was proposed by Mr. Anup Kothiwala and seconded by Mrs. Kavita Jaitly.

ITEM NO. 5

Re-appointment of Ms. Anita Nayyar (DIN- 03317861) as an Independent Director of the Company -Special Resolution:

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

ITEM NO. 6

Appointment of Mr. Vikram Sakhuja (DIN- 00398420) as an Independent Director of the Company-Ordinary Resolution:

The Resolution was proposed by Mr. Nilesh Tatlani and seconded by Mr. Rajiv Kumar Garg.

The Chairman being interested in Agenda Item No. 7, requested Mr. Vijay Tandon, Independent Director and Chairman of the Audit Committee to take the chair and conduct the proceedings. Thereafter, with the consent of the members Mr. Vijay Tandon took the chair and preceded over the Agenda Item Nos. 7 to 10.

ITEM NO. 7

Re-appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as the Chairman and Managing Director of the Company- Special Resolution:

The Resolution was proposed by Mr. Sanjeev Agnihotri and seconded by Mr. Vinod Kumar Varmani.

ITEM NO. 8

Re-appointment of Mr. Sanjay Gupta (DIN- 00028734) as a Whole Time Director and designated as "Chief Executive Officer" of the Company-Ordinary Resolution:

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

ITEM NO. 9

Re-appointment of Mr. Shailesh Gupta (DIN- 00192466) as a Whole Time Director of the Company-Ordinary Resolution:

The Resolution was proposed by Mr. Nilesh Tatlani and seconded by Mrs. Sarbani Bhatia.

ITEM NO. 10

Re-appointment of Mr. Dharendra Mohan Gupta (DIN- 01057827) as a Whole Time Director of the Company-Special Resolution:

The Resolution was proposed by Mr. Narendra Kumar Gupta and seconded by Mr. Neeraj Katiyar.



Amil Kumar

Mr. Vijay Tandon then requested Mr. Mahendra Mohan Gupta to take the chair and conduct the proceedings of the meeting. Mr. Mahendra Mohan Gupta resumed the chair and preceded over the remaining proceeding of the meeting.

ITEM NO. 11

Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as a Whole Time Director of the Company-Ordinary Resolution:

The Resolution was proposed by Mr. Padam Kumar Jain and seconded by Mr. Satish Chandra Mishra.

Thereafter, the Chairman initiated the process of voting through ballot paper and requested the Members to fill up their ballot paper as per the instructions contained therein, sign and deposit the same in the ballot box. He also requested the Scrutinizer to submit its report on remote e-voting and voting through ballot papers as soon as possible to enable declaration of the voting results within the prescribed timelines.

He further informed the Members that subject to receipt of requisite numbers of votes, the Resolutions shall deem to have been passed on date of the AGM.

The Chairman then declared the Meeting as concluded and thanked the Members for participating in the Meeting.

Thereafter, Mr. Sanjay Gupta, CEO and Whole-time Director of the Company proposed a vote of thanks to the Chairman.

Based on the Scrutinizer's Report dated 24th September, 2016 all the resolutions as set out in the Notice of 40th AGM were declared as passed with requisite majority.

FOR JAGRAN PRAKASHAN LIMITED

Amit Jaishwal
(AMIT JAISWAL)
Company Secretary

