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April 21, 2017

The Corporate Relations Department <b>BSE Limited</b> Rotunda Building, 1 <sup>st</sup> floor Mumbai Samachar Marg, Mumbai – 400 001	Listing Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051
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Dear Sir/Madam,

**SUB: Buyback of upto 155,00,000 (One hundred and fifty five lakh) Equity Shares of Jagran Prakashan Limited (the “Company”) at a price of INR 195 (Indian Rupees One hundred and ninety five only) per Equity Share (the “Buyback Price”) payable in cash**

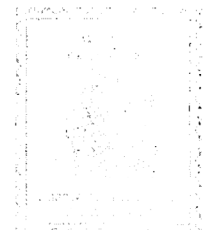
1. In terms of the Buyback Regulations, ICICI Securities Limited has been appointed by the Company as the merchant banker to the Buyback.
2. On January 5, 2017, the board of directors of the Company, pursuant to the provisions of Article 159 A of the Articles of Association of the Company, Section 68, 69, 70, 110 and other applicable provisions of the Companies Act, 2013, and in compliance with the provisions of the Buyback Regulations, approved the Buyback by the Company of up to 155,00,000 fully paid up Equity Shares, representing up to 4.74% of the total paid-up Equity Share capital of the Company at a price of INR 195 per Equity Share payable in cash for an aggregate amount of up to INR 302,25,00,000, on a proportionate basis, from its existing Equity Shareholders, as on record date, through the tender offer route, as specified in Regulation 4(1)(a) of the Buyback Regulations.
3. Pursuant to section 108 and section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the shareholders through postal ballot and e-voting as set out in notice dated January 5, 2017 was sought for approval of shareholders by way of special resolution under section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 for Buyback. The special resolution in the aforesaid postal ballot notice has been passed with the requisite majority by the members of the Company and the result of postal ballot was declared on February 9, 2017.
4. The Letter of Offer dated March 11, 2017 was filed with SEBI on March 20, 2017 and the Corrigendum to the Letter of Offer dated April 17, 2017 which got published on April 18, 2017 (the “Corrigendum”) was filed with SEBI on April 18, 2017.

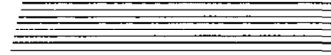
Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.  
 Central Market : NSE Regn. No. INB 230773037, BSE Regn. No. INB 011286854  
 Futures & Options : NSE Regn. No. INF 230773037, BSE Regn. No. INF 010773035  
 Currency Derivatives : NSE Regn. No. INE 230773037  
 CIN No.: U67120MH1995PLC086241

**ICICI Securities Limited**  
**Registered Office (Institutional):**  
 ICICI Centre, H. T. Parekh Marg,  
 Chhatrapati, Mumbai 400 020, India.  
 Tel: (91 22) 2288 2460/7  
 Fax: (91 22) 2282 6580

**Corporate Office (Retail):**  
 Shree Sawan Knowledge Park, Plot No. D-507,  
 T.T.C. Ind. Area, M.I.D.C., Turbhe, Navi Mumbai - 400 705  
 Tel: (91 22) 4070 1000  
 Fax: (91 22) 4070 1022

**Name of Compliance Officer (Broking Operations) :** Ms. Mamta Jayaram Shetty  
**Email Address:** complianceofficer@icicisecurities.com / Tel: (91 22) 4070 1000  
**Website Address:** www.icicisecurities.com / www.icicidirect.com





5. With respect to the captioned Buyback, please find enclosed a copy of the Post Buyback Public Announcement dated April 20, 2017 published on April 21, 2017 (Annexure 1) and a soft copy of the same in PDF format (Annexure 2). The Post Buyback Public Announcement was published in the following newspapers:

<b>Newspaper</b>	<b>Language</b>	<b>Editions</b>
Business Standard	English	All
Business Standard	Hindi	All
Dainik Jagran	Hindi	Kanpur

Thanking you,

Yours sincerely,

**For ICICI Securities Limited**



Authorized Signatory  
Name: *Rajal Kulkarni*  
Designation: *Avp*



# JAGRAN PRAKASHAN LIMITED

Corporate Identity Number: L22219UP1975PLC004147  
 Registered Office address: Jagran Building, 2, Sarvodaya Nagar, Kanpur - 208005; Website: www.jplcorp.in  
 Contact Person: Mr Amit Jaiswal, Company Secretary and Compliance Officer  
 Tel.: 0512-2216161; Fax: 0512-2230625, E-mail: investor@jagran.com

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF JAGRAN PRAKASHAN LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated Friday, 10<sup>th</sup> February, 2017 and published on Monday, 13<sup>th</sup> February, 2017 (the "Public Announcement"), the Letter of Offer dated Saturday, 11<sup>th</sup> March, 2017 (the "Letter of Offer") and the corrigendum dated 17<sup>th</sup> April, 2017 and published on 18<sup>th</sup> April, 2017, (the "Corrigendum"). The terms used but not defined in this Post Buyback Public Announcement shall have the meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

- Jagran Prakashan Limited (the "Company") had announced the Buyback of up to 155,00,000 (One hundred and fifty five lakh) (representing 4.74% of the total number of equity shares in the paid-up share capital of the Company) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two) each ("Equity Shares") from all the existing equity shareholders/beneficial owners of Equity Shares as on the Record Date (i.e. Friday, 24<sup>th</sup> February, 2017), on a proportionate basis, through the "Tender Offer" route at a price of INR 195 (Indian Rupees One hundred and ninety five) per Equity Share payable in cash for an aggregate consideration of INR 302,25,00,000 (Indian Rupees Three hundred two crores and twenty five lakhs) ("Buyback Offer Size"). The Buyback Offer size represents approximately 24.32% of the aggregate of the fully paid-up share capital and free reserves, as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2016 (the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buyback) and is within the statutory limits of 25% of the aggregate of the fully paid up share capital and free reserves as per the audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2016.
- The Company has adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through the Stock Exchange", notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 issued by SEBI dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by Securities and Exchange Board of India.
- The Buyback Offer opened on Friday, 24<sup>th</sup> March, 2017 and closed on Monday, 10<sup>th</sup> April, 2017.

### 2. DETAILS OF BUYBACK

- The total number of Equity Shares bought back under the Buyback Offer are 155,00,000 (One hundred and fifty five lakh) Equity Shares at a price INR 195 (Indian Rupees One hundred and ninety five) per Equity Share.
- The total amount utilized in the Buyback of Equity Shares is INR 302,25,00,000 (Indian Rupees Three hundred two crores and twenty five lakhs) excluding any other expenses incurred or to be incurred for the Buyback like SEBI filing fees, stock exchange fees, advisors fees, publication expenses, printing and dispatch expenses and other incidental and related expenses.
- The Registrar to the Buyback i.e. Karvy Computershare Private Limited (the "Registrar") considered 2,619 bids for 29,710,562 Equity Shares that were found valid, in response to the Buyback Offer, resulting in subscription of approximately 1.9 times of the maximum number of shares proposed to be bought back by the Company.
- The details of valid bids received by the Registrar and accepted to be bought by the Company in the Buyback Offer<sup>#</sup> are as follows:

Category of Investor	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total equity Shares Validly Tendered	% Response	No. of shares accepted to be bought back
Reserved category for Small Shareholders	2,325,000	2,439	1,350,217	58.07%	1,350,217
General Category for other Shareholders	13,175,000	180	28,360,345	215.26%	14,149,783
<b>Total</b>	<b>15,500,000</b>	<b>2,619</b>	<b>29,710,562</b>	<b>191.68%</b>	<b>15,500,000</b>

<sup>#</sup>As per the certificate dated 19<sup>th</sup> April, 2017 received from Karvy Computershare Private Limited.

- All valid applications have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection shall be sent by the Registrar to respective Shareholders by Thursday, 20<sup>th</sup> April, 2017.
- The settlement of all valid bids has been completed by the Indian Clearing Corporation Limited (ICCL) on Thursday, 20<sup>th</sup> April, 2017. ICCL has made direct funds payout to eligible equity shareholders whose shares have been accepted under the buyback. If details of the Shareholders' bank account were not available or if the fund transfer instruction was rejected by RBI or any bank, due to any reason, then such funds shall be transferred to the concerned Shareholders' Broker for onward transfer to such Eligible Shareholder.
- Demat Equity Shares accepted under the Buyback Offer have been transferred to the Company's demat escrow account on 20<sup>th</sup> April, 2017. The unaccepted demat Equity Shares have been returned to the respective Shareholders by ICCL on 20<sup>th</sup> April, 2017.
- The extinguishment of 155,00,000 Equity Shares accepted under the Buyback, comprising of all Equity Shares in demat form shall be completed in accordance with the Buyback Regulations. No bids were received in respect of Equity Shares held by Shareholders in physical form.
- The Company and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, before and after the Buyback is as under:

Particulars	Pre Buyback		Post Buyback <sup>#</sup>	
	No. of Shares	Amount (in ₹)	No. of Shares	Amount (in ₹)
Authorized share capital	375,000,000	INR 2 per share	375,000,000	INR 2 per share
<b>Total</b>	<b>375,000,000</b>	<b>750,000,000</b>	<b>375,000,000</b>	<b>750,000,000</b>
Issued, subscribed and paid up share capital	326,911,829	INR 2 per share	311,411,829	INR 2 per share
<b>Total</b>	<b>326,911,829</b>	<b>653,823,658</b>	<b>311,411,829</b>	<b>622,823,658</b>

<sup>#</sup>Subject to extinguishment of 155,00,000 Equity Shares.

- The details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted for buyback in the Buyback Offer are mentioned below:

Sr. No.	Name of Shareholders	No. of Equity Shares accepted under the Buyback Offer	Equity shares accepted as a % of total Equity Shares bought back	Equity shares accepted as a % of total post Buyback Equity Shares of the Company
1	JAGRAN MEDIA NETWORK INVESTMENT PVT. LTD	9,148,401	59.02	2.94
2	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL CAP FUND	700,471	4.52	0.22
3	SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP	674,846	4.35	0.22
4	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	632,428	4.08	0.20
5	NTASIAN DISCOVERY MASTER FUND	612,038	3.95	0.20
6	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C - FRONTLINE EQUITY FUND	541,537	3.49	0.17
7	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C - DIVIDEND YIELD PLUS	290,773	1.88	0.09
8	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C - BALANCED NINETY FIVE FUND	213,684	1.38	0.07
9	ELARA GLOBAL FUNDS - ELARA EMERGING MARKETS FUND	183,196	1.18	0.06
10	SUNDARAM MUTUAL FUND A/C SUNDARAM RURAL INDIA FUND	174,954	1.13	0.06

- The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. Friday, 24<sup>th</sup> February, 2017) and post Buyback, is as under:

Particulars	Pre Buyback		Post Buyback <sup>#</sup>	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoters and Promoter Group	198,629,791	60.76%	189,481,390	60.85%
Foreign Investors (including Non Resident Indians FIs FPIs and Foreign Mutual Funds)	50,405,229	15.42%	121,930,439	39.15%
Financial Institutions/Banks/Mutual Funds promoted by Banks/Institutions	38,698,379	11.84%		
Other (public, public bodies corporate etc.)	39,178,430	11.98%		
<b>Total</b>	<b>326,911,829</b>	<b>100.00%</b>	<b>311,411,829</b>	<b>100.00%</b>

<sup>#</sup>Subject to extinguishment of 155,00,000 of Equity Shares.

### 4. MANAGER TO THE BUYBACK OFFER

**ICICI SECURITIES LIMITED**  
 ICICI Centre, H.T. Parekh Marg,  
 Churchgate, Mumbai - 400 020, India  
 Tel. No: (+91 22) 2288 2460  
 Fax No: (+91 22) 2282 6580  
 Contact Person: Mr. Shekhar Asnani/Ms. Payal Kulkarni  
 Email: jagran.buyback@icicisecurities.com  
 Website: www.icicisecurities.com  
 SEBI Registration No.: INM000011179  
 Validity Period: Permanent (unless suspended or cancelled by SEBI)  
 CIN: U67120MH1995PLC086241



### 5. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that the information in this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

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

**Mahendra Mohan Gupta**  
 Chairman and Managing Director  
 (DIN: 00020451)

**Sunil Gupta**  
 Wholtime Director  
 (DIN: 00317228)

**Amit Jaiswal**  
 Company Secretary and Compliance Officer

Date : April 20, 2017  
 Place: Kanpur