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POSTAL BALLOT RESULTS

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of resolution by Postal ballot) Rules, 2001, the Consent of Equity shareholders of the company vide postal ballot dated October 29TH, 2010 for under mentioned resolutions was sought. The last date for receipt of the postal ballot forms from the shareholders was December 20th, 2010.

Mr. Adesh Tandon, practising Company Secretary was appointed as Scrutinizer, has submitted the postal ballot result that were announced at the registered Office of the Company on December 23rd, 2010.

S NO.	Resolution	Number of valid votes polled	Votes cast in favour of the resolution(s) (%age)	Votes cast against the resolution(s) (%age)
1.	Special resolution for approval of ESOP Scheme of the Company.	570	99.9708	0.0292

The above special resolution has been approved by the Equity Shareholders with requisite majority.

Place: Kanpur

Date: 23.12.2010



For Jagran Prakashan limited

(Mahendra Mohan Gupta)

Chairman and Managing Director

**ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES**

**"KAN CHAMBERS"
Room No. 811, 8th Floor,**

14/113, Civil Lines,

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SCRUTINIZER'S REPORT

The Chairman

Jagran Prakashan Limited

"Jagran Building" 2,

Sarvodaya Nagar,

Kanpur-208005

Dear Sir,

1. The Board of Directors of the company at its meeting held on 29.10.2010 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The company has completed on 18.11.2010 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s), appeared on the Register of Members/list of beneficiaries as on 12.11.2010.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered, in a register separately maintained for the purpose.

Adesh Tandon

2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

2.4 The ballot boxes were opened on 22.12.2010 in my presence.

2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of members of the company/list of beneficiaries accordingly.

2.6 All postal ballot forms received upto the close of working hours on. 20.12.2010, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

2.7 Envelopes containing postal ballot forms received after 20.12.2010 were not considered for my scrutiny. Such envelopes aggregated to 3 (three) in number and these envelopes were not opened and they are kept separately.

2.8 I did not find any defaced or mutilated ballot paper.

3. A summary of the postal ballot forms received is given below:

Particulars	No of Postal Ballot Forms	No of shares	% of total paid up equity capital	% of total valid votes
Total Postal Ballot Forms received	624	240283517	79.78320%	
Less: Invalid postal ballot forms (as per register)	54	8876	0.00295%	
Net valid postal ballot forms (as per register)	570	240274641	79.78025%	
Postal ballot forms with assent for the resolution	532	240267617	79.77792%	99.9708%
Postal ballot forms with dissent for resolution	38	7024	0.00233%	.0292%

Amratan

4. I have handed over the postal ballot forms and other related papers /registers and records for safe custody to the Company Secretary, Mr. Amit Jaiswal authorized by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Place: Kanpur

Date: 23.12.2010

Name and signature of the scrutinizer

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Aadesh Tandon
PROPRIETOR
(Adesh Tandon)
C. P. No. 1121