

28th October, 2014

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

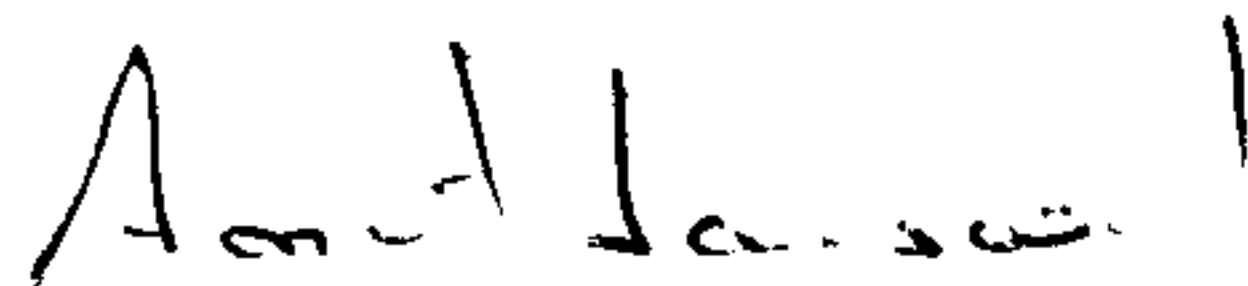
Dear Sir,

Sub: Submission of certified copy of the Minutes of 38th Annual General Meeting held on 30th September, 2014.

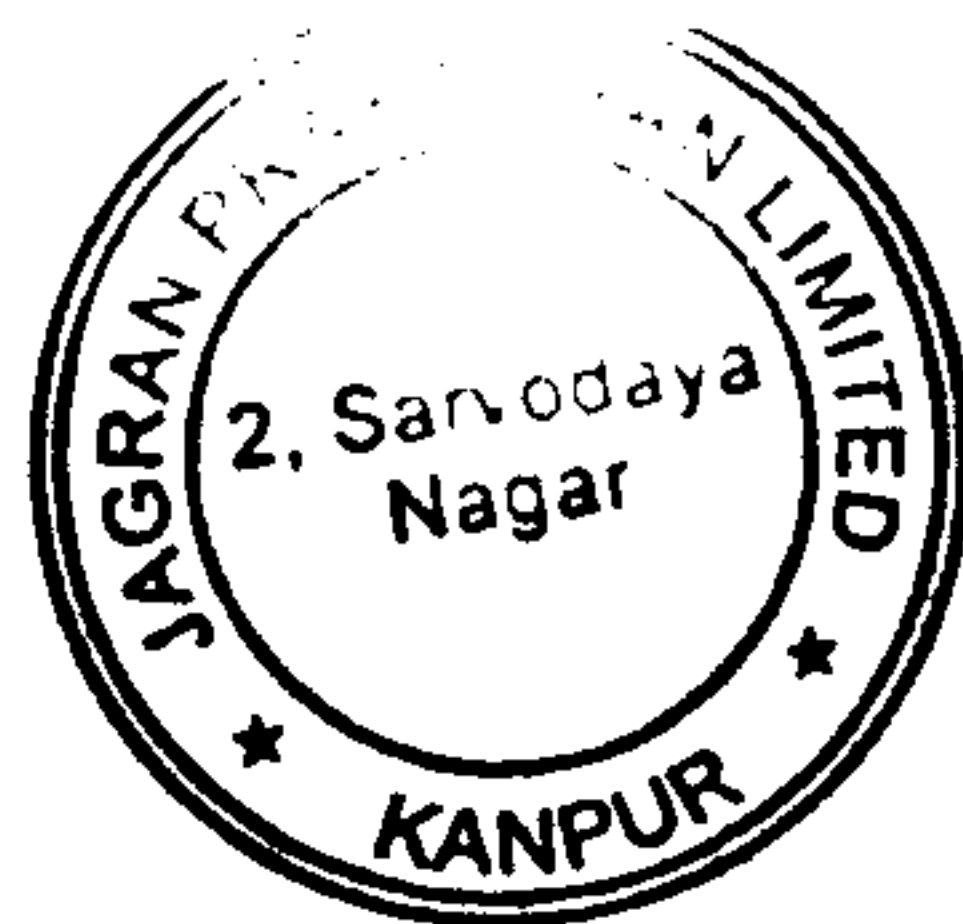
In compliance with the Listing Agreement, we furnish herewith the certified copy of the Minutes of 38th Annual General Meeting of the Company held on 30th September, 2014.

You are requested to take the same on record.

Thanking you,
For Jagran Prakashan Limited


(AMIT JAISWAL)
Company Secretary

Encl: as above



CERTIFIED TRUE COPY OF THE MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON WEDNESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT 12:00 NOON AT HOTEL ROYAL CLIFF, OPPOSITE MOTIJHEEL GATE NO.1, KANPUR

PRESENT:

Mr. Mahendra Mohan Gupta	: Chairman and Managing Director
Mr. Sanjay Gupta	: Whole Time Director & CEO
Mr. Sunil Gupta	: Whole Time Director
Mr. Shailesh Gupta	: Whole Time Director
Mr. Vijay Tandon	: Independent Director & Chairman of the Audit Committee
Mr. Devendra Mohan Gupta	: Director
Mr. R.K. Agarwal	: Chief Financial Officer
Mr. Amit Jaiswal	: Company Secretary

123 Members/ Authorised Representatives/ Proxies were present at the meeting, as per Attendance Slips received and entries in Attendance Register.

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

The members were informed by the Company that the Company has received 9 valid proxies for 1,56,92,475 equity shares, which constitutes 4.81% of the paid-up equity share capital of the Company. The members were also informed that the 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 38th Annual General Meeting, Annual Accounts, Board's Report, having already been circulated to members, were taken as read.

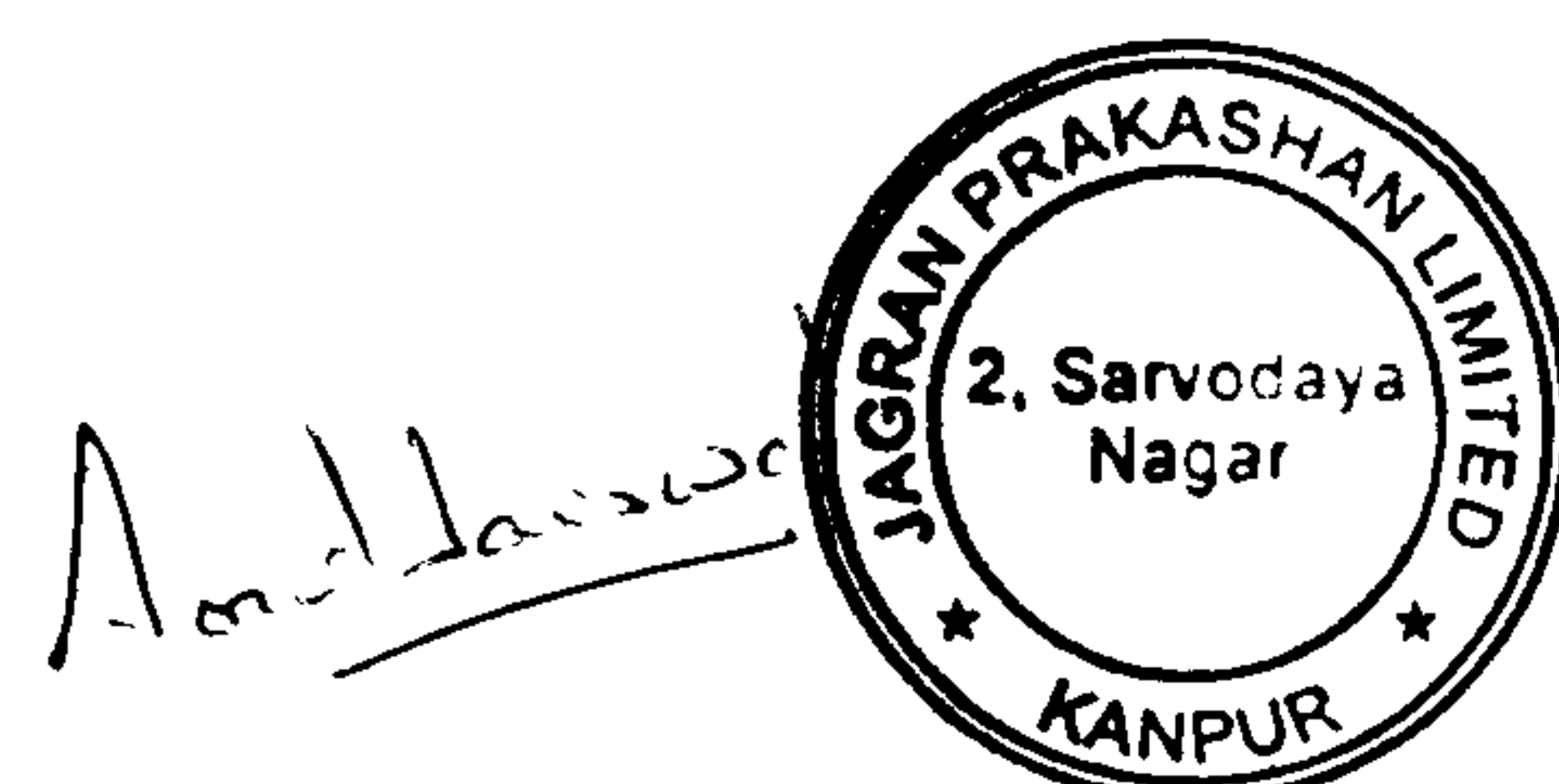
The Chairman invited the members for comments, if any, on the Annual Accounts. Queries received from the shareholders, were replied satisfactorily.

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

The Chairman apprised the members present that the applicable provisions of the Companies Act, 2013 and rules notified there under have come into effect from 1st April, 2014 and therefore, the proceedings of the AGM shall be conducted in accordance with the provisions of the Companies Act, 2013.

The Company Secretary also 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 facility to exercise their right to vote on all the items set-out in the notice dated 31st July, 2014 convening this AGM.

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 15th August, 2014, 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.

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

The members were also informed that e-voting facility was available from 24th September, 2014 (9.00 A.M. onwards) till 26th September, 2014 (till 6.00 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 who submitted his report on the electronic voting, to the Chairman at the AGM.

The members present were informed that those who had not cast their vote through e-voting may cast their vote on ballot paper on Poll on all the resolutions of ordinary and special businesses set out in item nos. 1 to 19 of the notice convening this AGM.

The Chairman then formally requested Poll on all the resolutions of ordinary and special businesses set out in item nos. 1 to 19 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 declared that on receipt of the Scrutinizers report on the Poll to be conducted. The combined results of the votes cast through e-voting and Poll taken at the AGM on all resolutions, once finalized, 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).

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.

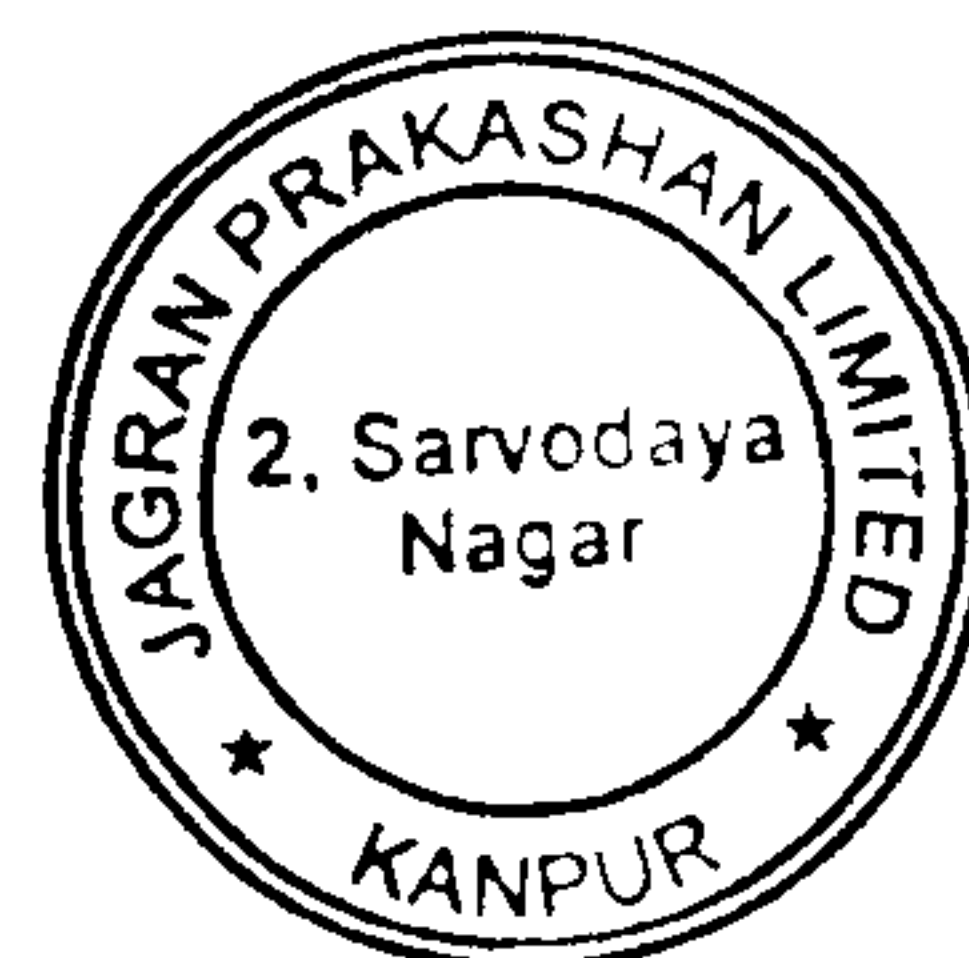
The Chairman thanked the members present for their participation in the AGM and declared the AGM concluded.

On the basis of the Scrutinizer's Report for e-voting dated 29th September, 2014 and Report on the Poll conducted at AGM dated 30th September, 2014. All resolutions for the ordinary and special business set out at item nos. 1 to 19 of the notice dated 31st July, 2014 convening the AGM of the members of the Company, were duly passed by the members with requisite majority. The consolidated summary of voting done through electronic means and Poll is as under:

Amal Kumar



Resolution ID	Category	Shares Held (1)	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 in against on votes polled (7)={{(5)/(2)}}*100
1	Consider and adoption of Standalone and Consolidated Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended 31st March, 2014.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	53110178	64.18	53110178	0	100.00	0.00
	Public- Others	39527325	2204499	5.58	2204470	29	100.00	0.00
	Total	326911829	244194496	74.70	244194467	29	100.00	0.00
2	Re-appointment of Mr. Sunil Gupta, as Director of the Company, liable to retire by rotation.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00
3	Re-appointment of Mr. Devendra Mohan Gupta, as Director of the Company, liable to retire by rotation.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	29264392	31876619	47.86	52.14
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	220348682	31876648	87.36	12.64
4	Re-appointment of Mr. Amit Dixit, as Director of the Company, liable to retire by rotation.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204461	39	100.00	0.00
	Total	326911829	252225330	77.15	252225291	39	100.00	0.00
5	Declaration of Final Dividend n Equity Shares and confirmation of interim dividend of Rs. 1 per share, already paid for the year ended 31st March, 2014.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00



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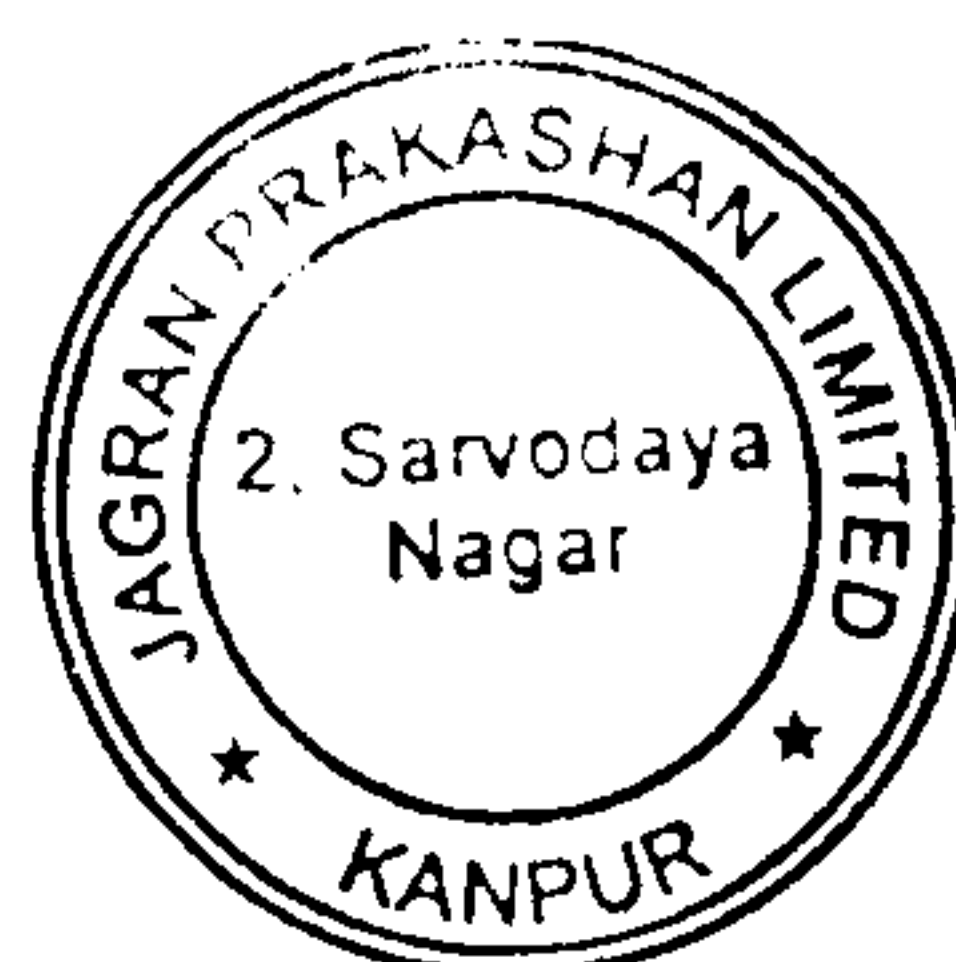
6	Re-appointment of M/s Price Waterhouse, New Delhi (FRN 012754N), Chartered Accountants as Statutory Auditors and fixing their remuneration.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00
7	To fix the number of directors on the Board of the Company to twenty.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	53167678	64.25	53108412	59266	99.89	0.11
	Public- Others	39527325	2204500	5.58	2204470	30	100.00	0.00
	Total	326911829	244251997	74.71	244192701	59296	99.98	0.11
8	Appointment of Mr. Satish Chandra Mishra (DIN 06643245) as the Director of the Company, liable to retire by rotation.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204461	39	100.00	0.00
	Total	326911829	252225330	77.15	252225291	39	100.00	0.00
9	Appointment of Mr. Akhilesh Krishna Gupta (DIN 00359325) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	29267676	31873335	47.87	52.13
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	220351966	31873364	87.36	12.64
10	Appointment of Mr. Anuj Puri (DIN 00048386) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	29272392	31868619	47.88	52.12
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	220356682	31868648	87.37	12.63
11	Appointment of Mr. Bharatji Agrawal (DIN 01482285) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	20767874	40373137	33.97	66.03
	Public- Others	39527325	2204500	5.58	2204470	30	100.00	0.00
	Total	326911829	252225330	77.15	211852163	40373167	83.99	16.01

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12	Appointment of Mr. Dilip Cherian (DIN 00322763) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204461	39	100.00	0.00
	Total	326911829	252225330	77.15	252225291	39	100.00	0.00
13	Appointment of Mr. Rajendra Kumar Jhunjunwala (DIN 00073943) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	60680042	460969	99.25	0.75
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	251764332	460998	99.82	0.18
14	Appointment of Mr. Shashidhar Narain Sinha (DIN 00953796) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	60680042	460969	99.25	0.75
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	251764332	460998	99.82	0.18
15	Appointment of Mr. Vijay Tandon (DIN 00156305) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	60680042	460969	99.25	0.75
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	251764332	460998	99.82	0.18
16	Appointment of Ms. Anita Nayyar (DIN 03317861) as an Independent Director for the period of 2 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00
17	Appointment of Dr. Punita Kumar Sinha (DIN 05229262) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204461	39	100.00	0.00
	Total	326911829	252225330	77.15	252225291	39	100.00	0.00

13/11/2021



18	Appointment of Mr. Jayant Davar (DIN 00100801) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00
19	Appointment of Mr. Ravi Sardana (DIN 06938773) as an Independent Director for the period of 5 years.							
	Promoter and Promoter Group	204629791	188879819	92.30	188879819	0	100.00	0.00
	Public-Institutional Holders	82754713	61141011	73.88	61141011	0	100.00	0.00
	Public- Others	39527325	2204500	5.58	2204471	29	100.00	0.00
	Total	326911829	252225330	77.15	252225301	29	100.00	0.00

The resolution passed by the members are recorded hereunder as part of the proceedings of the AGM held on 30th September, 2014-

ITEM NO. 1:

To Consider and adoption of Standalone and Consolidated Balance Sheet as at 31st March, 2014 Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2014- Ordinary Resolution:

RESOLVED THAT Standalone and Consolidated Balance Sheet as at 31st March, 2014 Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2014 for the year ended on that date together with the Directors Report and Auditors Report thereon be and are hereby approved and adopted.”

ITEM NO. 2:

To appoint Mr. Sunil Gupta as Director of the Company who is retiring by rotation and being eligible offers himself for re-appointment- Ordinary Resolution:

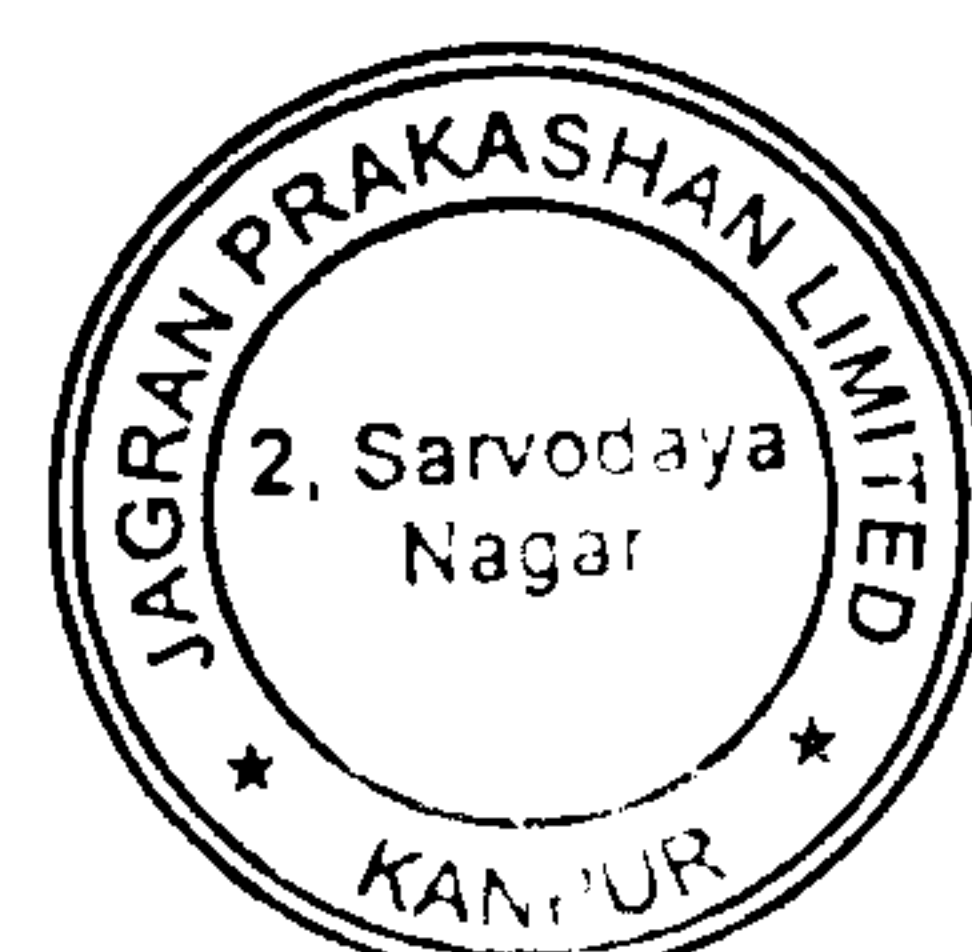
RESOLVED THAT Mr. Sunil Gupta, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

ITEM NO. 3:

To appoint Mr. Devendra Mohan Gupta as Director of the Company who is retiring by rotation and being eligible offers himself for re-appointment- Ordinary Resolution:

RESOLVED THAT Mr. Devendra Mohan Gupta, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

Amal Kumar



ITEM NO. 4:

To appoint Mr. Amit Dixit as Director of the Company who is retiring by rotation and being eligible offers himself for re-appointment- Ordinary Resolution:

‘RESOLVED THAT Mr. Amit Dixit, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

ITEM NO. 5:

To declare dividend on equity shares for the financial year 2013-2014- Ordinary resolution:

‘RESOLVED THAT pursuant to the recommendation of the Board, dividend at the rate of Rs. 3 per share on 32,69,11,829 equity shares of Rs. 2 each for the financial year ended 31st March, 2014 total aggregating to Rs. 98,07,35,487, 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 an interim dividend of Rs. 1 per share on 33,19,11,829 fully paid up equity shares of the face value of Rs. 2 each already paid be and is hereby confirmed.

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

ITEM NO. 6:

To appoint M/s Price Waterhouse, New Delhi (FRN 012754N), Chartered Accountants as Statutory Auditors of the Company- Ordinary Resolution:

‘RESOLVED THAT pursuant to the provisions of Section 139(2)(b) and other applicable provisions, if any of the Companies Act, 2013, approval be and is hereby accorded to re-appoint M/s Price Waterhouse ,New Delhi (FRN 012754N), Chartered Accountants 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.

‘RESOLVED FURTHER THAT Mr. Mahendra Mohan Gupta, Chairman and Managing Director and Mr. Amit Jaiswal, Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies, Uttar Pradesh and the Board of Directors, be and are hereby authorized to fix the remuneration and terms and conditions of said appointment.”

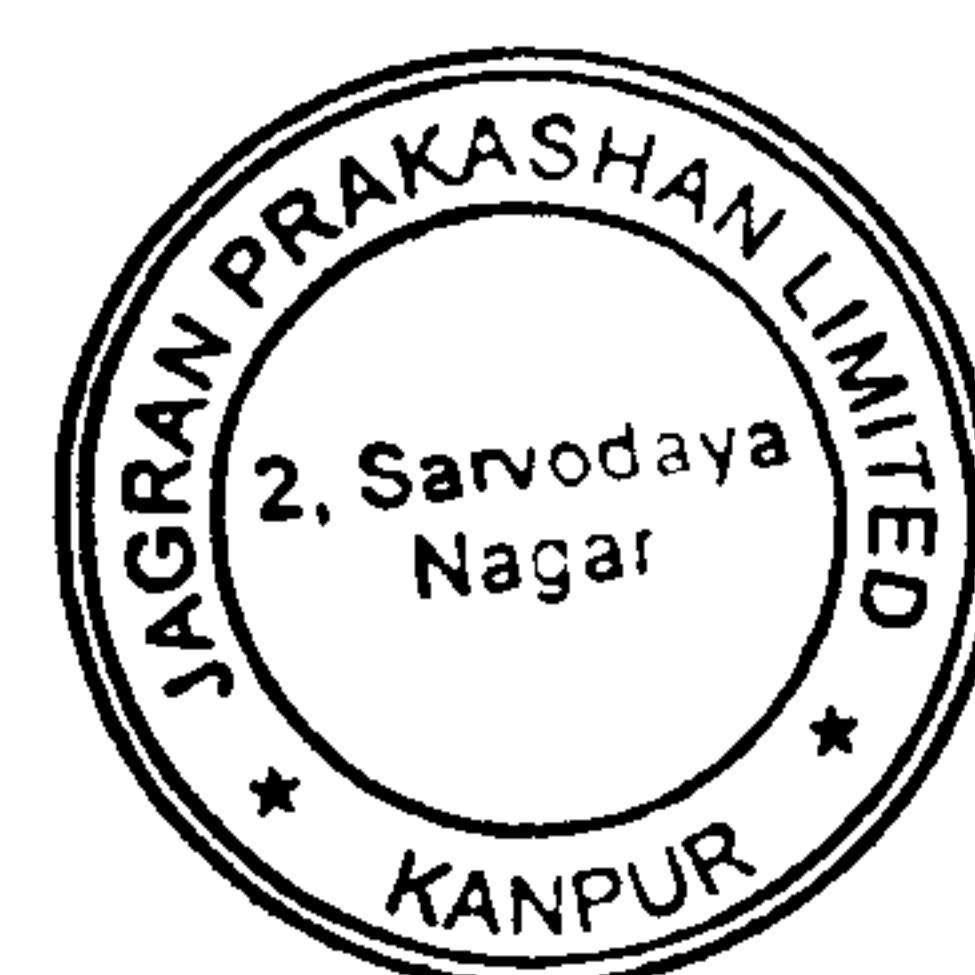
SPECIAL BUSINESS:

ITEM NO. 7:

To increase in maximum number of directors of the Company- Special Resolution:

‘RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 the maximum number of Directors on the Board of Directors of the Company in office as considered desirable by Board of Directors from time to time, be and is hereby fixed as 20(Twenty).”

Amit Jaiswal



ITEM NO. 8:

To appoint Mr. Satish Chandra Mishra (holding DIN 06643245) as a Director of the Company- Ordinary Resolution:

RESOLVED THAT Mr. Satish Chandra Mishra (holding DIN 06643245) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 30, 2013 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation."

ITEM NO. 9:

To appoint Mr. Akhilesh Krishna Gupta (holding DIN 00359325) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Akhilesh Krishna Gupta** (holding DIN 00359325), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019."

ITEM NO. 10:

To appoint Mr. Anuj Puri (holding DIN 00048386) as an Independent Director of the Company- Ordinary Resolution:

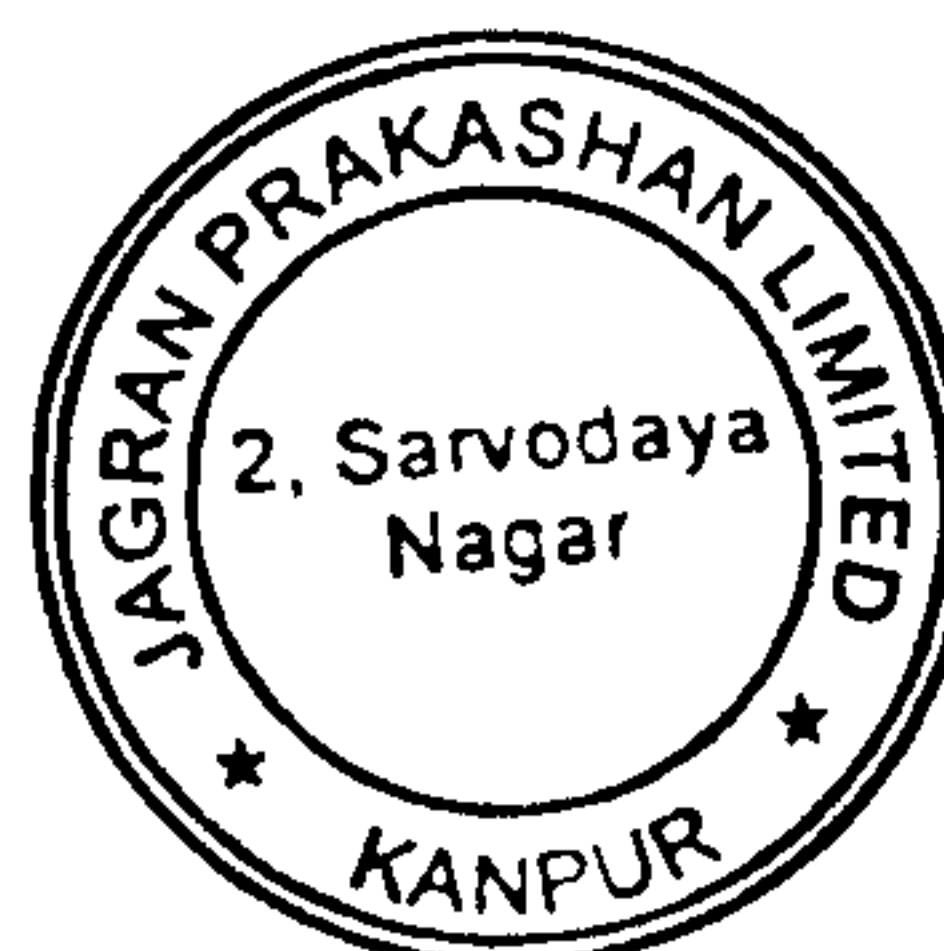
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Anuj Puri** (holding DIN 00048386), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. "

ITEM NO. 11:

To appoint Mr. Bharatji Agrawal (holding DIN 01482285) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Bharatji Agrawal** (holding DIN 01482285), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019."

Amal Kumar



ITEM NO. 12:

To appoint Mr. Dilip Cherian (holding DIN 00322763) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Dilip Cherian** (holding DIN 00322763), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019."

ITEM NO. 13:

To appoint Mr. Rajendra Kumar Jhunjunwala (holding DIN 00073943) as an Independent Director of the Company- Ordinary Resolution:

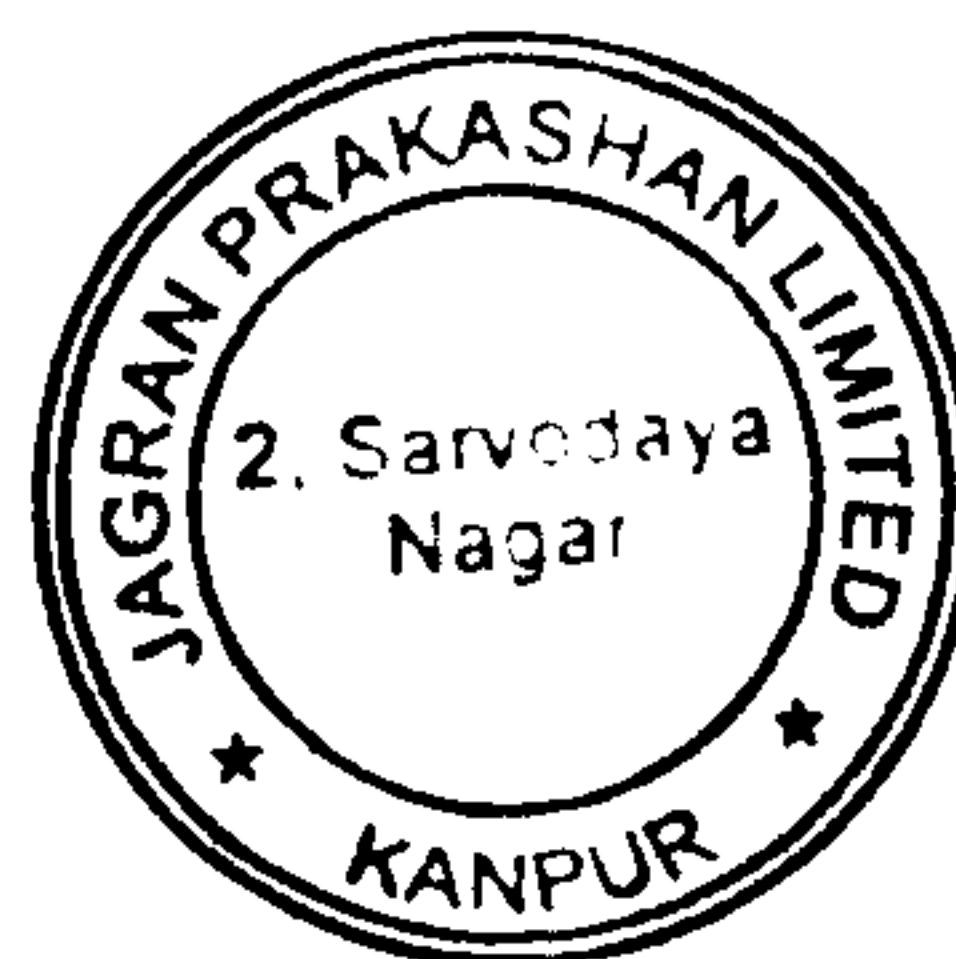
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Rajendra Kumar Jhunjunwala** (holding DIN 00073943), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019."

ITEM NO. 14:

To appoint Mr. Shashidhar Narain Sinha (holding DIN 00953796) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Shashidhar Narain Sinha** (holding DIN 00953796), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019."

Amul



ITEM NO. 15:

To appoint Mr. Vijay Tandon (holding DIN 00156305) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Vijay Tandon** (holding DIN 00156305), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

ITEM NO. 16:

To appoint Ms. Anita Nayyar (holding DIN 03317861) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Ms. Anita Nayyar** (holding DIN 03317861) as an Independent Director of the Company to hold office for two consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2016.”

ITEM NO. 17:

To appoint Dr. Punita Kumar Sinha (holding DIN 05229262) as an Independent Director of the Company- Ordinary Resolution:

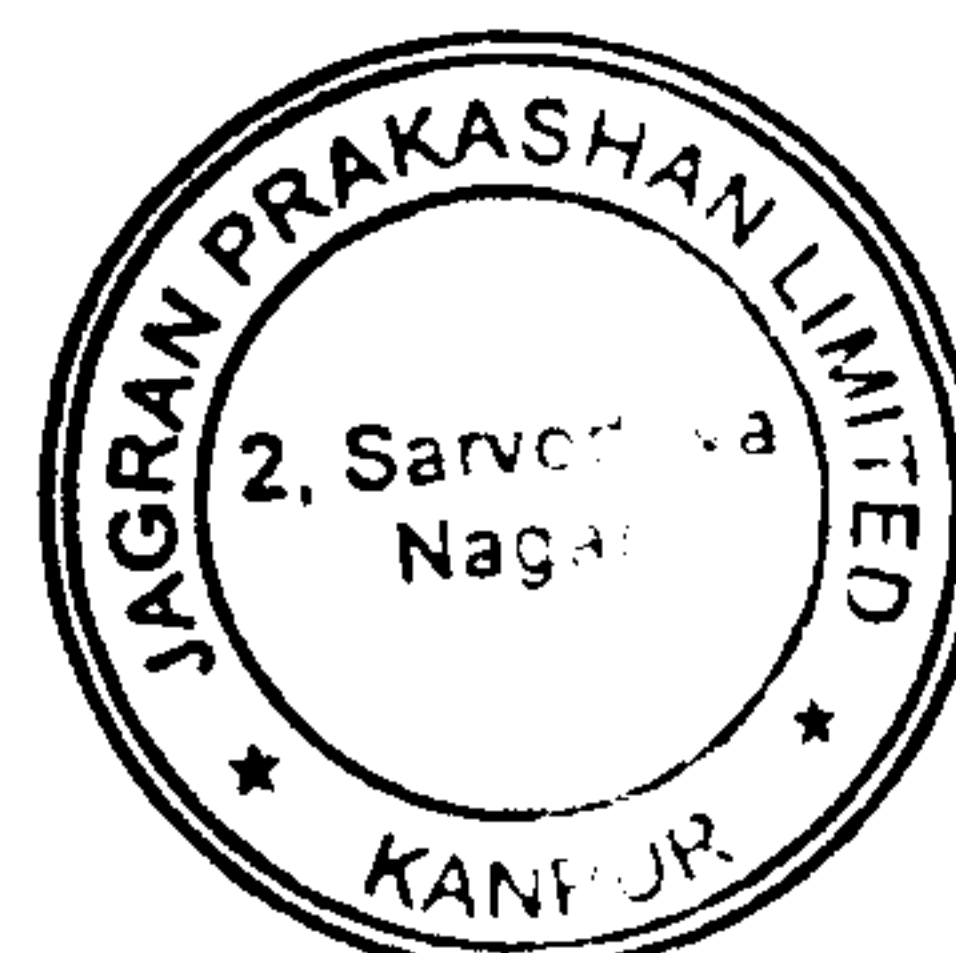
RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Dr. Punita Kumar Sinha** (holding DIN 05229262) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

ITEM NO. 18:

To appoint Mr. Jayant Davar (holding DIN 00100801) as an Independent Director of the Company- Ordinary Resolution:

RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Mr. Jayant Davar** (holding DIN 00100801) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

Amit Jain

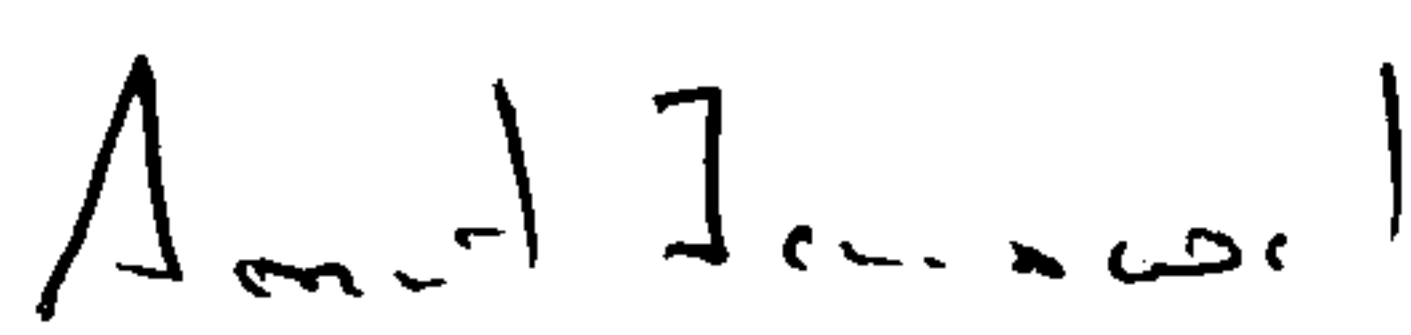


ITEM NO. 19:

To appoint Mr. Ravi Sardana (holding DIN 06938773) as an Independent Director of the Company- Ordinary Resolution:

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Mr. Ravi Sardana** (holding DIN 06938773) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**Certified to be true copy
For Jagran Prakashan Limited**


(AMIT JAISWAL)
Company Secretary

