

September 28, 2017

1) Manager-CRD,
BSE Ltd.,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Fax No.022-22722037/39/41
Re: Jagran Prakashan Limited
Scrip 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/Ma'am,

Sub: Submission of Summary of Proceedings, Scrutinizers Report and Voting Results of 41st Annual General Meeting of the Company

This to inform you that the 41st Annual General Meeting ("AGM") of the Company was held on Thursday, 28th September, 2017, at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh- 208025.

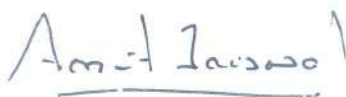
In this regard, please find enclosed herewith the following:-

- i) Summary of Proceedings of 41st AGM pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as **Annexure-A**.
- ii) Voting Results of the AGM in the format prescribed under Regulation 44 of Listing Regulations as **Annexure-B**.
- iii) Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM through Ballot forms, pursuant to Section 108 and 109 of the Companies Act, 2013 read with rules made thereunder as **Annexure-C**.

Kindly take the above on your record.

Thanking You,

For Jagran Prakashan Limited



(AMIT JAISWAL)
Company Secretary & Compliance Officer



Encl.: As Above

PROCEEDINGS OF THE 41ST ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON THURSDAY THE 28TH DAY OF SEPTEMBER, 2017 COMMENCED AT 12:00 NOON AND CONCLUDED AT 1:00 P.M. 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. Rajendra Kumar Jhunjunwala	Independent Director & Chairman of the Stakeholders Relationship Committee
Mr. Sanjay Gupta	Whole Time Director & CEO
Mr. Shailesh Gupta	Whole Time Director
Mr. Sunil Gupta	Whole Time Director
Mr. Satish Chandra Mishra	Whole Time Director
Mr. Devendra Mohan Gupta	Director
Mr. Shailendra Mohan Gupta	Director
Mr. Rajendra Kumar Agarwal	Chief Financial Officer
Mr. Amit Jaiswal	Company Secretary

ATTENDANCE:

Members/ Authorised Representatives Present	- 36
Proxies Present	- 05
Members voted through e-voting process	- 119

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors present at the meeting.

The representatives of the Statutory Auditors and Secretarial Auditors were also present in the meeting.

The members were also informed that the Audited Accounts with Auditors' Report thereon for the financial year ended 31st March, 2017, 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 41st AGM, Annual Report including Annual Accounts and Directors' Report, having already been circulated to members, were taken as read.

The report of the Statutory Auditors and the report of the Secretarial Auditors of the Company for the financial year ended 31st March, 2017 which had also been circulated to the members containing no qualifications / adverse remarks were read by the Company Secretary.

The Company Secretary 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 as amended and Regulation 44 of Securities and Exchange



Am-11-2017

Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, the Company has extended to its members the undernoted facility to exercise their right to vote on all the items set-out in the notice dated 29th May, 2017 convening this AGM.

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 22nd September, 2017 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 remote e-voting or who did not cast their vote by remote e-voting.

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

The members were also informed that remote e-voting facility was extended to the members through Karvy Computershare Private Limited and it was available from 25th September, 2017 (9:00 A.M. onwards) till 27th September, 2017 (till 5:00 P.M.). Mr. Adesh Tandon, a Practising Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

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

The Chairman then requested the members to propose and second the following resolutions as contained in the notice convening the 41st AGM:

Sl. No.	Details of Agenda	Type of Resolution
1.	Consideration and adoption of Standalone and Consolidated Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and Auditors Report thereon.	Ordinary Resolution
2.	Declaration of dividend of Rs. 3 (Rupees Three) per share for the Financial Year ended 31 st March, 2017.	Ordinary Resolution
3.	Re-appointment of Mr. Devendra Mohan Gupta (DIN: 00226837), as a Director of the Company, liable to retire by rotation.	Ordinary Resolution
4.	Re-appointment of Mr. Amit Dixit (DIN: 01798942), as Director of the Company, liable to retire by rotation.	Ordinary Resolution
5.	Appointment of Deloitte Haskins & Sells, Chartered Accountants, Kolkata (FRN 302009E) as Statutory Auditors of the Company and fixing their remuneration.	Ordinary Resolution

The Chairman then formally requested Poll on all the resolutions of ordinary businesses set out in item nos. 1 to 5 of the notice convening the 41st 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.

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 drop the same in the ballot box. He also requested the Scrutinizer to submit his 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.



Am. Tandon

The Chairman informed the Members that subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on date of the AGM.

He Further informed that on receipt of the Combined Scrutinizer's report, the result of voting through the Poll taken at the AGM and votes cast through remote e-voting on all the resolutions, would be declared within 48 hours of the conclusion of AGM 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's Report will also be hosted on the website of Karvy Computershare Private Limited, Authorised Agency engaged for providing remote e-voting facility.

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

The meeting concludes at 1:00 A.M. with a vote of thanks to the chair.

Based on the Scrutinizer's Report dated 28th September, 2017 all the resolutions as set out in the Notice of 41st AGM were declared as passed with requisite majority.



Am-12-2017

JAGRAN PRAKASHAN LIMITED

ANNEXURE-B

FORMAT FOR VOTING RESULTS

Date of AGM/EGM

total number of shareholders on record date

Thursday, September 28th September, 2017 at 12:00 Noon

31741

No. of shareholders present in the meeting either in person or through proxy:

- Promoters and Promoter Group
- Public:

7

34

No. of shareholders attended the meeting through Video Conferencing

- Promoters and Promoter Group
- Public:

NA

NA

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No.: 1

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors' and Auditors' thereon.

Resolution required: (Ordinary/Special)

Ordinary

Whether promoter/promoter group are Interested in the agenda/resolution?

No

Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={[2]/[1]}* 100	(4)	(5)	(6)={[4]/[2]}* 100	(7)={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	189481390	188974431	99.7324	188974431	0	100.0000	0.0000
	Poll		400959	0.2116	400959	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189375390	99.9441	189375390	0	100.0000	0.0000
Public Institutions	E-Voting	79579228	68045531	85.5066	68045531	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68045531	85.5066	68045531	0	100.0000	0.0000
Public Non Institution	E-Voting	42351211	11721292	27.6764	11721292	0	100.0000	0.0000
	Poll		15018	0.0355	15015	3	99.9800	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11736310	27.7119	11736307	3	100.0000	0.0000
Total		311411829	269157231	86.4313	269157228	3	100.0000	0.0000



Amil Khandelwal

Resolution No.: 2

To declare dividend of Rs. 3 (Rupees Three) per share for the Financial Year ended 31st March, 2017.

Resolution required: (Ordinary/Special)

Whether promoter/promoter group are Interested in the agenda/resolution?

Ordinary

No

Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={[2]/[1]}* 100	(4)	(5)	(6)={[4]/[2]}* 100	(7)={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	189481390	188974431	99.7324	188974431	0	100.0000	0.0000
	Poll		400959	0.2116	400959	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189375390	99.9441	189375390	0	100.0000	0.0000
Public Institutions	E-Voting	79579228	68045531	85.5066	68045531	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68045531	85.5066	68045531	0	100.0000	0.0000
Public Non Institution	E-Voting	42351211	25722531	60.7362	25722531	0	100.0000	0.0000
	Poll		15018	0.0355	15018	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25737549	60.7717	25737549	0	100.0000	0.0000
Total		311411829	283158470	90.9273	283158470	0	100.0000	0.0000

Resolution No.: 3

To appoint a Director in place of Mr. Devendra Mohan Gupta (DIN-00226837), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: (Ordinary/Special)

Whether promoter/promoter group are Interested in the agenda/resolution?

Ordinary

No

Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={[2]/[1]}* 100	(4)	(5)	(6)={[4]/[2]}* 100	(7)={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	189481390	188974431	99.7324	188974431	0	100.0000	0.0000
	Poll		294959	0.1557	294959	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189269390	99.8881	189269390	0	100.0000	0.0000
Public Institutions	E-Voting	79579228	68045531	85.5066	68045531	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68045531	85.5066	68045531	0	100.0000	0.0000
Public Non Institution	E-Voting	42351211	25722531	60.7362	25722481	50	99.9998	0.0002
	Poll		15018	0.0355	14764	254	98.3087	1.6913
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25737549	60.7717	25737245	304	99.9988	0.0012
Total		311411829	283052470	90.8933	283052166	304	99.9999	0.0001



Amal Karswal

Resolution No.: 4

To appoint a Director in place of Mr. Amit Dixit (DIN- 01798942), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are Interested in the agenda/resolution?					No.			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={2/[1]}* 100	(4)	(5)	(6)={4/[2]}* 100	(7)={5/[2]}* 100
Promoter and Promoter Group	E-Voting	189481390	188974431	99.7324	188974431	0	100.0000	0.0000
	Poll		400959	0.2116	400959	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189375390	99.9441	189375390	0	100.0000	0.0000
Public Institutions	E-Voting	79579228	68045531	85.5066	57579841	10465690	84.6196	15.3804
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68045531	85.5066	57579841	10465690	84.6196	15.3804
Public Non Institution	E-Voting	42351211	25722531	60.7362	25722481	50	99.9998	0.0002
	Poll		15018	0.0355	14661	357	97.6229	2.3771
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25737549	60.7717	25737142	407	99.9984	0.0016
Total		311411829	283158470	90.9273	272692373	10466097	96.3038	3.6962

Resolution No.: 5

To appoint Statutory Auditor of the Company for the period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting and to fix their remuneration.

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={2/[1]}* 100	(4)	(5)	(6)={4/[2]}* 100	(7)={5/[2]}* 100
Promoter and Promoter Group	E-Voting	189481390	188974431	99.7324	188974431	0	100.0000	0.0000
	Poll		400959	0.2116	400959	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		189375390	99.9441	189375390	0	100.0000	0.0000
Public Institutions	E-Voting	79579228	68045531	85.5066	68045531	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68045531	85.5066	68045531	0	100.0000	0.0000
Public Non Institution	E-Voting	42351211	25722531	60.7362	25722481	50	99.9998	0.0002
	Poll		15018	0.0355	14764	254	98.3087	1.6913
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25737549	60.7717	25737245	304	99.9988	0.0012
Total		311411829	283158470	90.9273	283158166	304	99.9999	0.0001



Amit Dixit

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date:

SCRUTINIZER'S REPORT – COMBINED

***[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 & 21(2) of
the Companies (Management & Administration) Amendment Rules, 2015]***

To,

The Chairman,

**41st (Forty-First) Annual General Meeting ("AGM") of the members of Jagran
Prakashan Limited** held on Thursday, 28th day of September, 2017 at 12:00 Noon
at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar
Pradesh - 208025.

Dear Sir,

1. I, **Adesh Tandon**, Proprietor of Adesh Tandon & Associates, have been appointed as scrutinizer by The Board of Directors of Jagran Prakashan Limited ("the Company") for the purpose of scrutinizing the e-voting process (including remote e-voting) and voting through poll at the AGM under the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 respectively, on the resolutions contained in the notice to the 41st AGM of the members of the Company, held on 28th day of September, 2017 at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh - 208025.

2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 41st AGM of the members of the Company. My responsibility as a scrutinizer for the



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

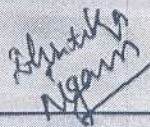
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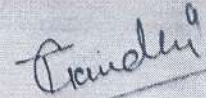
Date.....

remote e-voting process and for poll and e-voting at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or 'against' the resolutions stated below, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency engaged by the Company to provide e-voting facility and also based on the poll conducted at the AGM.

3. The Company has engaged the services of "Karvy" as the authorized agency to provide secured e-voting process.
4. The e-voting period remained open from 09:00 A.M. (IST) on 25th September, 2017 up to 05:00 P.M. (IST) on 27th September, 2017.
5. The Cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote e-voting on the proposed resolutions was 22nd September, 2017.
6. The votes casted electronically were unblocked on 28th September, 2017 around 1:30 P.M. after the conclusion of AGM, in the presence of two witnesses Ms. Dhritika Nigam R/o 126/H30-A, Govind Nagar Kanpur - 208006 and Ms. Tanika Gandhi R/o 13/342, Govind Nagar, Kanpur - 208006 who are not in the employment of the Company. They have signed below in confirmation of the e-voting being unblocked in their presence.



Dhritika Nigam



Tanika Gandhi



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
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SCRUTINIZER'S REPORT – COMBINED

***[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 & 21(2) of
the Companies (Management & Administration) Amendment Rules, 2015]***

To,

The Chairman,

41st (Forty-First) Annual General Meeting ("AGM") of the members of Jagran Prakashan Limited held on Thursday, **28th day of September, 2017** at 12:00 Noon at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh - 208025.

Dear Sir,

1. I, **Adesh Tandon**, Proprietor of Adesh Tandon & Associates, have been appointed as scrutinizer by The Board of Directors of Jagran Prakashan Limited ("the Company") for the purpose of scrutinizing the e-voting process (including remote e-voting) and voting through poll at the AGM under the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 respectively, on the resolutions contained in the notice to the 41st AGM of the members of the Company, held on 28th day of September, 2017 at Jalsaa Banquet Hall, 4th Floor, Rave@Moti, 117/K/13, Gutaiya, Kanpur, Uttar Pradesh - 208025.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 41st AGM of the members of the Company. My responsibility as a scrutinizer for the



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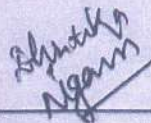
Adesh Tandon
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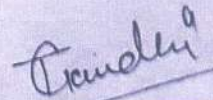
Date.....

remote e-voting process and for poll and e-voting at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or 'against' the resolutions stated below, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency engaged by the Company to provide e-voting facility and also based on the poll conducted at the AGM.

3. The Company has engaged the services of "Karvy" as the authorized agency to provide secured e-voting process.
4. The e-voting period remained open from 09:00 A.M. (IST) on 25th September, 2017 up to 05:00 P.M. (IST) on 27th September, 2017.
5. The Cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote e-voting on the proposed resolutions was 22nd September, 2017.
6. The votes casted electronically were unblocked on 28th September, 2017 around 1:30 P.M. after the conclusion of AGM, in the presence of two witnesses Ms. Dhritika Nigam R/o 126/H30-A, Govind Nagar Kanpur - 208006 and Ms. Tanika Gandhi R/o 13/342, Govind Nagar, Kanpur - 208006 who are not in the employment of the Company. They have signed below in confirmation of the e-voting being unblocked in their presence.



Dhritika Nigam



Tanika Gandhi



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Date.....

7. The poll and e-voting facility has been provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice to the 41st AGM but not to those shareholders who have opted for the facility to vote through remote e-voting.
8. Thereafter, the details containing, inter-alia, the information about equity shareholders voting 'In Favour' and 'Against' the resolution, were generated from the e-voting website of "Karvy" and based on such reports the results of remote e-voting and poll on each resolution are given as hereunder -

Resolution No. 1: Ordinary Resolution

Consideration and adoption of the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and Auditors' thereon

(i) Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	26,87,41,254	36	4,15,974	26,91,57,228	99.999999



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date.....

(ii) Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	1	3	0.000001

(iii) '**INVALID**' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 1. Hence, the ordinary resolution was passed with requisite majority.

However, 1 (One) shareholder whose shareholding is 1,40,01,239 has abstained its voting rights through remote e-voting.



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

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Tel. : 0512-2332397 • Mobile : 09839100709

E-mail : adesh.tandon11@gmail.com

Date.....

Resolution No. 2: Ordinary Resolution

Declaration of Dividend of Rs. 3/- (Rupees Three) per share for the financial year ended 31st March, 2017

(i) Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and poll	% of total number of valid votes cast
119	28,27,42,493	37	4,15,977	28,31,58,470	100

(ii) Voted '**AGAINST**' the resolution:

Number of Members Voted through electronic voting system	Number of vote cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

ADESH TANDON & ASSOCIATES

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E-mail : adesh.tandon11@gmail.com

(iii) 'INVALID' votes:

Date.....

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Members/Proxies Voted by Poll	Number of Vote Cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 2. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 3: Ordinary Resolution

To Appoint a Director in place of Mr. Devendra Mohan Gupta (DIN - 00226837), who retires by rotation and being eligible, offers himself for re-appointment

i) Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	28,27,42,443	33	3,09,723	28,30,52,166	99.9999



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

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E-mail : adesh.tandon11@gmail.com

Date.....

(ii) Voted '**AGAINST**' the resolution :

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	50	3	254	304	0.0001

(iii) '**INVALID**' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 3. Hence, the ordinary resolution was passed with requisite majority.

However, 1 (One) shareholder whose shareholding is 1,06,000 has abstained his voting rights through poll.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
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E-mail : adesh.tandon11@gmail.com

Date

Resolution No. 4: Ordinary Resolution

To Appoint a Director in place of Mr. Amit Dixit (DIN- 01798942), who retires by rotation and being eligible, offers himself for re-appointment

i) Voted in '**FAVOUR**' of the resolution :

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
81	27,22,76,753	32	4,15,620	27,26,92,373	96.304

(ii) Voted '**AGAINST**' the resolution :

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
38	1,04,65,740	5	357	1,04,66,097	3.696



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E-mail : adesh.tandon11@gmail.com

Date.....

(iii) 'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 4. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 5: Ordinary Resolution

To Appoint Statutory Auditor of the Company for the period of five years to hold office from the conclusion of 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting and to fix their remuneration

(i) Voted in 'FAVOUR' of the resolution:

Number of Members Voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Total Number of Vote cast through e-voting and poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	28,27,42,443	34	4,15,723	28,31,58,166	99.9999

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

(ii) Voted '**AGAINST**' the resolution:

Date.....

Number of Members Voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of Vote cast "Against" resolution by Poll	Total Number of Vote cast through e-voting and poll	% of total number of Valid Votes cast
1	50	3	254	304	0.0001

(iii) '**INVALID**' votes:

Number of Members voted through electronic system	Number of Votes cast Invalid by e-voting	Number of Members/Proxies Voted by Poll	Number Vote cast Invalid by poll	Total Number of Vote cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 5. Hence, the ordinary resolution was passed with requisite majority.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
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E-mail : adesh.tandon11@gmail.com

Date.....

9. The poll papers and all other relevant records were sealed and are being handed over to the Company Secretary for safe keeping.

Thanking You,
Adesh Tandon & Associates

Date: 28/09/2017
Place: Kanpur

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY

Adesh Tandon
Proprietor
C.P. No.: 1121

(ADESH TANDON)

(Proprietor)

FCS No.: 2253

C.P. NO.: 1121

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.Com, AAIMA

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E-mail : adesh.tandon11@gmail.com

Date.....

7. The poll and e-voting facility has been provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice to the 41st AGM but not to those shareholders who have opted for the facility to vote through remote e-voting.
8. Thereafter, the details containing, inter-alia, the information about equity shareholders voting 'In Favour' and 'Against' the resolution, were generated from the e-voting website of "Karvy" and based on such reports the results of remote e-voting and poll on each resolution are given as hereunder -

Resolution No. 1: Ordinary Resolution

Consideration and adoption of the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and Auditors' thereon

(i) Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	26,87,41,254	36	4,15,974	26,91,57,228	99.999999



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Date.....

(ii) Voted '**AGAINST**' the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	1	3	0.000001

(iii) '**INVALID**' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 1. Hence, the ordinary resolution was passed with requisite majority.

However, 1 (One) shareholder whose shareholding is 1,40,01,239 has abstained its voting rights through remote e-voting.



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COMPANY SECRETARIES

Adesh Tandon

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Date.....

Resolution No. 2: Ordinary Resolution

Declaration of Dividend of Rs. 3/- (Rupees Three) per share for the financial year ended 31st March, 2017

(i) Voted in '**FAVOUR**' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and poll	% of total number of valid votes cast
119	28,27,42,493	37	4,15,977	28,31,58,470	100

(ii) Voted '**AGAINST**' the resolution:

Number of Members Voted through electronic voting system	Number of vote cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0



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E-mail : adesh.tandon11@gmail.com

(iii) 'INVALID' votes:

Date.....

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Members/Proxies Voted by Poll	Number of Vote Cast Invalid by Poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 2. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 3: Ordinary Resolution

To Appoint a Director in place of Mr. Devendra Mohan Gupta (DIN - 00226837), who retires by rotation and being eligible, offers himself for re-appointment

i) Voted in 'FAVOUR' of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	28,27,42,443	33	3,09,723	28,30,52,166	99.9999



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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Date.....

(ii) Voted '**AGAINST**' the resolution :

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	50	3	254	304	0.0001

(iii) '**INVALID**' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No. 3. Hence, the ordinary resolution was passed with requisite majority.

However, 1 (One) shareholder whose shareholding is 1,06,000 has abstained his voting rights through poll.



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COMPANY SECRETARIES

Adesh Tandon

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E-mail : adesh.tandon11@gmail.com

Date.....

Resolution No. 4: Ordinary Resolution

To Appoint a Director in place of Mr. Amit Dixit (DIN- 01798942), who retires by rotation and being eligible, offers himself for re-appointment

i) Voted in 'FAVOUR' of the resolution :

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of vote cast in 'Favour' of resolution by Poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
81	27,22,76,753	32	4,15,620	27,26,92,373	96.304

(ii) Voted 'AGAINST' the resolution :

Number of Members voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/P roxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
38	1,04,65,740	5	357	1,04,66,097	3.696



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

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Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date.....

(iii) 'INVALID' votes:

Number of Members Voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/proxies Voted by Poll	Number of vote cast invalid by Poll	Total number of votes cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 4. Hence, the ordinary resolution was passed with requisite majority.

Resolution No. 5: Ordinary Resolution

To Appoint Statutory Auditor of the Company for the period of five years to hold office from the conclusion of 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting and to fix their remuneration

(i) Voted in 'FAVOUR' of the resolution:

Number of Members Voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Total Number of Vote cast through e-voting and poll	Total Number of vote cast through e-voting and Poll	% of total number of valid votes cast
118	28,27,42,443	34	4,15,723	28,31,58,166	99.9999



ADESH TANDON & ASSOCIATES

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E-mail : adesh.tandon11@gmail.com

(ii) Voted '**AGAINST**' the resolution:

Date

Number of Members Voted through electronic voting system	Number of votes cast 'Against' resolution by e-voting	Number of Member/ Proxies Voted by poll	Number of Vote cast "Against" resolution by Poll	Total Number of Vote cast through e-voting and poll	% of total number of Valid Votes cast
1	50	3	254	304	0.0001

(iii) '**INVALID**' votes:

Number of Members voted through electronic system	Number of Votes cast Invalid by e-voting	Number of Members/Proxies Voted by Poll	Number Vote cast Invalid by poll	Total Number of Vote cast through e-voting and poll
0	0	0	0	0

Result: As the votes cast in favor of the resolution are more than votes cast against the resolution as set out in Notice as item No. 5. Hence, the ordinary resolution was passed with requisite majority.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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E-mail : adesh.tandon11@gmail.com

Date.....

9. The poll papers and all other relevant records were sealed and are being handed over to the Company Secretary for safe keeping.

Thanking You,

Adesh Tandon & Associates

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY

Adesh Tandon
Proprietor
C.P. No.: 1121

Date: 28/09/2017

Place: Kanpur

(ADESH TANDON)

(Proprietor)

FCS No.: 2253

C.P. NO.: 1121

