

MORN MEDIA LIMITED

(Earlier known as Jagran Limited)

CIN- L22121UP1983PLC006177

Regd. Office: 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, e-mail- mornmedialimited@hotmail.com

30th September, 2016

Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No., C 62, G-Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai- 400098, India

ISIN: INE 343T01016
Scrip Code: MORNMEDIA
RE: Morn Media Limited

Dear Sir(s),

Ref: Disclosure of Voting Results at the 33rd Annual General Meeting (AGM) of Morn Media Limited held on 30th September, 2016

We wish to inform you that the 33rd Annual General Meeting was held on 30th September, 2016 at Jagran Building 2, Sarvodaya Nagar, Kanpur, 208005 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:

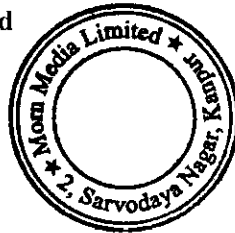
- 1) Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 along with Scrutinizer Report as **Annexure 1** and **Annexure 2** respectively.
- 2) Summary of the proceedings of the AGM as required under Regulation 30 read with Part A of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

Kindly, take the same in your records.

Thanking You,

For Morn Media Limited

Neetika Mathur
(Neetika Mathur)
Company Secretary



Encl: As above

ANNEXURE-1

MORN MEDIA LIMITED FORMAT FOR VOTING RESULTS

Date of AGM	Friday, 30th September, 2016 at 10:00 A.M.
Total number of shareholders on record date	392
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	4
- Public:	47
No. of shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group	N.A.
- Public:	N.A.

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

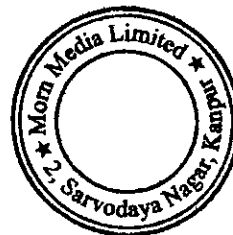
Resolution No.: 1

To receive, consider and adopt:

The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors' and auditors' thereon.

Resolution required: (Ordinary/Special)		Whether promoter/promoter group are interested in the agenda/resolution?			Ordinary			
Category	Mode of Voting	No. of Share held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	310600	273850	88.17	273850	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Non Institution	E-Voting	0	0	0	0	0	0	0
	Poll	189400	29400	15.52	29400	0	0	0
	Postal Ballot	0	0	0	0	0	100	0
Total		500000	303250	60.65	303250	0	100	0

Neerika Mathur



Resolution No.: 2

To re-appoint Mrs. Rajni Gupta (DIN- 00321030) as a Director who retires by rotation.

Resolution required: (Ordinary/Special)

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

Ordinary

Category	Mode of Voting	No. of Share held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)={2/[1]}* 100	Ordinary			
					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	310600	273850	88.17	273850	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Non Institution	E-Voting	0	0	0	0	0	0	0
	Poll	189400	29400	15.52	29400	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Total		500000	303250	60.65	303250	0	100	0

Resolution No.: 3

To appoint the Auditors and fixing their remuneration

Resolution required: (Ordinary/Special)

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

Ordinary

Category	Mode of Voting	No. of Share held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)={2/[1]}* 100	Ordinary			
					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	310600	273850	88.17	273850	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
Public Non Institution	E-Voting	0	0	0	0	0	0	0
	Poll	189400	29400	15.52	29400	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
Total		500000	303250	60.65	303250	0	100	0



Meetika Mathur

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 30/09/2016

SCRUTINIZER'S REPORT – COMBINED

*(Pursuant to the section 108 and 109 of the companies Act 2013 and Rule 20& 21(2) of
Companies (Management & Administration) Rules, 2014*

To,

The Chairman

33rd Annual General Meeting of the Equity shareholders of M/s Morn Media Limited held on the 30th day of September, 2016 at its Registered office at Jagran Building 2 Sarvodaya Nagar Kanpur -208005.

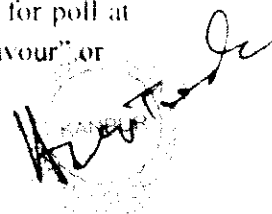
Dear Sir,

I, I. Adesh Tandon, Company Secretary in practice, have been appointed as a scrutinizer by:

(i) The Board of Directors of M/s Morn Media Limited ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 and amendments thereon, and

(ii) The Chairman of the 33rd Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014, on the resolutions contained in the notice to the 33rd Annual General Meeting (AGM) of the Company, held on 30th day of September, 2016 at its Registered office at Jagran Building 2 Sarvodaya Nagar Kanpur -208005.

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 33rd Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report (Combined) of the votes cast "in favour" or



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

BOS, LLB, B.COM, AAIMA

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DATE: 30/09/2016

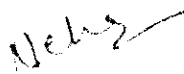
"in against" the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also based on the Poll conducted at the AGM.

3. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Authorized Agency to provide secured system for E-Voting process.

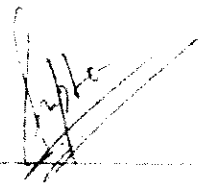
4. The E-Voting period remained open from 09.00 A.M. (IST) on 27th September, 2016 up to 05.00 P.M. (IST) on 29th September, 2016.

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 is 23rd September, 2016.

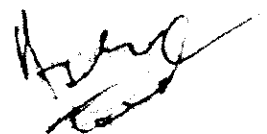
6. The votes cast electronically were unblocked on 30th September, 2016 after conclusion of voting at the Annual General Meeting, in the presence of two witnesses, Ms. Neha Gajwani, R/o Sanjay Tower, Flat No. 5, Govind Nagar, Kanpur-208006 and Mr. Prabhanshu Gupta R/o 76/105, Badshahinaka, Kanpur-208001 who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.



Neha Gajwani



Prabhanshu Gupta



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COMPANY SECRETARIES

Adesh Tandon

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14-113, Civil Lines, KANPUR - 208 001 (U.P.)
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E-mail adesh.tandon11@gmail.com

Date

7. The Poll facility has been provided to all the shareholders who attended the AGM to vote at the Resolutions as contained in the Notice to the 33rd AGM but not to those shareholders who have opted the facility to vote through remote e-voting.

8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of National Securities Depository Limited and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:

A) Resolution No.1: Ordinary Resolution to consider and adopt Audited Profit and Loss account of the Company for the financial year ended 31st March, 2016 and Balance Sheet as at that date together with the Reports of Auditors and Directors thereon.

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
19	273850	46	29400	303250	100%



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

F.S. LL.B. (Cm.) AAIMA

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1/49

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	0	0	0

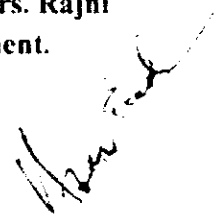
Voted 'INVALID'

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 Invalid Votes cast through e-voting and Poll
0	0	1	500	500

Result:

There being no votes cast against the resolution as set out in Notice as item No. 1. Hence the resolution was passed unanimously.

B) Resolution No. 2: Ordinary Resolution to appoint a Director in place of Mrs. Rajni Gupta (DIN 00321030) who retires by rotation and is eligible for re-appointment.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

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E-mail adesh.tandon11@gmail.com

Date

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
19	273850	46	29400	303250	100%

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	0	0	0

Voted '**INVALID**'

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 Invalid Votes cast through e-voting and Poll
0	0	1	500	500

Result

There being no votes cast against the resolution as set out in Notice as item No. 2. Hence the resolution was passed unanimously

Adesh Tandon

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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Date

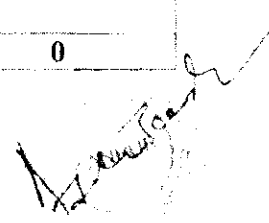
D) Resolution No. 3: Ordinary Resolution to appoint Auditors to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting.

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
19	273850	46	29400	303250	100%

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	0	0	0



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon

CA, IIB B Co. AA MA

111, 6th Floor, KAN Chanakya

14, 13, Dwarikaes, KANPUR - 208 001, U.P.

Tel: 0512-2332397 • Mobile: 9889900779

E-mail: adesh.tandon11@gmail.com

Date: 30/09/2016

Voted 'INVALID'

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 Invalid Votes cast through e-voting and Poll
0	0	1	500	500

Result:

There being no votes cast against the resolution as set out in Notice as item No. 3. Hence the resolution was passed unanimously.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary duly authorized by the Board for safe keeping.

Thanking you,

Date: 30/09/2016

Place: Kanpur

For Adesh Tandon & Associates

Company Secretaries

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY



Proprietor

Adesh Tandon, C.P. No. 1121

FCS 2253

C.P.No. 1121

MORN MEDIA LIMITED**PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF MORN MEDIA LIMITED (EARLIER KNOWN AS JAGRAN LIMITED) HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2016 AT 10:00 A.M. AT JAGRAN BUILDING 2, SARVODAYA NAGAR, KANPUR**

The 33rd Annual General Meeting of the Members of Morn Media Limited was held on Friday, September 30, 2016 at 10:00 A.M. at the registered office of the Company at Jagran Building 2, Sarvodaya Nagar, Kanpur.

Mr. Pramod Kumar Nigam was voted to chair the meeting. The requisite quorum being present, the meeting was called to order.

The members were 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 and other registers 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 took up agenda items.

With the consent of the members, the notice calling 33rd 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 and 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 28th May, 2016 convening this AGM.

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 23rd September, 2016 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 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 National Securities Depository Limited and it was available from 27th September, 2016 (9.00 A.M. onwards) till 29th September, 2016 (till 5:00 P.M.) Mr. Adesh Tandon, 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 businesses set out in item nos. 1 to 3 of the notice convening the AGM. The Chairman requested members 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.

MORN MEDIA LIMITED

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.mornmedia.com and intimated to the Stock exchange (i.e. MSEI). The voting result and the Combined Scrutinizer Report will also be hosted on the website of National Securities Depository Limited, as the Authorised Agency to provide e-voting result.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Item No.	Details of Agenda	Resolution
1.	Consideration and adoption of Statement of Profit and Loss, Audited Balance Sheet with the report of Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Re-appointment of Mrs. Rajni Gupta (DIN: 00321030) as a Director who retires by rotation.	Ordinary Resolution
3.	Appointment of Auditors and fixing their remuneration.	Ordinary Resolution

The Chairman thanked the Members for attending and participating in the Meeting.

Thereafter, Mr. Rajiv Kumar Garg, shareholder of the Company proposed a vote of thanks to the Chairman.

Based on the Scrutinizer's Report dated 30th September, 2016 all the resolutions as set out in the Notice of 33rd AGM were declared as passed with requisite majority.

FOR MORN MEDIA LIMITED

Neetika Mathur
(NEETIKA MATHUR)
Company Secretary

