

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

7th September, 2017

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 34th Annual General Meeting (AGM) of Morn Media Limited held on 7th September, 2017

We wish to inform you that the 34th Annual General Meeting was held on 7th September, 2017 at Jagran Building 2, Sarvodaya Nagar, Kanpur, 208005 and all the businesses as mentioned in the Notice of AGM was transacted and approved with the requisite majority.

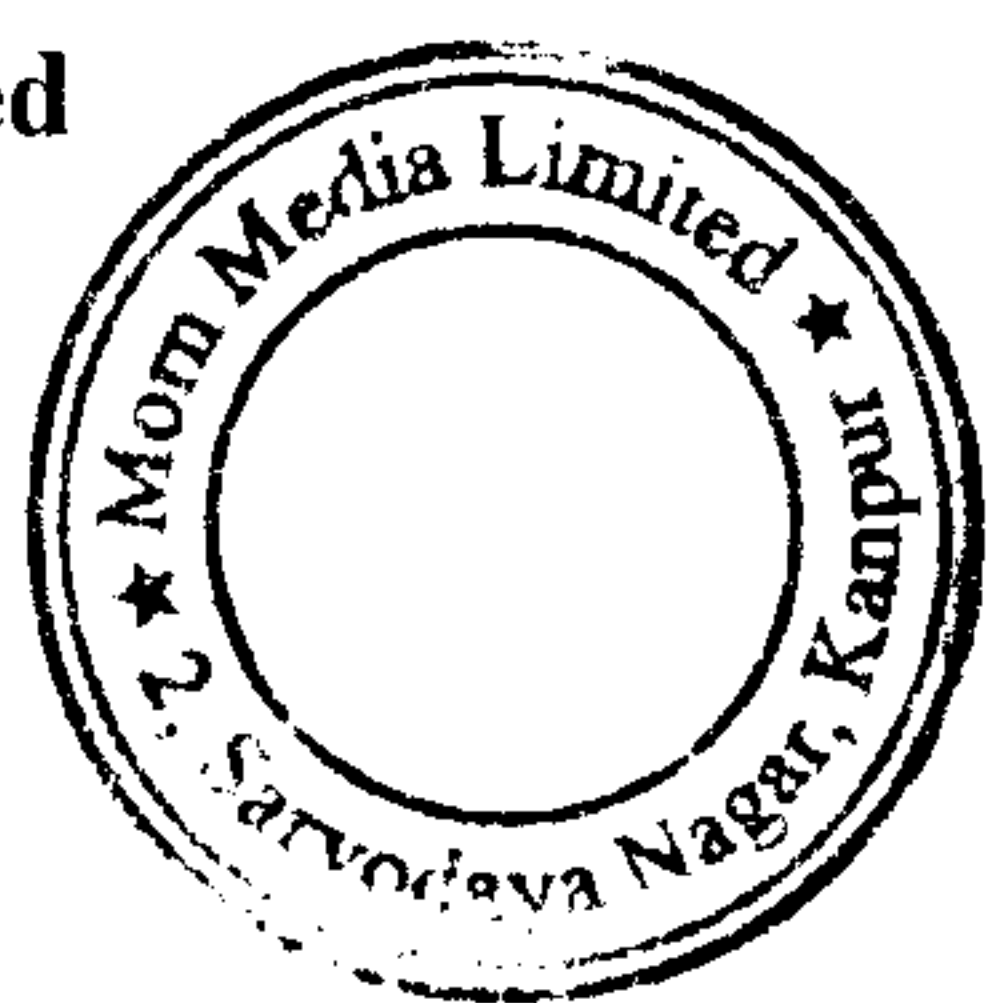
In this regard, we enclose herewith the following:

- 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 record.

Thanking You,

For Morn Media Limited
Neetika Mathur
(Neetika Mathur)
Company Secretary



Encl: As above

MORN MEDIA LIMITED
FORMAT FOR VOTING RESULTS

Date of AGM	Thursday, 7th September, 2017 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	11
- Public:	39
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)

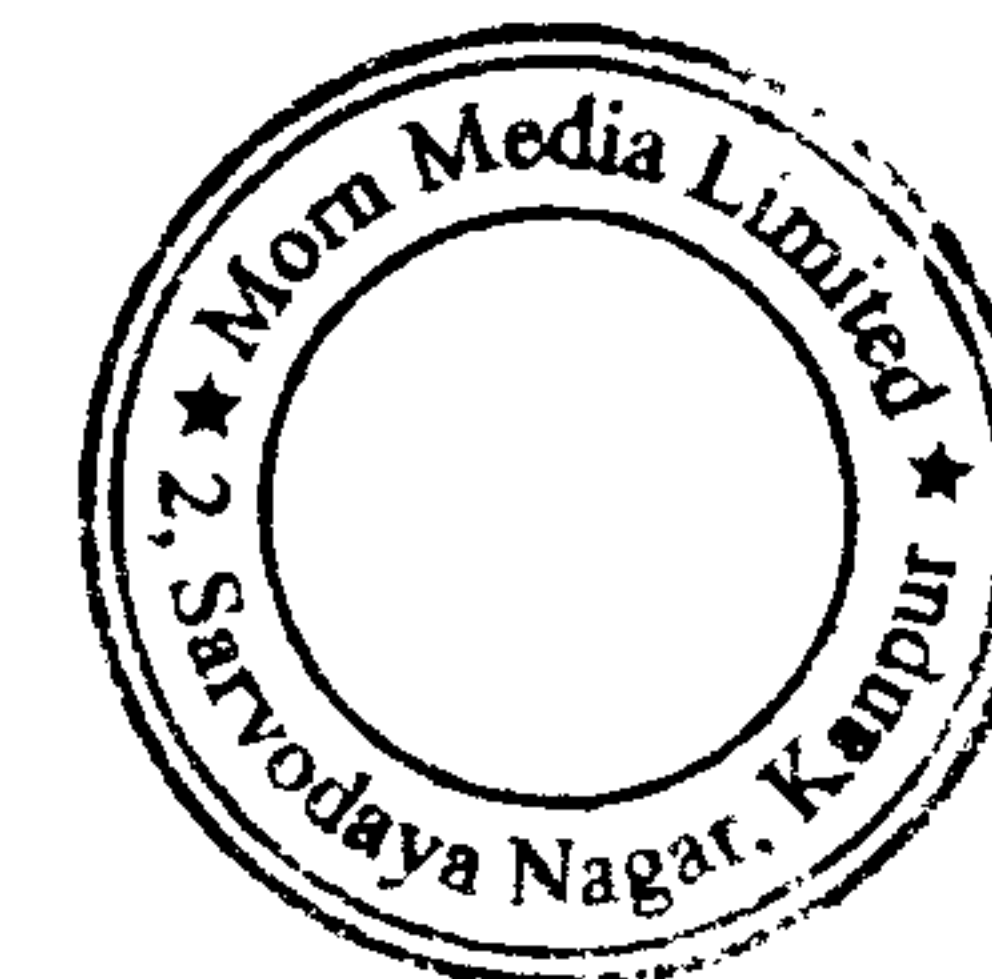
Resolution No.: 1

To consider and adopt:

The Audited Balance Sheet as on March 31, 2017 and statement of Profit and Loss for the year ended on that date together with the reports of Board of Directors and Auditor's 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	47250	47250	100	47250	0	100	0
	Poll	152150	152150	100	152150	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	199400	199400	100	199400	0	100	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
	Total	0	0	0	0	0	0	0
Public Non Institution	E-Voting	17500	17500	100	17500	0	100	0
	Poll	22550	22550	100	20550	2000	91.13	8.87
	Postal Ballot	0	0	0	0	0	0	0
	Total	40050	40050	100	38050	2000	95.01	4.99
Total		239450	239450	100	237450	2000	99.16	0.84

Neetika Mathur



Resolution No.: 2

To appoint a Director in place of Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation and being eligible, offers herself for re-appointment

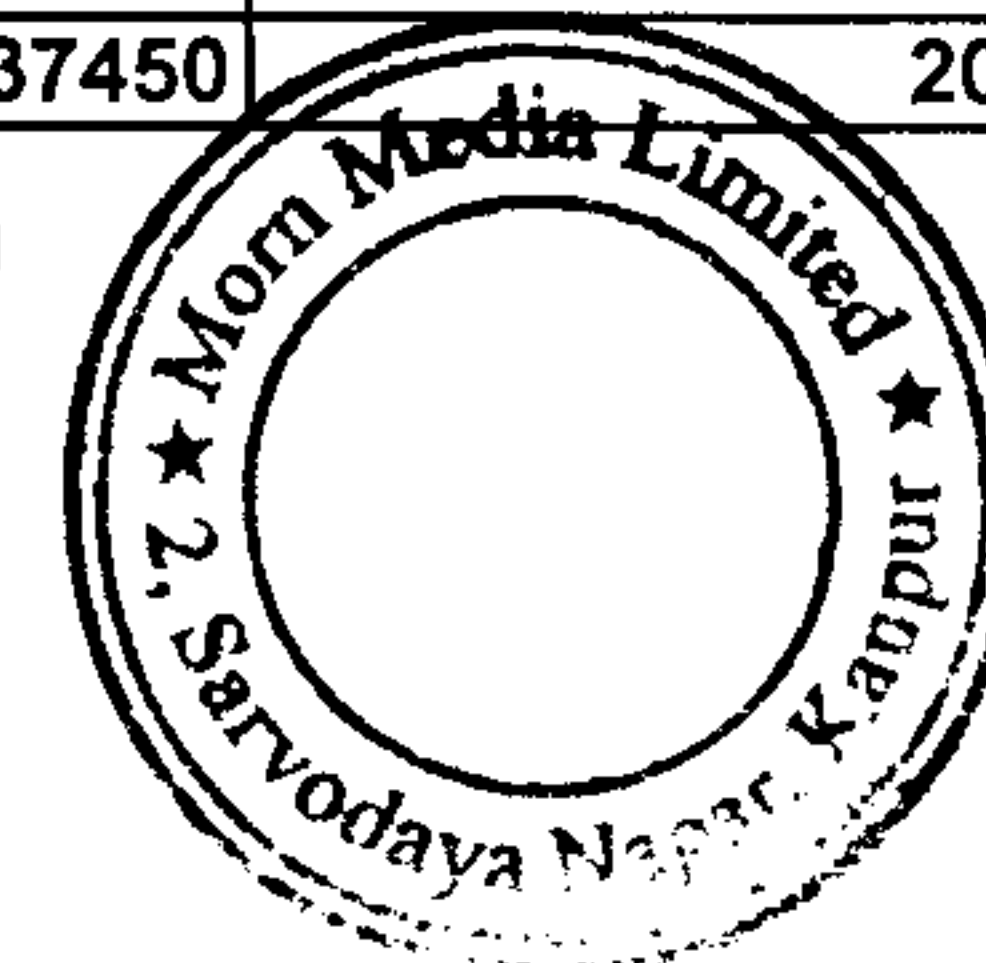
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are Interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={2/[1]}* 100				
Promoter and Promoter Group	E-Voting	47250	47250	100	47250	0	100	0
	Poll	152150	152150	100	152150	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	199400	199400	100	199400	0	100	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
	Total	0	0	0	0	0	0	0
Public Non Institution	E-Voting	17500	17500	100	17500	0	100	0
	Poll	22550	22550	100.00	20550	2000	91.13	8.87
	Postal Ballot	0	0	0	0	0	0	0
	Total	40050	40050	100	38050	2000	95.01	4.99
Total		239450	239450	100	237450	2000	99.16	0.84

Resolution No.: 3

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company 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				
Promoter and Promoter Group	E-Voting	47250	47250	100	47250	0	100	0
	Poll	152150	152150	100	152150	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	199400	199400	100	199400	0	100	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
	Total	0	0	0	0	0	0	0
Public Non Institution	E-Voting	17500	17500	100	17500	0	100	0
	Poll	22550	22550	100	20550	2000	91.13	8.87
	Postal Ballot	0	0	0	0	0	0	0
	Total	40050	40050	100	38050	2000	95.01	4.99
Total		239450	239450	100	237450	2000	99.16	0.84

Neetika Mathur

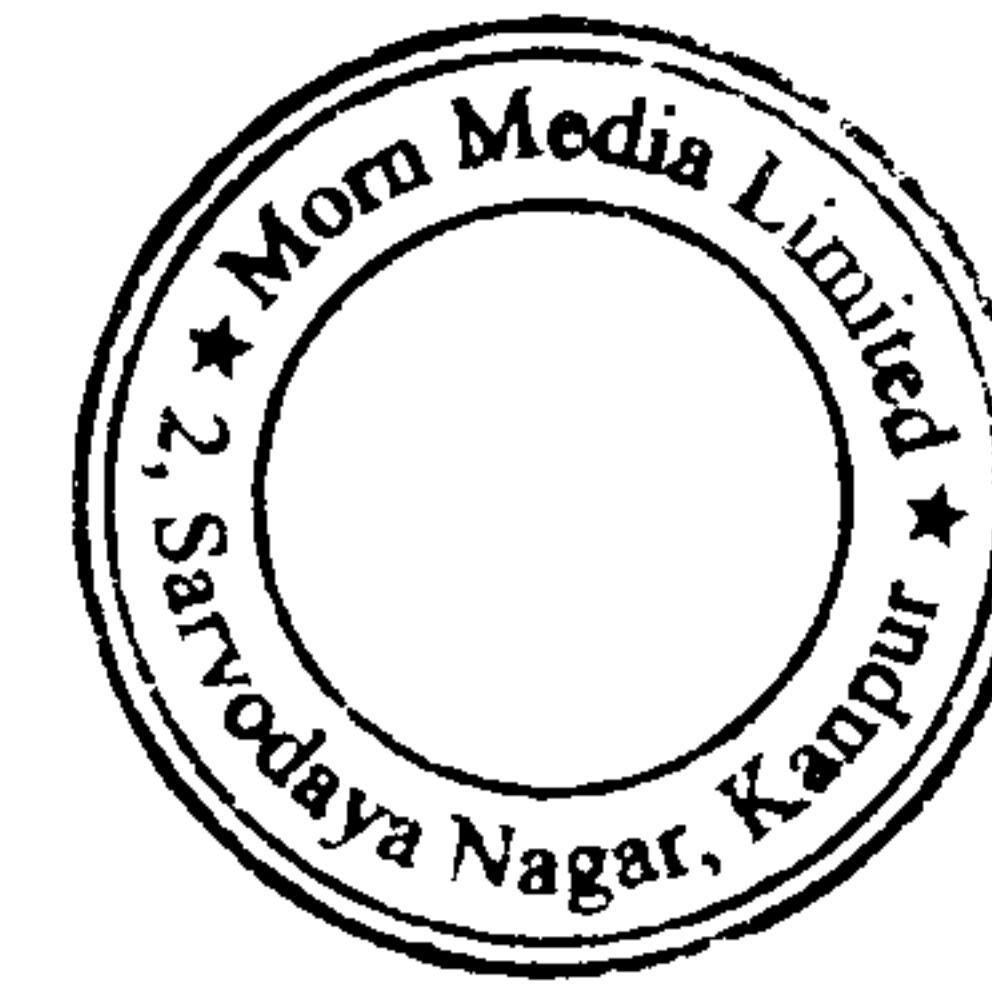


Resolution No.: 4

To appoint Mr. Pramod Kumar Nigam (DIN: 07575887) as an Independent Director of the Company

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				
Promoter and Promoter Group	E-Voting	47250	47250	100	47250	0	100	0
	Poll	152150	152150	100	152150	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	199400	199400	100	199400	0	100	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
	Total	0	0	0	0	0	0	0
Public Non Institution	E-Voting	17500	17500	100	17500	0	100	0
	Poll	22050	22050	100	20050	2000	90.93	9.07
	Postal Ballot	0	0	0	0	0	0	0
	Total	39550	39550	100	37550	2000	94.94	5.06
Total		238950	238950	100	236950	2000	99.16	0.84

Neelika 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 *07-09-2017*

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,

34th (Thirty Fourth) Annual General Meeting of the members of Morn Media Limited held on Thursday, 7th day of September, 2017 at 10:00 A.M. at the Registered Office of the Company at Jagran Building 2, Sarvodaya Nagar, Kanpur-208005.

Dear Sir,

1. I, **Adesh Tandon**, Proprietor of Adesh Tandon & Associates, have been appointed as scrutinizer by The Board of Directors of Morn Media Limited ("the Company") for the purpose of scrutinizing the Remote e-voting process and Voting through poll at the Annual General Meeting under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions contained in the notice to the 34th Annual General Meeting of the members of the Company, held on 7th day of September, 2017 at the Registered office of the Company 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 34th 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 casted 'in favour' or 'against' the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting and also based on the poll conducted at the Annual General Meeting.



ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS LLB, B.com AAIMA

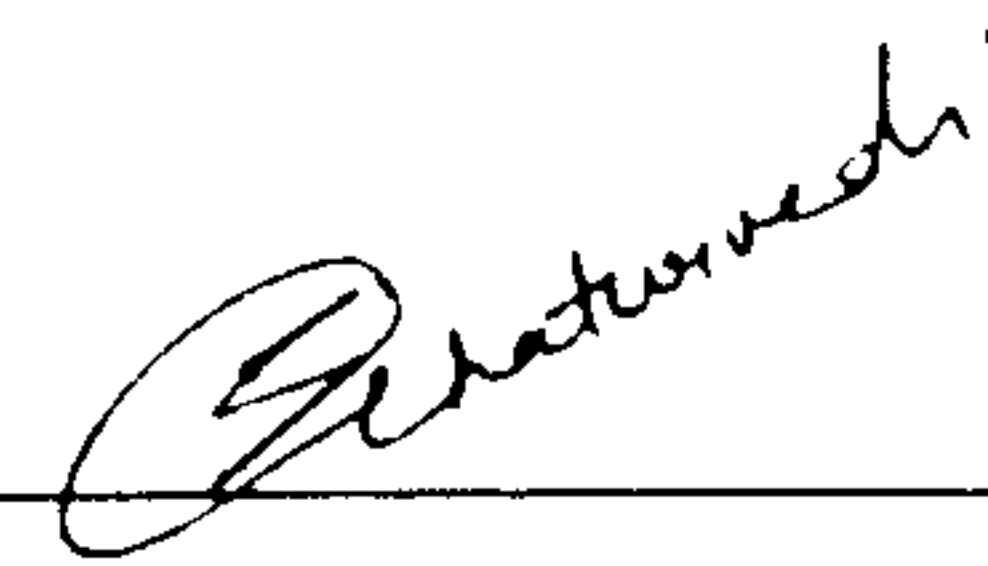
811, 8th Floor, Kan Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • **Mobile** : 09839100709
E-mail : adesh.tandon11@gmail.com

Date

4. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Authorized Agency to provide Secured for E-Voting process.
5. The E-Voting period remained open from 09.00 A.M. (IST) on 4th September, 2017 upto 05.00 P.M. (IST) on 06th September, 2017.
6. 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 31st August, 2017.
7. The votes casted electronically were unblocked on 7th September, 2017 around 11.30A.M. after the Remote E-Voting finished, in the presence of two witnesses Mr. Awashesh Dixit R/o 30/6 Vishnupuri Kanpur-208002 and Ms. Soumya Chaturvedi R/o 991- Rajeev Vihar, Naubasta, Kanpur-208021 who are not in the employment of the Company. They have signed below in Confirmation of the E-Voting being unblocked in their presence.



Awashesh Dixit



Soumya Chaturvedi

8. The poll facility has been provided to all the shareholders who attended the Annual General Meeting to vote at the Resolutions as contained in the Notice to the 34th Annual General Meeting but not to those shareholders who have opted the facility to vote through remote e-voting.
9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'In Favour' 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;



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Resolution No. 1: Ordinary Resolution

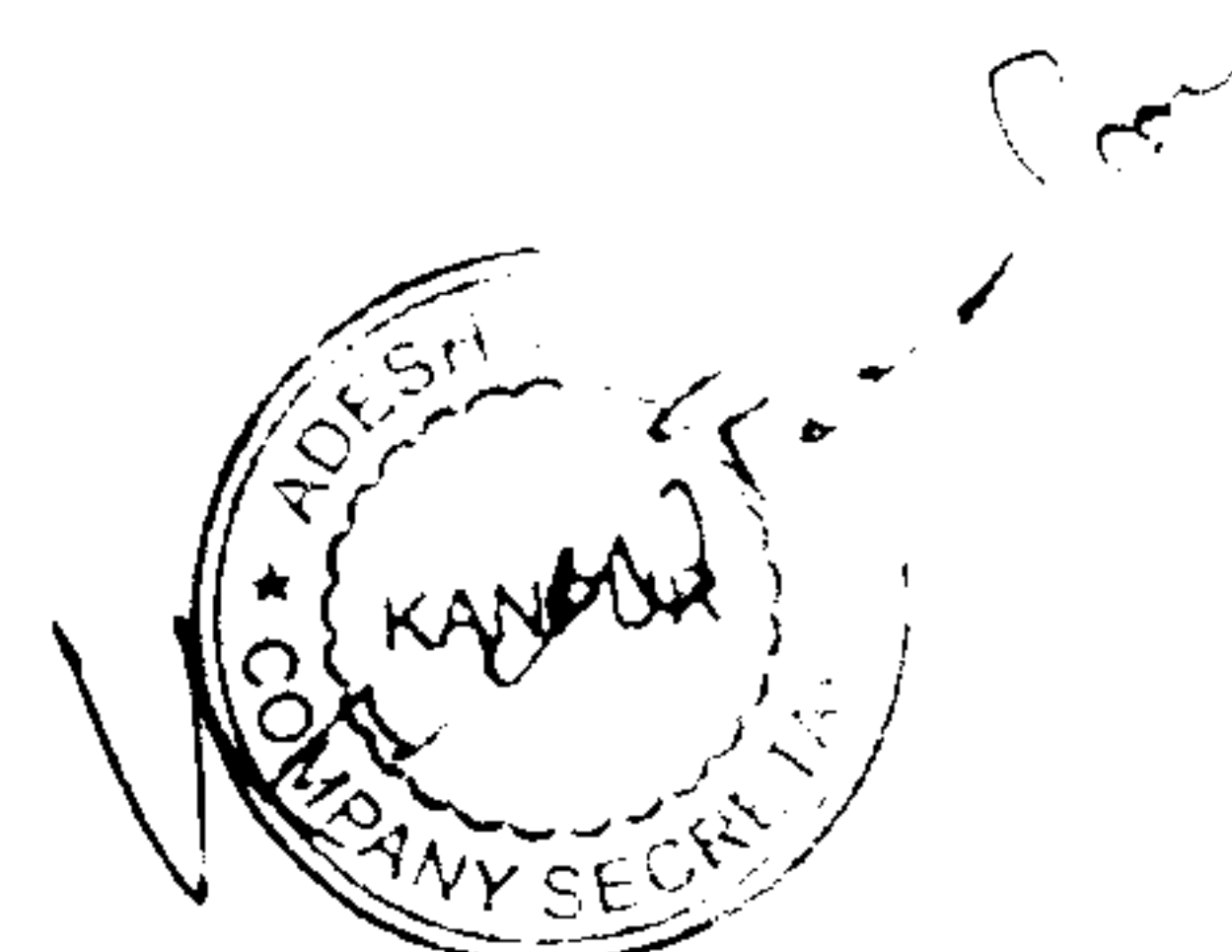
Consideration and adoption of the audited Balance Sheet as on 31st March, 2017 and Statement of Profit & Loss for the year ended on that date together with the Reports of Board of Directors and Auditors' Report thereon

(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
22	64750	46	172700	237450	99.16

(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	4	2000	2000	0.84



ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

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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

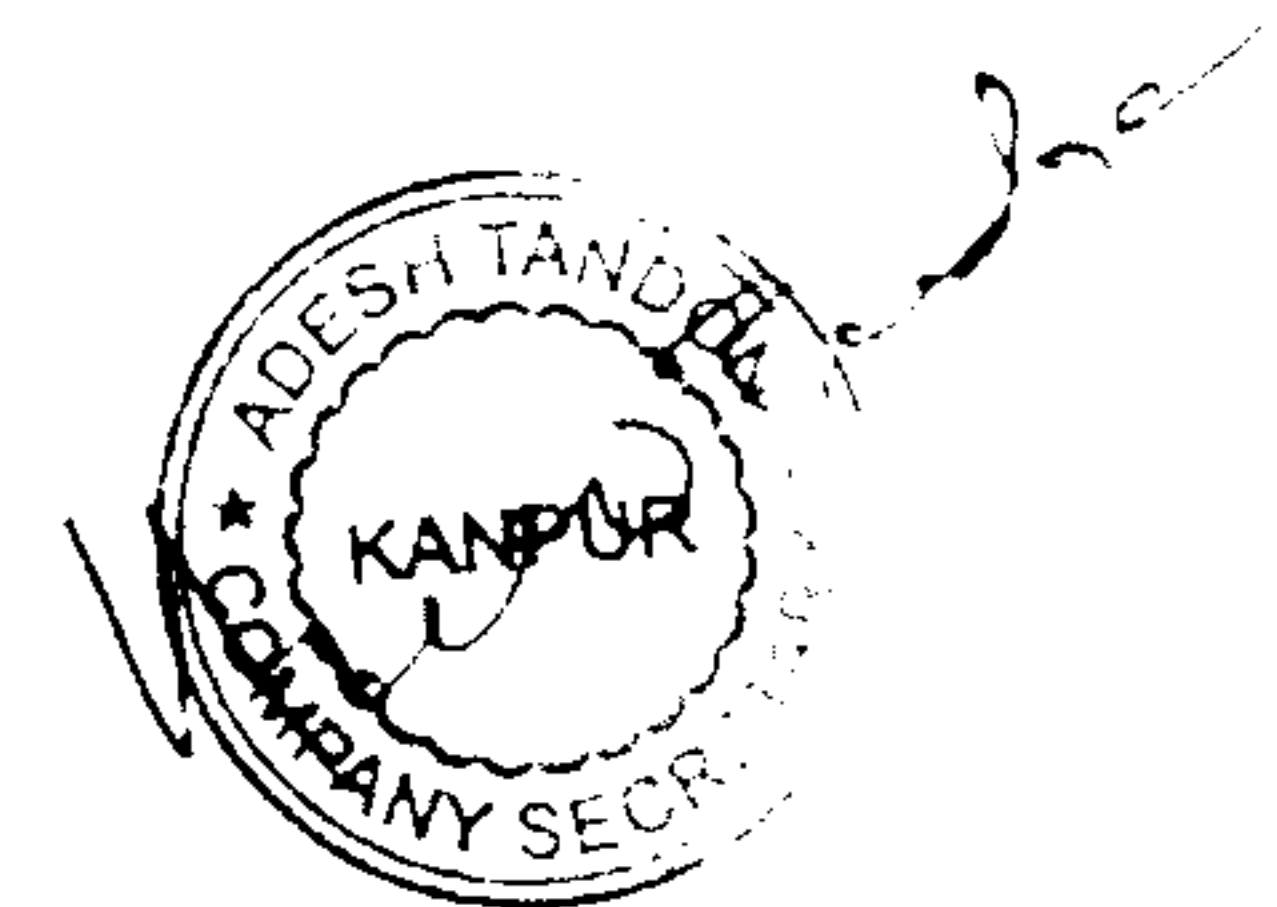
Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No.1.Hence the ordinary resolution was passed with requisite majority.

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mrs.Rajni Gupta(DIN:00321030), who retires by rotation and being eligible, offers herself 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
22	64750	46	172700	237450	99.16



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Date:

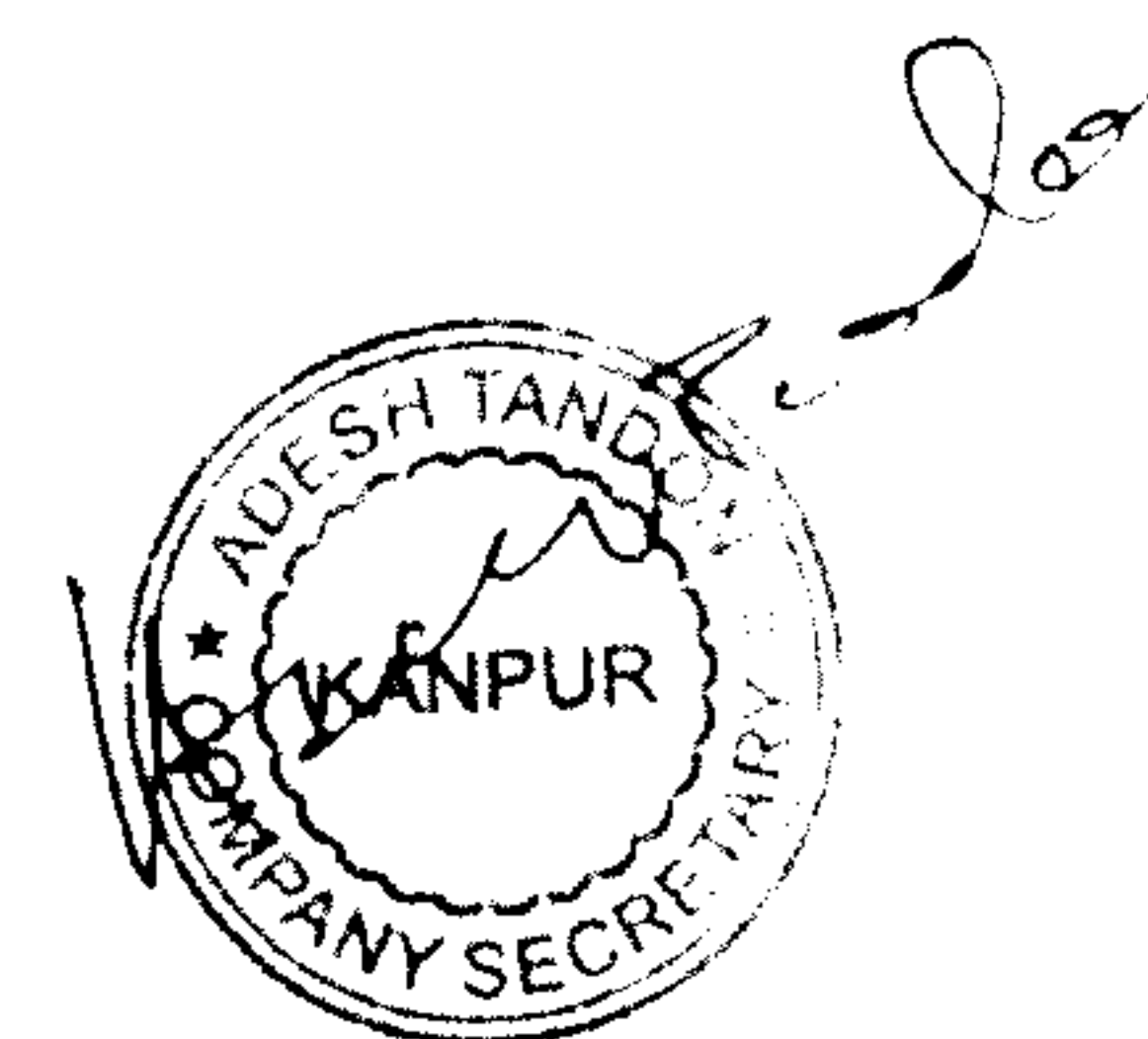
(ii) Voted '**AGAINST**' the resolution :

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
22	0	4	2000	2000	0.84

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

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 favour 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.



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Date:

Resolution No. 3: Ordinary Resolution

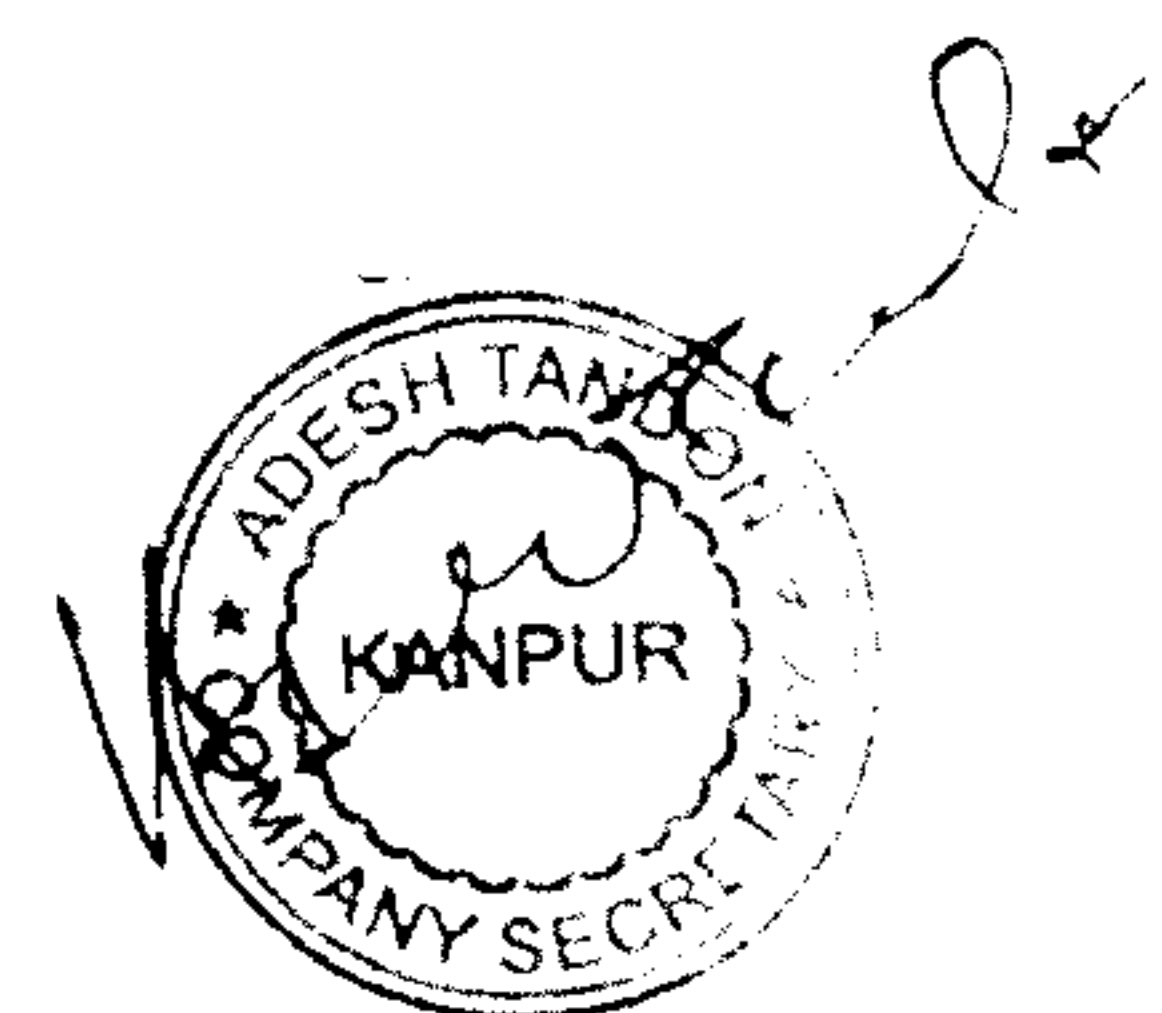
To Appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company and to fix their remuneration.

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
22	64750	46	172700	237450	99.16

(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/Pro xies 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	4	2000	2000	0.84



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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

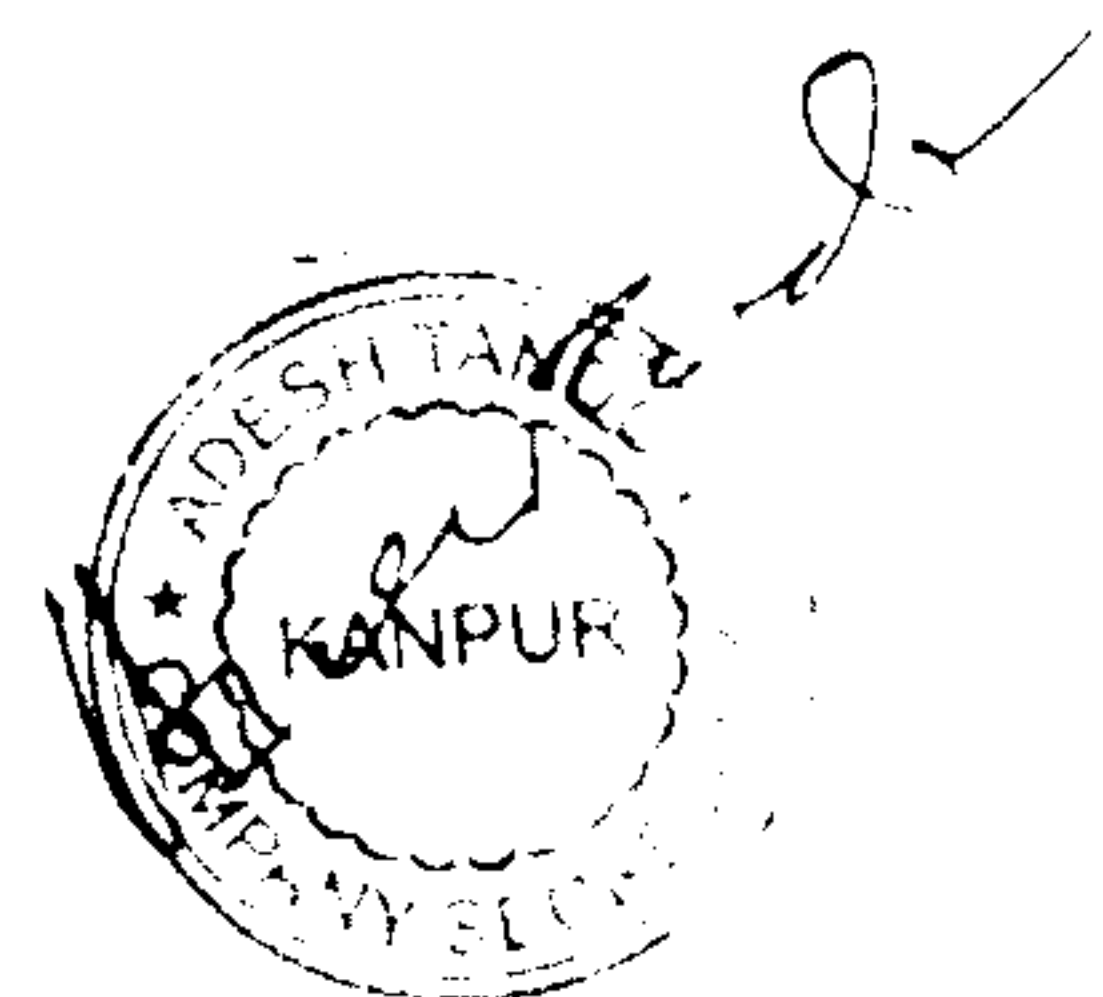
Result: As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in Notice as item No.3.Hence the ordinary resolution was passed with requisite majority.

Resolution No. 4: Ordinary Resolution

To Appoint Mr. Pramod Kumar Nigam (DIN: 07575887) as an Independent Director of the Company.

(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
22	64750	45	172200	236950	99.16



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(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	4	2000	2000	0.84

(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 favour 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.

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

Thanking you,

Yours faithfully

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY

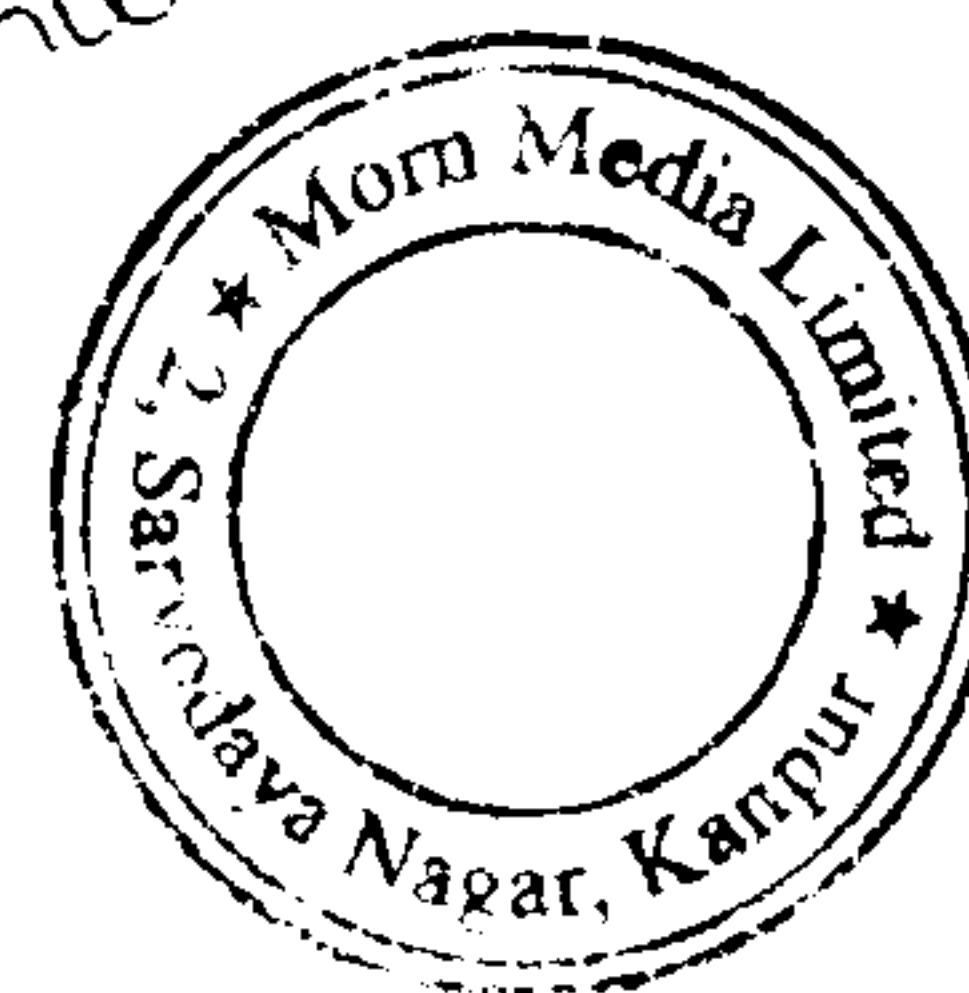
Adesh Tandon

Proprietor

C.P.No. 1121

(ADESH TANDON)
COMPANY SECRETARY IN PRACTICE
C.P NO. 1121.

Neetika Mathew



MORN MEDIA LIMITED**PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MORN MEDIA LIMITED HELD ON THURSDAY THE 7TH DAY OF SEPTEMBER, 2017 AT 10:00 A.M. AT JAGRAN BUILDING 2, SARVODAYA NAGAR, KANPUR**

The 34th Annual General Meeting (AGM) of the Members of Morn Media Limited (the Company) was held on Thursday, September 7, 2017 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, 2017, Register of Directors and Key Managerial Personnel and their shareholding and other registers are available for inspection by the members during the meeting. These registers/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 34th Annual General Meeting, Annual Accounts, Board's Report, having already circulated to members, were taken as read.

The Auditor's Report which has already 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 27th May, 2017 convening this AGM.

- By electronic means, in proportion to their shareholding as on the cut-off date i.e. 31st August, 2017 and
- In the meeting through postal ballot 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 (NSDL) and it was available from 4th September, 2017 (9:00 A.M. onwards) till 6th September, 2017 (5:00 P.M.). Mr. Adesh Tandon, a Practicing 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 as well as special businesses set out in item nos. 1 to 4 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 the 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 Combined Scrutinizer's Report, the result of voting through the poll taken at the AGM and votes cast through e-voting, would be declared and the voting results would be hosted on the website of the Company i.e. www.mornmedia.com and intimated to Metropolitan Stock Exchange of India Limited. The voting result and the Combined Scrutinizer Report will also be hosted on the website of NSDL as the authorized agency to provide e-voting facility.

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

Item No.	Details of Agenda	Resolution Required
1.	Consideration and adoption of Statement of Profit and Loss, Audited Balance Sheet with the Report of Board of Directors and the 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
4.	Appointment of Mr. Pramod Kumar Nigam (DIN: 07575887) as an Independent Director of the Company.	Ordinary Resolution

While Item No.4 i.e. Appointment of Mr. Pramod Kumar Nigam as an Independent Director of the Company was considered, he vacated the chair and Mr. K.K. Awasthi, a shareholder of the Company was elected as the Chairman. Mr. K.K. Awasthi conducted the proceeding of Item No.4 and thereafter Mr. Pramod Kumar Nigam occupied the chair again.

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

Thereafter, Mr. Santoah Kumar Nigam, shareholder of the Company proposed a vote of thanks to the Chairman

Based on the Scrutinizer's Report dated 7th September, 2017 all the resolutions as set out in the Notice of 34th AGM were declared as passed with requisite majority.

For Morn Media Limited

Neetika Mathur
Neetika Mathur
Company Secretary

