

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]

To,
Mr. Pawan Kumar Bansal
Chairman & Managing Director
THE ASSOCIATED JOURNALS LIMITED
(CIN U22122DL1937PLC215943)
Herald House, 5-A, Bahadur Shah Zafar Marg
New Delhi- 110002

For 83rd Annual General Meeting of the Shareholders of the Company held on Friday, September 10, 2021, at 10:30 A.M. through Video Conference ("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi- 110024, was appointed by the Board of Directors as the Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 17, 2020 May 05, 2020 and January 13, 2021 respectively (MCA Circulars) on the resolution(s)



mentioned in the Notice dated August 10, 2021 for 83rd AGM of the Shareholders of the Company held on Friday, September 10, 2021 at 10:30 A.M. through Video Conference ("VC")/Other Audio Visual Means ("OAVM").

I submit my report as under:

1. The total paid up Equity Share Capital of the Company is Rs. 91,14,88,210/- (Rupees Ninety One Crore Fourteen Lakh Eighty Eight Thousand Two Hundred and Ten only) divided into 9,11,48,821 (Nine Crore Eleven Lakh Forty Eight Thousand Eight Hundred and Twenty One) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Further, there are 13,500 (Thirteen Thousand and Five hundred) Non-Cumulative Preference Shares of the face value of Rs.100/- (Rupees One Hundred only) each and 3,015 (Three Thousand and Fifteen) Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred only) each form part of paid up capital of the Company.

2. The Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars; and in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-voting.
3. My responsibility as Scrutinizer for e-voting at the AGM and remote e-voting is restricted to make a consolidated Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by Link Intime.
4. Pursuant to Section 47 of the Companies Act, 2013, the holders of aforementioned Non-cumulative and Cumulative Preference Shares are having

voting rights in respect of all items of AGM and the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders are in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares.

Accordingly, calculation of voting rights for the equity and preference shareholders at AGM is as under:-

Particulars	Shares in number	Paid up value	% in Paid up value	Votes entitlement
Equity Shares of Rs. 10/- each	9,11,48,821	91,14,88,210	99.81914	9,11,48,821
Non- Cumulative Preference Shares of Rs. 100/- each	13,500	13,50,000	0.14784	1,35,000
Cumulative Preference Shares of Rs. 100/- each	3,015	3,01,500	0.03302	30,150
Total	9,11,65,336	91,31,39,710	100.00000	9,13,13,971

5. The remote e-voting period commenced on Monday, September 06, 2021 at 09.00 AM (IST) and ended on Thursday, September 09, 2021 at 5.00 PM (IST) via remote e-voting platform on the designated website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> where two different event number were created i.e. one for Equity Shareholders and another for Preference Shareholders.
6. The Members of the Company as on the "cut off" date i.e. Friday, September 03, 2021 were entitled to avail the facility of remote e-voting as well as voting at the 83rd Annual General Meeting on the proposed resolutions as set out in the Notice dated August 10, 2021.

7. Thereafter, the votes cast through remote e-voting and e-voting at AGM were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Mr. Nityam rastogi and Mr. Vivek Kumar who were not in the employment of the Company.
8. After completion of e-voting at the AGM, the data of e-voting at the AGM was diligently scrutinized. Thereafter, details of Shareholders who have cast their votes, were reconciled with the records maintained by the Registrar and Transfer Agents of the Company i.e. Link Intime India Private Limited and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
9. Total 37 (Thirty Seven) equity shareholders holding 9,02,19,570 Equity Shares representing 9,02,19,570 votes and 1(one) preference shareholder holding 25 Preference Shares representing 250 votes took part in voting process of the AGM as detailed below:
 - (a) 35 (Thirty Five) equity shareholders holding 9,02,19,550 Equity Shares representing 9,02,19,550 votes and 1(one) preference shareholder holding 25 Preference Shares representing 250 votes have voted through remote e-voting facility provided by the Company.
 - (b) 2 (Two) equity shareholders holding 20 Equity Shares representing 20 votes, voted through e-voting facility provided at the AGM.
10. The combine result of the remote e-voting and e-voting during the AGM are as under:

Resolution No. 1: To receive, consider and adopt the audited financial statements (including the audited consolidated financial statements) for the financial year ended

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March 31, 2021, and the Reports of the Board of Directors and Independent Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	20	9,02,19,800	9,02,19,820	100
Dissent	0	0	0	0
Total	20	9,02,19,800	9,02,19,820	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in Annexure- A.

Resolution No. 2: To appoint a Director in place of Mr. Suman Dubey (DIN: 00013821), who retires by rotation and being eligible, offers himself for reappointment.

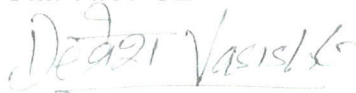
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	20	9,02,19,800	9,02,19,820	100
Dissent	0	0	0	0
Total	20	9,02,19,800	9,02,19,820	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in Annexure- B.

11. The register containing the details of remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



(Devesh Kumar Vasisht)

Partner

CP No.: 13700

UDIN: F008488C000934952

September 11, 2021

New Delhi

Countersigned by



Pawan Kumar Bansal

Chairman and Managing Director

Date: 13.09.2021

A small, handwritten mark or signature in blue ink, located to the right of the secretary's contact information.

Annexure - A

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. E-VOTING DURING THE AGM:

Particulars	Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
a) Total Votes received	2	20	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	2	20	100
d) Votes with Assent	2	20	100
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
a) Total Votes received	36	9,02,19,800	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	36	9,02,19,800	100
d) Votes with Assent	36	9,02,19,800	100
e) Votes with Dissent	0	0	0

Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. E-VOTING DURING THE AGM:

Particulars	Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
a) Total Votes received	2	20	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	2	20	100
d) Votes with Assent	2	20	100
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
a) Total Votes received	36	9,02,19,800	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	36	9,02,19,800	100
d) Votes with Assent	36	9,02,19,800	100
e) Votes with Dissent	0	0	0