

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)
5A, Herald House, 5-A, Bahadur Shah Zafar Marg
New Delhi- 110002

For 84th Annual General Meeting of the Shareholders of the Company held on Thursday, September 15, 2022, at 11:00 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, 19/2021, 21/2021 & 02/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 May 05, 2020 and January 13, 2021, December 08, 2021, December 14, 2021 and May 05 2022 respectively (**MCA Circulars**) on the resolution(s) mentioned in the Notice dated August 16, 2022 for 84th AGM of the



Shareholders of the Company held on Thursday, September 15, 2022 at 11:00 A.M. through Video Conference ("VC")/Other Audio Visual Means ("OAVM").

I submit my report as under:

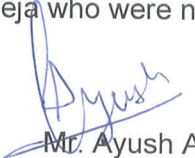
1. The Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars; and in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-voting.
2. My responsibility as Scrutinizer for 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.
3. 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.
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 Sunday, September 11, 2022 at 09:00 AM (IST) and ended on Wednesday, September 14, 2022 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 numbers 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. Thursday, September 08, 2022 were entitled to avail the facility of remote e-voting as well as voting at the 84th Annual General Meeting on the proposed resolutions as set out in the Notice dated August 16, 2022.
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. Ayush Arya and Mr. Vipin Dhameja who were not in the employment of the Company:


 Mr. Ayush Arya


 Mr. Vipin Dhameja
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 40 (Forty) equity shareholders holding 9,02,34,602 Equity Shares representing 9,02,34,602 votes and 2 (Two) preference shareholders holding 26 Preference Shares representing 260 votes took part in process of the AGM as detailed below:

(a) 28 (Twenty Eight) equity shareholders holding 9,02,18,341 Equity Shares representing 9,02,18,341 votes and 2 (Two) preference shareholders holding Preference Shares representing 260 votes have voted through remote e-voting facility provided by the Company. Further, one (1) equity shareholder holding 50 (fifty) Equity Shares representing 50 votes abstained from voting.

(b) 11 (Eleven) equity shareholders holding 16,211 Equity Shares representing 16,211 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 March 31, 2022 and the Reports of the Board of Directors and Independent Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote e-Voting	Total	
Assent	16,211	9,02,18,601	9,02,34,812	100
Dissent	0	0	0	0
Total	16,211	9,02,18,601	9,02,34,812	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. Satyan Gangaram Pitroda (DIN: 00866135), 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	16,210	9,02,18,601	9,02,34,811	99.999999
Dissent	1	0	1	0.000001
Total	16,211	9,02,18,601	9,02,34,812	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**.

Resolution No. 3: To appoint Mr. Arvind Mayaram (DIN: 00080262) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote e-Voting	Total	
Assent	16,211	9,02,18,601	9,02,34,812	100
Dissent	0	0	0	0
Total	16,211	9,02,18,601	9,02,34,812	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- C**.



Resolution No. 4: To appoint Mr. Prashanto Chandra Sen (DIN: 09560465) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote e-Voting	Total	
Assent	16,211	9,02,18,601	9,02,34,812	100
Dissent	0	0	0	0
Total	16,211	9,02,18,601	9,02,34,812	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- D**.

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
C.P. No.: 13700
UDIN: F008488D000988929
Date: September 17, 2022
Place: New Delhi



COUNTERSIGNED BY


Pawan Kumar Bansal
Chairman and Managing Director
17.09.2022.



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	11	16,211	100
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	11	16,211	100
d) Votes with Assent	11	16,211	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	30	9,02,18,601	100
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	9,02,18,601	100
d) Votes with Assent	30	9,02,18,601	100
e) Votes with Dissent	0	0	0



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	11	16,211	100
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	11	16,211	100
d) Votes with Assent	10	16,210	99.994
e) Votes with Dissent	1	1	0.006

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	30	9,02,18,601	100
b) Less: Invalid Votes		-	-
c) Net Valid votes	30	9,02,18,601	100
d) Votes with Assent	30	9,02,18,601	100
e) Votes with Dissent	0	0	0



Annexure – C

Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. 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	11	16,211	100
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	11	16,211	100
d) Votes with Assent	11	16,211	100
e) Votes with Dissent	0	0	0

C2. 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	30	9,02,18,601	100
b) Less: Invalid Votes		-	-
c) Net Valid votes	30	9,02,18,601	100
d) Votes with Assent	30	9,02,18,601	100
e) Votes with Dissent	0	0	0



Annexure – D

Details of e-voting during the AGM & remote e-voting for Resolution No.-4 are as under:

D1. 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	11	16,211	100
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	11	16,211	100
d) Votes with Assent	11	16,211	100
e) Votes with Dissent	0	0	0

D2. 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	30	9,02,18,601	100
b) Less: Invalid Votes		-	-
c) Net Valid votes	30	9,02,18,601	100
d) Votes with Assent	30	9,02,18,601	100
e) Votes with Dissent	0	0	0

