

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

---

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### 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 85 <sup>th</sup> Annual General Meeting of the Shareholders of the Company held on Thursday, August 24, 2023, at 11:30 A.M. through Video Conference ("VC")/Other Audio Visual Means ("OAVM")
---

Dear Sir,

I, Vijay K. Singhal, 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 and 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020; April 13, 2020; May 05, 2020; January 13, 2021; December 08, 2021; December 14, 2021; May 05, 2022 and December 28, 2022 respectively (**MCA Circulars**) on the resolution(s) mentioned in the Notice dated July 17, 2023 for 85<sup>th</sup> AGM of the Shareholders of the Company held on Thursday, August 24, 2023 at 11:30 A.M. through Video Conference ("VC")/Other Audio-Visual Means ("OAVM").

## SANJAY GROVER & ASSOCIATES

### 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 India Private Limited.
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	13,500	13,50,000	0.14784	1,35,000

**SANJAY GROVER & ASSOCIATES**

of Rs. 100/- each				
Cumulative Preference Shares of Rs. 100/- each	3,015	3,01,500	0.03302	30,150
<b>Total</b>	<b>9,11,65,336</b>	<b>91,31,39,710</b>	<b>100.00000</b>	<b>9,13,13,971</b>

5. The remote e-voting period commenced on Sunday, August 20, 2023 at 09:00 AM (IST) and ended on Wednesday, August 23, 2023 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, August 17, 2023 were entitled to avail the facility of remote e-voting as well as voting at the 85<sup>th</sup> Annual General Meeting on the proposed resolutions as set out in the Notice dated July 17, 2023.
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. Asim Mandal and Mr. Rizwan Khan who were not in the employment of the Company:
-   
Mr. Asim Mandal

  
Mr. Rizwan Khan
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.
9. Total 42 (Forty Two) Equity Shareholders holding 9,02,34,671 Equity Shares representing 9,02,34,671 votes and 2 (Two) Preference Shareholders holding 26 Preference Shares representing 260 votes took part in process of the AGM as detailed below:

**SANJAY GROVER & ASSOCIATES**

(a) 31 (Thirty One) Equity Shareholders holding 1,603 Equity Shares representing 1,603 votes and 2 (Two) Preference Shareholders holding 26 Preference Shares representing 260 votes have voted through remote e-voting facility provided by the Company.

(b) 11 (Eleven) Equity Shareholders holding 9,02,33,068 Equity Shares representing 9,02,33,068 votes, voted through e-voting facility provided at the AGM.

10. The combined result of the remote e-voting and e-voting at 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, 2023 and the Reports of the Board of Directors and Independent Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-Voting	Total	
Assent	9,02,33,068	1,863	9,02,34,931	100
Dissent	0	0	0	0
Total	9,02,33,068	1,863	9,02,34,931	100

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

**Resolution No. 2:** To appoint a director in place of Mr. Mallikarjuna Mapanna Kharge (DIN: 09017932), who retires by rotation and being eligible, offers himself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-Voting	Total	
Assent	9,02,33,068	1,863	9,02,34,931	100
Dissent	0	0	0	0
Total	9,02,33,068	1,863	9,02,34,931	100

**SANJAY GROVER & ASSOCIATES**

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

**Resolution No. 3:** To appoint M/s S.K. Kapoor & Co., Chartered Accountant (Firm Registration No. 000745C), as Statutory Auditors of the Company for a first term of five consecutive years.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting at the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	9,02,33,068	1,863	9,02,34,931	100
Dissent	0	0	0	0
Total	9,02,33,068	1,863	9,02,34,931	100

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

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**

**COUNTERSIGNED BY**

**Vijay K Singhal**  
Partner  
C.P. No.: 10385  
UDIN: A021089E000867143  
August 25, 2023  
New Delhi

**Pawan Kumar Bansal**  
**Chairman and Managing Director**

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

**A1. E-VOTING AT 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	9,02,33,068	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	11	9,02,33,068	100
d) Votes with Assent	11	9,02,33,068	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	33	1,863	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	33	1,863	100
d) Votes with Assent	33	1,863	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	9,02,33,068	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	11	9,02,33,068	100
d) Votes with Assent	11	9,02,33,068	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	33	1,863	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	33	1,863	100
d) Votes with Assent	33	1,863	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	9,02,33,068	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	11	9,02,33,068	100
d) Votes with Assent	11	9,02,33,068	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	33	1,863	100
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	33	1,863	100
d) Votes with Assent	33	1,863	100
e) Votes with Dissent	0	0	0