

Notice

Notice is hereby given that the 86th Annual General Meeting of the Members of The Associated Journals Limited will be held on Saturday 24th Day of August 2024 at 11 am (IST) through Video Conference ("VC")/Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode"), to transact the following business(es):

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Independent Auditors thereon.
2. To appoint a director in place of Mr. Suman Dubey (DIN: 00013821), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. Appointment of Mr Ajay Maken as Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ajay Maken (DIN: 00218100) who was appointed as an Additional Director and designated as Non-Executive Director of the Company with effect from October 31, 2023 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

**By the order of the Board of Directors
The Associated Journals Limited**

**Sd/-
Pawan Kumar Bansal
Chairman & Managing Director
DIN: 09015697
64, Sector-28A, Chandigarh, Indl. Area
Chandigarh-160002**

**Place: New Delhi
Date: 17.07.2024**

1. In continuation of the circulars issued by the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and the latest being Circular No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting ("AGM" or "the Meeting") through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 ("Act"), AGM of the Members of the Company is being held through VC/OAVM. The deemed venue for the 86th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
3. In case of joint holders attending the AGM, only such joint holder by the first named Member and in his/her absence, by the next named Member will be entitled to vote.
4. Facility of joining the AGM through VC/OAVM shall open at least 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time. This facility will be available for Members on first come first served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors etc will be allowed to attend the meeting without restrictions on account of first-come first served principle.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to sanjaygrover7@gmail.com with copies marked to the Company at nationalheraldldelhi@gmail.com and to Link Intime India Private Limited ("LIPL" or "RTA") at enotices@linkintime.co.in.
6. Non-Resident Indian Members are requested to inform the Company at its registered email address at nationalheraldldelhi@gmail.com and to its RTA at delhi@linkintime.co.in immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
7. Please quote your folio number in all correspondence for each type of query/complaint.
8. Members holding shares in physical form are requested to intimate immediately all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number and / or the Company Secretary at least 10 (ten) days before the date of the meeting or to their respective depository participants if the shares are held in electronic form.
9. To take part in Green Initiative in the Corporate Governance and in terms of the MCA Circulars, the Company will send the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the Members. Members who have not registered their e-mail addresses and consequently, have not received the Notice, so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning

your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN card and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member either to the Company's Registrar and Transfer Agent (RTA), Link Intime India Private Limited or may write to the Company at nationalheraldindia@gmail.com for the attention of Mr. Nalin Kumar Asthana, Company Secretary of the Company.

- b. For the Members holding shares in demat form, please update your email address and/or Bank details either with the Company's Registrar and Transfer Agent (RTA), Link Intime India Private Limited or to the Company at nationalheraldindia@gmail.com by sending a scan copy of a signed request letter mentioning your Folio No./DP/Client ID, complete address, email address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving Licence, Passport, Bank Statement, AADHAR).

It is clarified that for permanent registration of e-mail address and Bank details in your demat account, if any, Members are requested to approach the respective DPs and follow the process advised by DPs.

10. Shareholders are also requested to visit the website of the Company/RTA i.e. <https://www.nationalheraldindia.com/corporate-governance/aggm> and <https://instavote.linkintime.co.in/> for downloading Notice of the AGM.
11. The Annual Report along with Notice of AGM will be sent to the Members, whose names appear in the Register of Members/depositories as at close of business hours on 23 July 2024.
12. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent RTA/Depositories, log in details for e-voting are being sent on the registered email address.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder and other relevant documents referred to in the notice, will be available online for inspection under the head 'Inspection' at <https://www.nationalheraldindia.com/corporate-governance/inspection>, by the Members of the Company.
14. The Company ensures that the AGM through VC or OAVM facility allows two-way video conferencing or Webex for the ease of participation of the Members.
15. Additional information pursuant to Secretarial Standards on General Meetings (SS – 2) issued by The Institute of Company Secretaries of India (ICSI) in respect of Director seeking re-appointment as mentioned under Item No. 2 & 3 contained in the Notice of Annual General Meeting is provided hereunder as **Annexure I of Notice of AGM**.
16. The Notice of the AGM including Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company in accordance with the aforesaid MCA circulars. Members can attend and participate in the AGM through VC/OAVM facility only. Annual Report for the financial year ended March 31, 2024 will also be available online for inspection under the head 'Inspection' at <https://www.nationalheraldindia.com/corporate-governance/inspection>, by the Members of the Company.
17. This is to inform the Members that the Company has availed the demat facility for its equity shares in the Depository system of National Securities Depository Limited (NSDL) to dematerialize the certificates of the Members of the Company who may wish to do so. This is to further inform that the Company has appointed M/s Link Intime India Private Limited (RTA) for the Depository.
18. Members attending the AGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
20. The Company is also providing to its Members the facility of remote e-voting and e-voting on the day of AGM.
21. Members who wish to obtain any information on the accounts of the Company and any other matter contained in the Notice are requested to send their queries to the Company Secretary of the Company either on Saturday, 17 August 2024 at nationalheraldindia@gmail.com or at the Registered Office of the Company at least 7 days before the Meeting so that relevant information can be kept ready at the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, and Secretarial Standard-2 issued by The Institute of Company Secretaries of India and MCA Circulars mentioned above, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such remote e-voting and e-voting on the day of AGM.
23. A Member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The Company has availed the services of Link Intime India Private Limited for facilitating through electronic means, as authorized agency.
24. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the day of the AGM will be provided by LIPL.
25. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
26. The voting period begins on Tuesday, 20 August 2024 at 9 am (IST) and ends on Friday, 23 August 2024 at 5 pm (IST).
27. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 17 August 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
28. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 17 August 2024 may follow the same instructions as mentioned above for e-Voting.

The voting right in proportion to their paid-up share capital of the Company as on cut-off date, Saturday, 17 August 2024.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020 and amendment made, if any, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be redirected to NSDL depository website wherein you can see "Access to e-voting".

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- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders (holding securities in demat mode) login through their depository participants.

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>.
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D'; shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:

- a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
- b. 'Investor's Name' - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event**

number'. E-voting page will appear.

- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

In case Shareholders/ Members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write a letter to Mr. Rajiv Ranjan, Assistant Vice-President at Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot NH2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in Physical form has forgotten the password:

If an Individual Shareholders holding securities in Physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification

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code (CAPTCHA). Click on **"SUBMIT"**.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

Individual Shareholders holding securities in demat mode with NSDL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on **'Login'** under **'Corporate Body/ Custodian/ Mutual Fund'** tab and further Click **'forgot password?'**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on **"SUBMIT"**.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information

about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Instructions for Shareholders/Members for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on **"login"**

- ▶ Select the **"Company"** and **'Event Date'** and register with your following details:

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ Members holding shares in **physical form shall provide** Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- ▶ Click **"Go to Meeting"** (You are now registered for InstaMeet and your attendance is marked for the Meeting).

Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the Meeting must register their request 7 days in advance with the Company on nationalheraldldelhi@gmail.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the Meeting.
4. Other Shareholder may ask questions to the panellist, via active chat-board during the Meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the Meeting/ Management will announce the name and serial number for speaking.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the Scrutinizer/ Moderator during the meeting, Shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

Please note that Shareholders/ Members connecting from

Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact at Tel: 022-49186175.

General Instructions:

- The voting rights of Members shall be in proportion to their shares in the paid-up capital of the Company as on the cut-off date i.e. Saturday, 17 August 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at enotices@linkintime.co.in or contact on:- Tel: 022 -49186000.

Mr. Kapil Dev Taneja (FCS No.: 4019; C.P.No. 22944) failing him Mr. Vijay K Singhal (FCS No.: 13221, C.P. NO.: 10385), Partners of M/s Sanjay Grover and Associates, Company Secretaries (Firm Registration No. P2001DE052900), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of RTA, by use of "e-voting facility" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the General Meeting, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting or e-voting at the time of AGM in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed at the Registered office of the Company and on the website of the Company/RTA i.e. <https://www.>

nationalheraldindia.com/corporate-governance/agm and <https://instavote.linkintime.co.in/>, immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Mr. Ajay Maken was appointed as an Additional Director on the Board of the Company w.e.f. October 31, 2023, based on recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature of the office of Director under the provision of Section 160 of the Companies Act, 2013.

Mr. Ajay Maken is a politician from the Indian National Congress

party, who is current Member of Parliament, Rajya Sabha. He is Treasurer of the All India Congress Committee (AICC) and Member of the Congress Working Committee (CWC). He was formerly a Minister in the Cabinet of Prime Minister Dr. Manmohan Singh and a Minister in the Cabinet of Delhi Chief Minister Sheila Dikshit. He has been thrice elected as a Member of the Parliament, and three times to the Delhi Legislative Assembly. He was earlier the President of Delhi Pradesh Congress Committee.

He is not related to any of the Directors of the Company. He holds only qualification shares in the Company.

Mr. Ajay Maken and his relatives are interested in these resolutions to the extent of his appointment.

None of the Directors and the Key Managerial Personnel of the Company or their relatives is concerned or interested in these resolutions, except Mr. Ajay Maken himself.

The Board of Directors recommends the aforesaid resolutions for approval of Members.

Annexure I of Notice of AGM

Details of the Director(s) seeking appointment/re-appointment as required under Secretarial Standards on General Meetings (SS – 2) issued by The Institute of Company Secretaries of India:

Name of Director	Suman Dubey	Ajay Maken
Date of Birth	21.02.1943 (81 years)	12.01.1964 (60 years)
Date of first appointment on the Board	21.12.2010	31.10.2023
Qualification	M.A Economics	Graduate
Experience	Suman Dubey is amongst India's most eminent journalists and editors. He has been associated with Dow Jones & Company, publishers of The Wall Street Journal, since 1992. Previously, he was editor of The Indian Express and Managing Editor of India Today and had also served on the Board of Prasar Bharati, India's public service broadcaster.	Mr. Ajay Maken is a politician from the Indian National Congress party, who is current Member of Parliament, Rajya Sabha. He is Treasurer of the All India Congress Committee (AICC) and Member of the Congress Working Committee (CWC). He was formerly a Minister in the Cabinet of Prime Minister Dr. Manmohan Singh and a Minister in the Cabinet of Delhi Chief Minister Sheila Dikshit. He has been thrice elected as a Member of the Parliament, and three times to the Delhi Legislative Assembly. He was earlier the President of Delhi Pradesh Congress Committee.
Term and conditions of re-appointment	None	None
Remuneration proposed to be paid	NIL	NIL
Remuneration last drawn	NIL	NIL
No. of equity shares held in the Company	10	10
Number of Meetings of the Board attended during the year	4	2
List of other companies in which directorship are held	Young Indian	GK Wire Products Private Limited ARC Cyber Systems Private Limited Fortune IT Park Private Limited
List of all committees of Board of Directors of other companies in which Chairmanship/Membership is held (includes only Audit Committee and Shareholders/Investor Grievance Committee)	None	None
Relationship with other Directors, Manager and other key managerial personnel of the Company	None	None