

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 86 th Annual General Meeting of the Shareholders of the Company held on Saturday, August 24, 2024, at 11:00 A.M. through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”)

Dear Sir,

I, Kapil Dev Taneja, 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, 10/2022 and 09/2023 issued by the Ministry of Corporate

SANJAY GROVER & ASSOCIATES

Affairs on April 08, 2020; April 13, 2020; May 05, 2020; January 13, 2021; December 08, 2021; December 14, 2021; May 05, 2022; December 28, 2022 and September 25, 2023 respectively (**MCA Circulars**) on the resolution(s) mentioned in the Notice dated July 17, 2024 for 86th AGM of the Shareholders of the Company held on Saturday, August 24, 2024 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 India Private Limited.
3. The total paid up Equity Share Capital of the Company is Rs. 91,14,88,210 /- (Rupees Ninety One Crores Fourteen Lakhs Eighty Eight Thousand Two Hundred Ten Only) divided into 9,11,48,821 (Nine Crores Eleven Lakhs Forty Eight Thousand Eight Hundred 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 Hundred only) each and 3,015 (Three Thousand Fifteen Only) Cumulative Preference Shares of Rs. 100/- (Rupees 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.

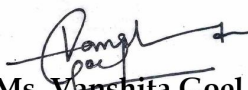
Accordingly, calculation of voting rights for the equity and preference shareholders at AGM is as under:-

SANJAY GROVER & ASSOCIATES

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 Tuesday, August 20, 2024 at 09:00 AM (IST) and ended on Friday, August 23, 2024 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., Saturday, August 17, 2024 were entitled to avail the facility of remote e-Voting as well as voting at the 86th Annual General Meeting on the proposed resolutions as set out in the Notice dated July 17, 2024.
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 Ms. Vanshita Goel who were not in the employment of the Company:


Mr. Ayush Arya


Ms. Vanshita Goel

SANJAY GROVER & ASSOCIATES

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 39 (Thirty Nine) equity shareholders holding 9,02,19,571 Equity Shares representing 9,02,19,571 votes and 1 (One) preference shareholder holding 1 Preference Share representing 10 votes took part in process of the AGM as detailed below:
- (a) 32 (Thirty Two) equity shareholders holding 9,02,18,501 Equity Shares representing 9,02,18,501 votes and 1 (One) preference shareholder holding Preference Share representing 10 (Ten) votes have voted through remote e-voting facility provided by the Company. Further, no equity shareholder abstained from voting.
- (b) 7 (Seven) equity shareholders holding 1070 (One Thousand Seventy) Equity Shares representing 1070 votes, voted through e-voting facility provided at the AGM.
10. The combined 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, 2024 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	1,070	9,02,18,511	9,02,19,581	100
Dissent	0	0	0	0
Total	1,070	9,02,18,511	9,02,19,581	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**.

SANJAY GROVER & ASSOCIATES

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	1,070	9,02,18,511	9,02,19,581	100
Dissent	0	0	0	0
Total	1,070	9,02,18,511	9,02,19,581	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: Appointment of Mr. Ajay Maken (DIN: 00218100) as Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	e-Voting during the AGM	Remote e-Voting	Total	
Assent	1,070	9,02,18,511	9,02,19,581	100
Dissent	0	0	0	0
Total	1,070	9,02,18,511	9,02,19,581	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**.

SANJAY GROVER & ASSOCIATES

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

Kapil Dev Taneja
Partner
CP No.: 22944/ M. No.: 4019
UDIN: F004019F001044333
August 26, 2024
New Delhi

Pawan Kumar Bansal
Chairman and Managing Director

SANJAY GROVER & ASSOCIATES**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	7	1,070	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	7	1,070	100
d) Votes with Assent	7	1,070	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	9,02,18,511	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	33	9,02,18,511	100
d) Votes with Assent	33	9,02,18,511	100
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES**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	7	1,070	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	7	1,070	100
d) Votes with Assent	7	1,070	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	9,02,18,511	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	33	9,02,18,511	100
d) Votes with Assent	33	9,02,18,511	100
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES**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	7	1,070	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	7	1,070	100
d) Votes with Assent	7	1,070	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	9,02,18,511	100
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	33	9,02,18,511	100
d) Votes with Assent	33	9,02,18,511	100
e) Votes with Dissent	0	0	0