

September 24, 2021

Manager-CRD, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity	Scrip Code: 532705
		ISIN No.: INE199G01027
	NCD	Scrip Code: 835JPL23
		ISIN No.: INE199G07040

Listing Manager, National Stock Exchange of India Ltd., 'Exchange Plaza', Bandra Kurla Complex, Dalal Street, Bandra (E), Mumbai-400 051	Equity	Symbol: JAGRAN
		ISIN No.: INE199G01027
	NCD	Symbol: JARP24
		ISIN No.: INE199G07057

Dear Sir / Madam,

**Subject: Disclosure pursuant to Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Submission of Summary of Proceedings, Voting Results and Scrutinizer's Report of 45<sup>th</sup> Annual General Meeting of the Members of Jagran Prakashan Limited held on Friday, September 24, 2021.**

We are pleased to inform you that the 45<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, September 24, 2021 at 12:00 Noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM). In this regard, please find enclosed herewith the following:

- 1) Summary of proceedings of the AGM as **Annexure-A**.
- 2) Voting Results as **Annexure-B**.
- 3) Combined Scrutinizer's Report on remote e-Voting and Insta Poll at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereunder as **Annexure-C**.

Kindly take the same in your records.

Thanking You,  
For Jagran Prakashan Limited

*Amit Jaishwal*



(AMIT JAISWAL)  
Company Secretary & Compliance Officer  
Membership No.: F5863

Encl.: As Above

**SUMMARY OF PROCEEDINGS OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON FRIDAY, THE 24<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT JAGRAN BUILDING, 2, SARVODAYA NAGAR, KANPUR, UTTAR PRADESH - 208005 WHICH COMMENCED AT 12:00 NOON AND CONCLUDED AT 01:15 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

**PRESENT:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Mahendra Mohan Gupta    | Chairman and Managing Director & Chairman of Corporate Social Responsibility Committee and Risk Management Committee |
| 2. Mr. Vijay Tandon            | Independent Director & Chairman of the Audit Committee   |
| 3. Mr. Ravi Sardana            | Independent Director & Chairman of the Stakeholders Relationship Committee and Nomination & Remuneration Committee   |
| 4. Mr. Sanjay Gupta            | Whole-time Director & CEO  |
| 5. Mr. Sunil Gupta             | Whole-time Director  |
| 6. Mr. Shailesh Gupta          | Whole-time Director  |
| 7. Mr. Satish Chandra Mishra   | Whole-time Director  |
| 8. Mr. Devendra Mohan Gupta    | Non-Executive Director   |
| 9. Mr. Shailendra Mohan Gupta  | Non-Executive Director   |
| 10. Mr. Anuj Puri              | Independent Director   |
| 11. Mr. Dilip Cherian          | Independent Director   |
| 12. Mr. Jayant Davar           | Independent Director   |
| 13. Mr. Vikram Sakhuja         | Independent Director   |
| 14. Mr. Shailendra Swarup      | Independent Director   |
| 15. Mr. Shashidhar Sinha       | Independent Director   |
| 16. Mr. Rajendra Kumar Agarwal | Chief Financial Officer  |
| 17. Mr. Amit Jaiswal           | Company Secretary  |

**ATTENDANCE:**

Members / Authorised Representatives: 55  
 Members voted through remote E-voting: 232  
 Members voted through Insta Poll: 6

The Company Secretary welcomed the members and briefed them the procedural and technical instructions about participation at the Meeting. He informed the Members that in view of the continued restrictions due to COVID-19 and the social-distancing norms, the Meeting was being held through video conferencing in accordance with the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

The Company Secretary requested the Chairman to initiate the proceedings of the AGM.

The Chairman informed that he was attending this Annual General Meeting from the registered office of the Company. He further informed that Members attending this AGM through audio-visual means shall be counted for the purpose of reckoning the quorum under the provisions of Section 103 of the Companies Act 2013 and then called the Meeting to order as requisite quorum was present.

The Chairman then introduced the Directors, Key Managerial Personnel and Invitees present at the Meeting. He informed that Ms. Divya Karani, Independent Director could not attend the meeting due to pre-occupation. He also informed the members that the representatives of the Auditors were also present in the Meeting from their respective locations. He then asked the Company Secretary to provide general instructions to the members for the AGM.

The Company Secretary apprised the members that all the requisite Statutory Registers and other documents were available for inspection by the Members electronically. He also notified that the

*Amit Jaiswal*



registered office of the company situated at Kanpur shall be deemed to be the venue of this AGM and the proceedings of the AGM shall be deemed to be made there at to transact the businesses as mentioned in the notice.

He further informed the Members that the Report of Board of Directors, the Standalone and Consolidated Financial Statements for the financial year ended March 31, 2021 and the Notice convening the 45<sup>th</sup> AGM were taken as read as the same had already been circulated to the Members. There were no qualifications or adverse remarks in the Audit Reports.

He apprised the Members that the Company had provided facility to the members of the Company, as on the cut-off date i.e. Thursday, September 16, 2021, to cast their votes electronically, on all 8 resolutions set forth in the Notice convening the AGM and the remote e-voting period commenced on Tuesday, September 21, 2021 at 09:00 a.m. and ended on Thursday, September 23, 2021 at 05:00 p.m. He then stated that the facility for voting through e-voting system was made available during the Meeting for Members who have not casted their vote prior to the Meeting by way of Insta Poll. He also informed that the Company had appointed Mr. Adesh Tandon, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting and Insta Poll at the AGM in a fair and transparent manner. He also clearly mentioned that there will be no proposing or seconding of the resolutions in the Meeting.

He then requested the Chairman to address the members.

The Chairman commenced his speech and gave a synopsis of the business operations and the financial performance of the Company during financial year 2020-21 and also the ongoing impact of the COVID-19 pandemic on the operations of the Company.

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the Meeting through VC / OAVM and sought queries/clarifications and gave suggestions on the Company's accounts and business. The Chief Financial Officer satisfactorily responded to the queries of the Members and provided suitable clarifications. The CFO and the Chairman also informed the Members that in case any member has any further queries / suggestions or requires further clarifications, he may call or write to the Company Secretary.

Thereafter, the Company Secretary reminded the Members that the e-voting facility will remain open for the next 15 minutes to enable the Members to cast their vote and that subject to receipt of requisite number of votes, the following Resolutions mentioned below shall be deemed to have been passed as on date of the AGM:

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	Consideration and adoption of Standalone and Consolidated Audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.	Ordinary	Ordinary
2.	Re-appointment of Mr. Dharendra Mohan Gupta (DIN: 01057827), as Director of the Company, liable to retire by rotation.	Ordinary	Special
3.	Re-appointment of Mr. Shailendra Mohan Gupta (DIN: 00327249), as Director of the Company, liable to retire by rotation.	Ordinary	Ordinary
4.	Re-appointment of Mr. Mahendra Mohan Gupta (DIN: 00020451) as the Chairman and Managing Director of the Company.	Special	Special
5.	Re-appointment of Mr. Sanjay Gupta (DIN: 00028734) as Whole-time Director of the Company.	Special	Special
6.	Re-appointment of Mr. Dharendra Mohan Gupta (DIN: 01057827) as Whole-time Director of the Company.	Special	Special

Adesh Tandon



Sr. No.	Particulars	Nature of Business	Type of Resolution
7.	Re-appointment of Mr. Sunil Gupta (DIN: 00317228) as Whole-time Director of the Company.	Special	Special
8.	Re-appointment of Mr. Shailesh Gupta (DIN: 00192466) as Whole-time Director of the Company.	Special	Special

He informed the Members that the results will be announced within 48 hours of conclusion of this Meeting and the voting results along with the Combined Scrutinizer's Report would be informed to the Stock Exchanges and uploaded on websites of the Company as well as KFin Technologies Private Limited.

The Company Secretary then declared the Meeting as concluded and thanked the Members, Directors and other invitees for participating in the Meeting.

The meeting concluded with a vote of thanks to the chair and gratitude was expressed by the Chairman to the Members, Directors and Invitees for participating in the Meeting.

**Based on the Combined Scrutinizer's Report dated September 24, 2021 all resolutions as set out in the Notice of 45<sup>th</sup> AGM were declared as passed with requisite majority.**

Amit Jaiswal



Voting results	
Record date	16-09-2021
Total number of shareholders on record date	49562
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	17
b) Public	38
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Anil Saxena

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	34897881	92.209	34852486	45395	99.8699	0.1301
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	34897881	92.209	34852486	45395	99.8699
Public-Non Institutions	E-Voting	42828545	2715212	6.3397	2699135	16077	99.4079	0.5921
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956371	6.9028	2940294	16077	99.4562
Total		263654272	220833472	83.7587	220772000	61472	99.9722	0.0278
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Amal Daswani*

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Dharendra Mohan Gupta (DIN- 01057827), who retires by rotation, and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	31843325	3538845	89.9982	10.0018
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	31843325	3538845	89.9982
Public- Non Institutions	E-Voting	42828545	2715253	6.3398	2681529	33724	98.758	1.242
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956412	6.9029	2922688	33724	98.8593
Total		263654272	221317802	83.9424	217745233	3572569	98.3858	1.6142
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Anand Jaiswal*

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Shailendra Mohan Gupta (DIN-00327249), who retires by rotation, and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	31024155	4358015	87.683	12.317
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	31024155	4358015	87.683
Public- Non Institutions	E-Voting	42828545	2715253	6.3398	2681536	33717	98.7582	1.2418
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956412	6.9029	2922695	33717	98.8595
Total		263654272	221317802	83.9424	216926070	4391732	98.0156	1.9844
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Amal Kaur*



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Mahendra Mohan Gupta (DIN- 00020451) as the Chairman and Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	34419652	962518	97.2797	2.7203
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	34419652	962518	97.2797
Public- Non Institutions	E-Voting	42828545	2715282	6.3399	2681705	33577	98.7634	1.2366
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956441	6.903	2922864	33577	98.8643
Total		263654272	221317831	83.9424	220321736	996095	99.5499	0.4501
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Amul Daswal*

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Sanjay Gupta (DIN- 00028734) as Whole-time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	34419652	962518	97.2797	2.7203
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	34419652	962518	97.2797
Public- Non Institutions	E-Voting	42828545	2715282	6.3399	2681270	34012	98.7474	1.2526
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956441	6.903	2922429	34012	98.8496
Total		263654272	221317831	83.9424	220321301	996530	99.5497	0.4503
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Am-1 12.12.20*

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Dharendra Mohan Gupta (DIN-01057827) as Whole-time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	32041106	3341064	90.5572	9.4428
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	32041106	3341064	90.5572
Public- Non Institutions	E-Voting	42828545	2715282	6.3399	2681434	33848	98.7534	1.2466
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956441	6.903	2922593	33848	98.8551
Total		263654272	221317831	83.9424	217942919	3374912	98.4751	1.5249
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Amul*  
Sarvodaya Nagar

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Sunil Gupta (DIN- 00317228) as Whole-time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	32041106	3341064	90.5572	9.4428
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	32041106	3341064	90.5572
Public- Non Institutions	E-Voting	42828545	2714067	6.3371	2680191	33876	98.7518	1.2482
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2955226	6.9001	2921350	33876	98.8537
Total		263654272	221316616	83.942	217941676	3374940	98.4751	1.5249
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Amul*

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Shailesh Gupta (DIN- 00192466) as Whole-time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	182979220	182979220	100	182979220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		182979220	182979220	100	182979220	0	100
Public-Institutions	E-Voting	37846507	35382170	93.4886	31078588	4303582	87.8369	12.1631
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37846507	35382170	93.4886	31078588	4303582	87.8369
Public- Non Institutions	E-Voting	42828545	2715282	6.3399	2681406	33876	98.7524	1.2476
	Poll		241159	0.5631	241159	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42828545	2956441	6.903	2922565	33876	98.8542
Total		263654272	221317831	83.9424	216980373	4337458	98.0402	1.9598
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



*Am. Narayan*

**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

**Adesh Tandon**  
 FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chamber;  
 14/113, Civil Lines, Kanpur - 208 001 (U.P)  
 Tel. : 0512 - 2332397 • Mobile : +91-983910070  
 E-mail : adesh.tandon11@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman,

The 45<sup>th</sup> Annual General Meeting of the members of JAGRAN PRAKASHAN LIMITED ("the Company"), bearing CIN- L22219UP1975PLC004147 held on Friday, September 24, 2021 at 12:00 Noon through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which the Registered Office of the Company situated at Jagran Building, 2, Sarvodaya Nagar, Kanpur – 208005 is deemed to be the venue of the Meeting.

Dear Sir,

I, Adesh Tandon, Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Jagran Prakashan Limited ("the Company") for the purpose of scrutinizing the process of remote e-voting and Insta Poll provided to the shareholders present at the AGM through VC / OAVM, who have not casted their vote through Remote E-Voting, under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 and amendments thereon on the resolutions contained in the Notice dated 28<sup>th</sup> May, 2021, calling the 45<sup>th</sup> Annual General Meeting ("Notice"). The Annual General Meeting was convened on Friday 24<sup>th</sup> September, 2021 at 12:00 PM IST through VC/OAVM.

**Management's Responsibility:**

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

### Scrutinizer's Responsibility:

2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes casted 'in favor' or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited, Registrars and Transfer Agents of the Company ("KFintech") and the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting and also based on the e-voting conducted at the AGM, i.e. Insta Poll.

### Authorised Agency:

3. The Company has engaged the services of KFin Technologies Private Limited ("KFintech") as the Authorised Agency to provide secured system for remote e-voting process and Insta Poll at the AGM held through VC / OAVM.

### Cut-off date:

4. The Shareholders of the Company holding shares as on the "cut-off" date (i.e. the record date) of Thursday, September 16<sup>th</sup>, 2021, were entitled to vote on the Resolutions forming part of the Notice of the AGM.

### Remote e-voting:

5. The remote e-voting period began on Tuesday, September 21, 2021 at 09:00 AM (IST) and ended on Thursday, September 23, 2021 at 05:00 PM (IST). The remote e-voting module was disabled by KFin Technologies Private Limited ("KFintech") for voting thereafter.
6. The votes cast electronically were unblocked on September 24, 2021 around 01:15 P.M. after the conclusion of the Insta Poll at the AGM, in the presence of two witnesses, Mr. Awashesh Dixit, R/o 30/6, Vishnupuri, Kanpur- 208002 and Mr. Abhay Pratap Singh R/o M-312, Keshavpuram, Kalyanpur, Kanpur - 208017 who are not in the employment of the Company and/ or KFin Technologies Private Limited ("KFintech")

They have signed below in confirmation of the E-Votes being unblocked in their presence




# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

  
(Awashesh Dixit)

  
(Abhay Pratap Singh)

- The e-voting facility i.e., Insta Poll was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 45<sup>th</sup> AGM but not to those shareholders who have opted the facility to vote through remote e-voting prior to the meeting.
- Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of KFin Technologies Private Limited and based on such reports the results of Remote e-Voting and Insta Poll at AGM on each resolution are given hereunder:

### Ordinary Business:

#### A) Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes cast
217	22,05,30,841	6	2,41,159	22,07,72,000	99.9722%





# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers.  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
13	61,472	00	00	61,472	0.0278%

Voted INVALID: NIL

Note: 2 shareholders whose aggregate shareholding is 4,84,764 equity shares have abstained their voting rights.

**Result:**

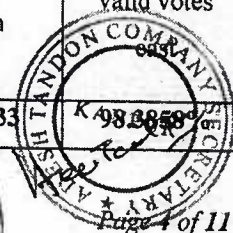
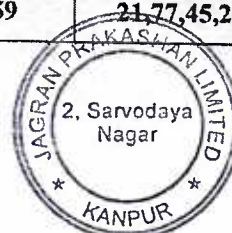
*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 1, therefore, the ordinary resolution has been passed with requisite majority.*

**B) Resolution No. 2: Special Resolution**

To appoint a Director in place of Mr. Dharendra Mohan Gupta (DIN: 01057827), who retires by rotation, and being eligible, offers himself for re-appointment:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes
184	21,75,04,074	6	2,41,159	21,77,45,233	98.9858%



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon11@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
47	35,72,569	00	00	35,72,569	1.6142%

Voted INVALID: NIL

Note: 2 shareholders whose aggregate shareholding is 429 equity shares have abstained their voting rights.

**Result:**

*As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in the Notice as Item No. 2, therefore, the special resolution has been passed with requisite majority.*

**C) Resolution No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Shailendra Mohan Gupta (DIN: 00327249), who retires by rotation, and being eligible, offers himself for re-appointment:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes cast
174	21,66,84,911	6	2,41,159	21,69,26,070	98.0156%



**ADESH TANDON & ASSOCIATES**  
**COMPANY SECRETARIES**

**Adesh Tandon**  
 FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers  
 14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
 Tel. : 0512 - 2332397 • Mobile : +91-9839100709  
 E-mail : adesh.tandon1@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
57	43,91,732	00	00	43,91,732	1.9844%

Voted INVALID: NIL

**Note:** 2 shareholders whose aggregate shareholding is 429 equity shares have abstained their voting rights.

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 3, therefore, the ordinary resolution has been passed with requisite majority.*

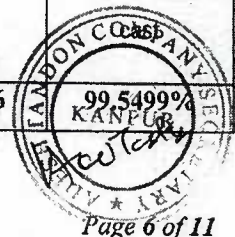
**Special Business:**

**D) Resolution No. 4: Special Resolution**

**Re-appointment of Mr. Mahendra Mohan Gupta (DIN: 00020437) as the Chairman and Managing Director of the Company:**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes
198	22,00,80,577	6	2,41,159	22,03,21,736	99.5499%



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambe  
14/113, Civil Lines, Kanpur - 208 001 (U)  
Tel. : 0512 - 2332397 • Mobile : +91-98391007  
E-mail : adesh.tandon11@gmail.c

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
33	9,96,095	00	00	9,96,095	0.4501%

Voted INVALID: NIL

Note: 1 shareholder whose aggregate shareholding is 400 equity shares has abstained their voting rights.

**Result:**

*As the votes cast in favour of the resolution are more than thrice the votes cast against the resolution as set out in the Notice as Item No. 4, therefore, the special resolution has been passed with requisite majority.*

**E) Resolution No. 5: Special Resolution**

**Re-appointment of Mr. Sanjay Gupta (DIN:00028734) as Whole-time Director of the Company:**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes cast
195	22,00,80,142	6	2,41,159	22,03,21,301	99.5499%



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chamber  
14/113, Civil Lines, Kanpur - 208 001 (U.F)  
Tel. : 0512 - 2332397 • Mobile : +91-983910070  
E-mail : adesh.tandon11@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
36	9,96,530	00	00	9,96,530	0.4503%

Voted INVALID: NIL

Note: 1 shareholder whose aggregate shareholding is 400 equity shares has abstained their voting rights.

**Result:**

*As the votes cast in favour of the resolution are more than thrice the number of votes cast against the resolution as set out in the Notice as Item No. 5, therefore, the special resolution has been passed with requisite majority.*

**F) Resolution No. 6: Special Resolution**

Re-appointment of Mr. Dharendra Mohan Gupta (DIN:01057827) as Whole-time Director of the Company:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes
183	21,77,01,760	6	2,41,159	21,79,42,919	98.4751%



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512 - 2332397 • Mobile : +91-983910070  
E-mail : adesh.tandon1@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
49	33,74,912	00	00	33,74,912	1.5249%

Voted INVALID: NIL

Note: 1 shareholder whose aggregate shareholding is 400 equity shares has abstained their voting rights.

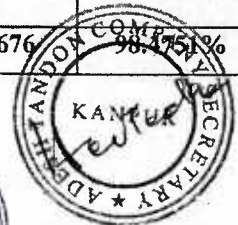
**Result:**

*As the votes cast in favour of the resolution are more than thrice the number of votes cast against the resolution as set out in the Notice as Item No. 6, therefore, the special resolution has been passed with requisite majority.*

**G) Resolution No. 7: Special Resolution**

**Re-appointment of Mr. Sunil Gupta (DIN:00317228) as Whole-time Director of the Company:**

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes cast
183	21,77,00,517	6	2,41,159	21,79,41,676	98.4751%



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Corn., AAIMA

811, 8th Floor, KAN Chambers,  
14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
Tel. : 0512-2332397 • Mobile : +91-9839100709  
E-mail : adesh.tandon1@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
47	33,74,940	00	00	33,74,940	1.5249%

Voted INVALID: NIL

Note: 2 shareholders whose aggregate shareholding is 715 equity shares have abstained their voting rights.

**Result:**

*As the votes cast in favour of the resolution are more than thrice the number of votes cast against the resolution as set out in the Notice as Item No. 7, therefore, the special resolution has been passed with requisite majority.*

**H) Resolution No. 8: Special Resolution**

Re-appointment of Mr. Shailesh Gupta (DIN: 00192466) as Whole-time Director of the Company:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution	% of total number of valid votes cast
173	21,67,39,214	6	2,41,159	21,69,80,373	98.0402%



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chamber  
14/113, Civil Lines, Kanpur - 208 001 (U.F)  
Tel. : 0512 - 2332397 • Mobile : +91-983910070  
E-mail : adesh.tandon11@gmail.com

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'against' resolution by e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution	% of total number of valid votes cast
58	43,37,458	00	00	43,37,458	1.9598%

Voted INVALID: NIL

Note: 1 shareholder whose aggregate shareholding is 400 has abstained their voting rights.

### Result:

*As the votes cast in favour of the resolution are more than thrice the number of votes cast against the resolution as set out in the Notice as Item No. 8, therefore, the special resolution has been passed with requisite majority.*

For Adesh Tandon & Associates

Company Secretaries  
For ADESH TANDON & ASSOCIATES  
COMPANY SECRETARIES

*Adesh Tandon*  
PROPRIETOR  
(Adesh Tandon)

Proprietor  
FCS No. 2253  
C.P. No. 1121

Peer Reviewed Unit: 741/2020

UDIN: F002253C001003264

Date: September 24, 2021

Place: Kanpur

