

# MORN MEDIA LIMITED

CIN- L22121UP1983PLC006177

Regd. Office: Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, E-mail: [mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com)

Website: [www.mornmedia.com](http://www.mornmedia.com)

September 29, 2021

<b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4 <sup>th</sup> Floor, Plot No. C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai-400098, India.	<b>ISIN: INE343T01016</b> <b>Scrip Code: MORNMEDIA</b> <b>Re: Morn Media Limited</b>
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Dear Sir / Madam,

**Sub: 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 38<sup>th</sup> Annual General Meeting of the Members of Morn Media Limited held on Wednesday, September 29, 2021.**

This is to inform you that the 38<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Wednesday, September 29, 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 Morn Media Limited



(Ravina Soni)  
Company Secretary & Compliance Officer  
Membership No.: A60251



Encl: as above

**SUMMARY OF PROCEEDINGS OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF MORN MEDIA LIMITED HELD ON WEDNESDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT JAGRAN BUILDING, 2, SARVODAYA NAGAR, KANPUR, UTTAR PRADESH – 208005, COMMENCED AT 12:00 NOON AND CONCLUDED AT 12:27 P.M. THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

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**PRESENT:**

- |    |                          |  |
|----|--------------------------|--|
| 1. | Mr. Pramod Kumar Nigam   | Independent Director & Chairman of the Stakeholders Relationship Committee and Nomination and Remuneration Committee |
| 2. | Mr. Narendra Kumar Gupta | Independent Director & Chairman of the Audit Committee   |
| 3. | Mr. Anil Kothiwala       | Independent director   |
| 4. | Mr. Shyam Kumar Gupta    | Chief Financial Officer  |
| 5. | Mr. Pawan Bansal         | Chief Executive Officer  |
| 6. | Ms. Ravina Soni          | Company Secretary and Compliance officer   |

The Company Secretary welcomed the Members and briefed them the procedural and technical instructions about participation at the Meeting. She informed the Members that in view of the restrictions due to outbreak of COVID-19 and considering the social-distancing norms, the Meeting was being held through VC / OAVM in accordance with the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI. She further informed that Members attending the AGM through video conference or other audio-visual means shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Mr. Pramod Kumar Nigam, the Independent Director of the Company took the chair and with the Consent of Chairman, the Company Secretary called the meeting to be in order as requisite quorum was present in accordance with Section 103 of the Companies Act, 2013. The Company Secretary also informed that the Directors and Key Managerial Personnel also attended the meeting and Mrs. Rajni Gupta, Director of the Company could not be present due to pre-occupation.

The representatives of the Statutory Auditors and Secretarial Auditors and Scrutinizers were also present at the Meeting. She also informed the members that all the requisite Statutory Registers and other documents were available for inspection of the Members.

The Company Secretary informed the Members that the Annual Report for the financial year ended March 31, 2021 and the Notice convening the 38<sup>th</sup> AGM were taken as read as the same had already been circulated to the Members. She took up the resolutions as set-forth in the notice and opened the floor for any questions by the members after all the resolutions were tabled.

**Item No-1** To receive, consider and adopt the 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 the Auditors thereon and in this regard the following resolution shall be passed with or without modification(s) as an Ordinary Resolution:




“**RESOLVED THAT** the 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 Report of Board of Directors and Auditors thereon be and is hereby approved and adopted.”

**Item No. 2-** To appoint a Director in place of Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard the following resolution shall be passed with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Company Secretary informed that there was no proposing or seconding of the resolutions at the AGM, and it was not required to read Auditor’s Report and the same was taken as read since there were no qualifications or adverse remarks in the Audit Reports.

She informed that none of the Shareholders have registered themselves as Speaker Shareholder and no comments on the accounts have been received from any shareholders.

She apprised the Members that the facility for voting through e-voting system i.e. insta poll was made available during the Meeting for Members who had not casted their vote prior to the Meeting. The Company had appointed Mr. Adesh Tandon and Associates, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting held prior and e-voting during the AGM in a fair and transparent manner.

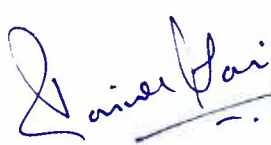

Thereafter, the Company Secretary mentioned that the resolutions as mentioned in the notice convening the AGM had been already put to vote through remote e-voting and Members who have not casted their vote through remote e-voting, may cast their vote through Insta-Poll and the same was open from the conclusion of these proceedings.

She further informed that the Resolutions as stated below shall be deemed to have been passed as on date of the AGM.

**PARTICULARS OF THE RESOLUTIONS:**

Sr. No.	Particulars	Nature of Business	Type of Resolution
1.	Receive, consider and adopt the 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 the Auditors thereon.	Ordinary	Ordinary
2.	Appoint a Director in place of Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary	Ordinary

She further 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 intimated to the Stock Exchanges and also uploaded on website of the Company and Central Depository Services (India) Limited.

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

The meeting concluded with a vote of thanks to the chair.

**Based on the Combined Scrutinizer's Report dated September 29, 2021 all the resolutions as set out in the Notice of 38<sup>th</sup> AGM were declared as passed with requisite majority.**

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Mumukshu Bhawan Media Limited" at the top, "Jaitpur, Kanpur" on the right, and "2, Sarvodaya Nagar" at the bottom. The signature appears to be "Anil K. Singh".

# ANNEXURE - B

General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	MORNMEDIA
ISIN	INE343T01016
Name of the company	MORN MEDIA LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	29-09-2021
Start time of the meeting	12:00 PM
End time of the meeting	12:27 PM

*Prerna*



Morn Media Limited  
Sarvodaya Nagar, India

**Scrutinizer Details**

Name of the Scrutinizer	ADESH TANDON
Firms Name	ADESH TANDON AND ASSOCIATES
Qualification	CS
Membership Number	2253
Date of Board Meeting in which appointed	18-06-2021
Date of Issuance of Report to the company	29-09-2021

*Aadesh Tandon*



<b>Voting results</b>	
Record date	21-09-2021
Total number of shareholders on record date	388
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	8
b) Public	6
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	




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 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 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	310600	177550	57.1636	177550	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		310600	177550	57.1636	177550	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	189400	4000	2.1119	4000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		189400	4000	2.1119	4000	0	100
Total		500000	181550	36.31	181550	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								






Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	




Resolution(2)								
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 Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation, and being eligible, offers herself 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	310600	177550	57.1636	177550	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		310600	177550	57.1636	177550	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	189400	4000	2.1119	4000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		189400	4000	2.1119	4000	0	100
Total		500000	181550	36.31	181550	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

*Rajni Gupta*



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	




## 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

### CONSOLIDATED SCRUTINIZER'S REPORT

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

To.  
The Chairman.

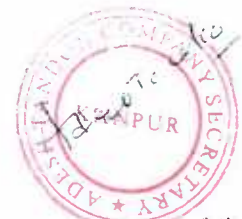
The 38<sup>th</sup> Annual General Meeting of the members of **MORN MEDIA LIMITED** ("the Company") bearing CIN:L22121UP1983PLC006177 held on Wednesday, September 29, 2021 at 12:00 Noon through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which the Registered office of the Company situated Jagran Building, 2, Sarvodaya Nagar, Kanpur -208005 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 the Company for the purpose of scrutinizing the process of remote e-voting and e-voting i.e. Insta Poll 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 18<sup>th</sup> June, 2021, calling the 38<sup>th</sup> Annual General Meeting. The Annual General Meeting was convened on Wednesday 29<sup>th</sup> September, 2021 at 12:00 Noon (IST) through VC/OAVM.

#### Management's Responsibility:

- I. 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



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

**Adesh Tandon**

FCS, LL.B., B.Com., AAIMA

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14/113, Civil Lines, Kanpur - 208 001 (U.P.)  
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E-mail : adesh.tandon11@gmail.com

(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 system.

**Scrutinizer's Responsibility:**

2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e-voting i.e. Insta Poll at the AGM) 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 Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting and also based on the e-voting (Insta Poll) conducted at the AGM.

**Authorised Agency:**

3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), as the Authorized Agency to provide secured system for remote e-voting process and e-voting (Insta Poll) at the Annual General Meeting 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 Tuesday, September 21<sup>st</sup>, 2021, were entitled to vote on the resolutions forming part of the Notice of the AGM.



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**

FCS, LL.B., B.Com., AAIMA

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### Remote e-voting:

5. The remote e-voting period began on September 25<sup>th</sup>, 2021 at 09:00 AM (IST) and ended on September 28<sup>th</sup>, 2021 at 05:00 PM (IST). The remote e-voting module was been disabled by CDSL for voting thereafter.
6. The votes cast electronically were unblocked on September 29, 2021 around 12:27 P.M. after the conclusion of the e-voting (Insta Poll) in the AGM. in the presence of two witnesses Mr. Shubham Gupta R/o 9, A.B. Nagar. Unnao – 209 801 and Mr. Abhay Pratap Singh R/o m-312, Keshavpuram, Kalyanpur, Kanpur – 208017 who are not in the employment of the Company and/or CDSL.  
They have signed below in confirmation of the E-Votes being unblocked in their presence.

  
(Shubham Gupta)

  
(Abhay Pratap Singh)

7. The e-voting (Insta Poll) facility was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 38<sup>th</sup> AGM but not to those shareholders who have opted the facility to vote through remote e-voting prior to the meeting.
8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'in favour' and 'against' the resolutions, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) and based on such reports the results of Remote e-voting and e-voting (Insta Poll) at AGM on each resolution is given hereunder:

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



# ADESH TANDON & ASSOCIATES

## COMPANY SECRETARIES

**Adesh Tandon**

(CS, LL.B., B.Com., AAIMA)

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To receive, consider and adopt the 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 the Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast in 'Favour' of resolution by e-voting& Insta poll	% of total number of valid votes cast
14	181550	100%

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast 'against' resolution by e-voting& Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

**Result:**

*As all the votes cast in favour of the resolution as set out in the Notice as Item No. 1, therefore, the ordinary resolution has been passed with absolute majority.*

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

To appoint a Director in place of Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation, and being eligible, offers herself for re-appointment:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
14	181550	100%

Voted 'AGAINST' the resolution:

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

**Adesh Tandon**

FCS, LL.B., B.Com., AAIMA

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Number of Members voted through electronic E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

**Result:**

*As all the votes cast in favour of the resolution as set out in the Notice as Item No. 2, therefore, the ordinary resolution has been passed with absolute 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: F002253C001023328

Date: September 29, 2021

Place: Kanpur

