

03rd September, 2019

To,
National Stock Exchange Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051

Sub: Intimation under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Ref: Symbol : MPTODAY
Series : SME

Dear Sir,

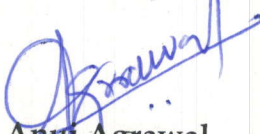
This is to inform you that an Annual General Meeting ("AGM") of Members of Madhya Pradesh Today Media Limited will be held on Friday, 27th September, 2018 at 02:00 P.M. at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India.

Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are submitted herewith 9th Annual Report of the Company for the financial year 2018-19. The Annual report of the Company is also uploaded on company's website i.e. www.pradeshtoday.com

You are requested to kindly take the same on your record.

Thanking You,
Yours Faithfully,

For Madhya Pradesh Today Media Limited


Anuj Agrawal
Company Secretary & Compliance Officer
cs@pradeshtoday.org



Registered Office: Plot No. 5, Press Complex, Zone - I, M.P. Nagar, Bhopal-462011

Website: www.pradeshtoday.com Email id: cs@pradeshtoday.org Phone 0755-30955555, 3095500

CIN: L22120MP2010PLC024758

Madhya Pradesh Today Media Ltd.

CORPORATE OFFICE : Plot No.-5, Press Complex Zone-1 MP Nagar, Bhopal-11 Ph. 0755-3095555, 3095500 **INDORE** : Balarao Engle Parisar, MTH Compound, Indore Press Club, MG Road, Indore Ph.:0731-3024651 **JABALPUR** : Block No.-7, Second Floor, JDA Building, Civic Center, Jabalpur Ph. 0761-3071300 **GWALIOR** : Sada Bhawan, City Centre Gwalior (MP) Ph. 0751-3056500 **UJJAIN** : 10 Kalidas Marg, Near AK Building, Maksi Road, Ujjain (MP) Ph.. 0734-255511 **KATNI** : Prem Ramayan samaj Bhawan, Barhi Road, Katni (MP) **REWA** : 8/216, Anand Nagarm Bodabagh, Rewa (MP) **CHHINDWARA** : Patni News Agency, Sukludana Seoni Road, Chhindwara (MP) **SAGAR** : Banglow No. 01, Sadar Bazar, Sagar, Pin-470002 (MP) Ph.: 07582-422121 **RAIPUR** : 22/403, Ashok Ratan, Vishansabha Road, VIP Estate, Raipur (CG) Ph.:0771-2236981 **DELHI** : 18, Bank Enciave, Gita Nagar, New Delhi **MUMBAI** : 408, 4th Floor, Land Mark Building, Opp. Raheja Classic Complex, New Link Road, Andheri (W) Mumbai-400053, Ph.: 022-26740076 **AHMEDABAD** : M-301, 4th Floor, Shilalekh Tower, Opp. Shahibaugh Police stadium Shahibaugh Ahmedabad (Gujrat) **JAIPUR** : 10-11 Natraj Nagar, Imli Phadtak, Jaipur (Rajasthan)

सिटी इनसाइड

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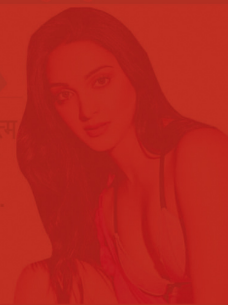
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www.pradeshtoday.com

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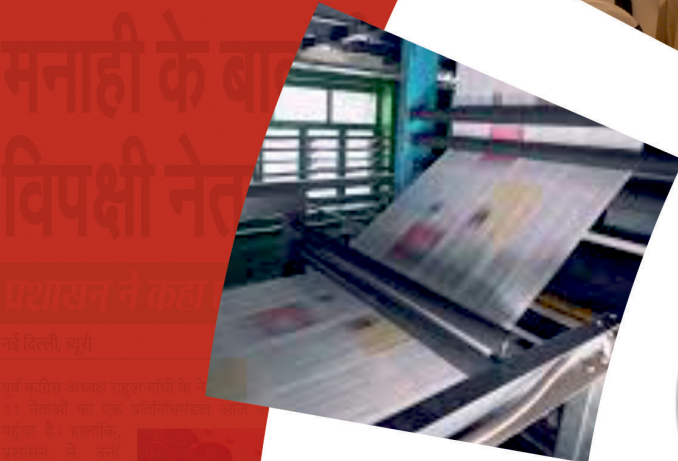


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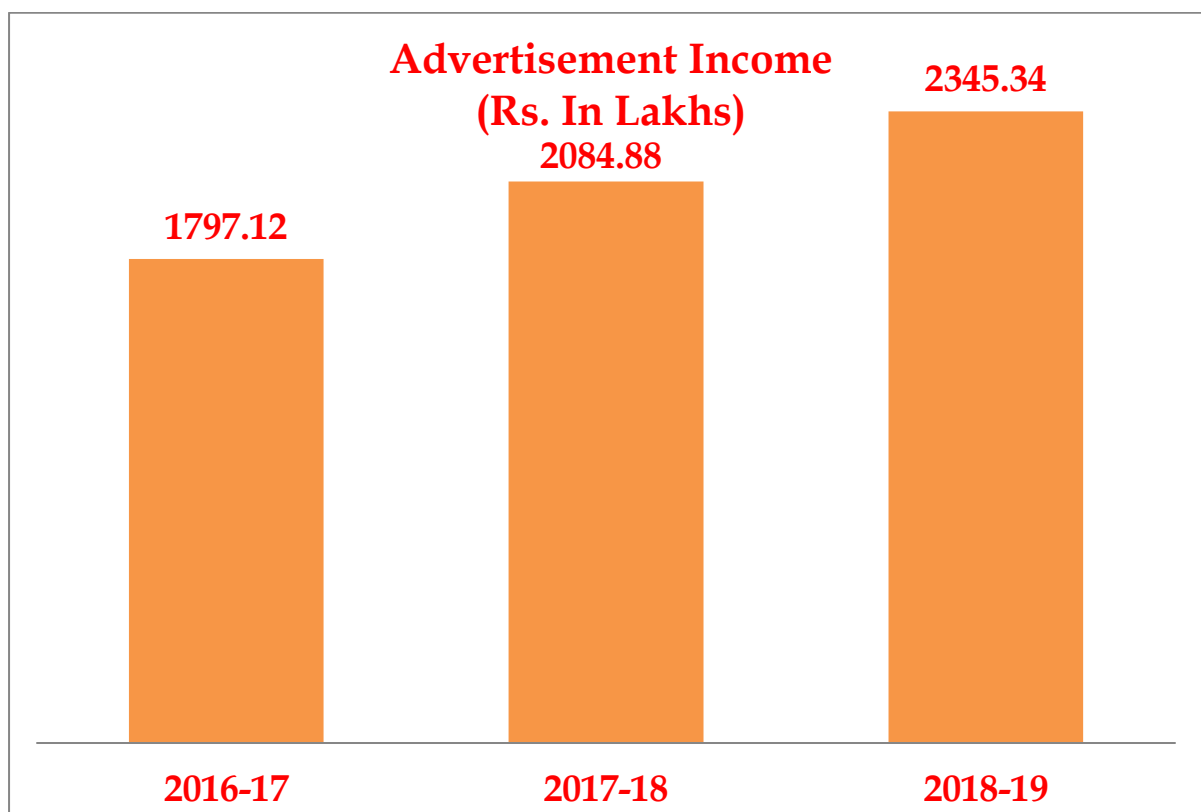
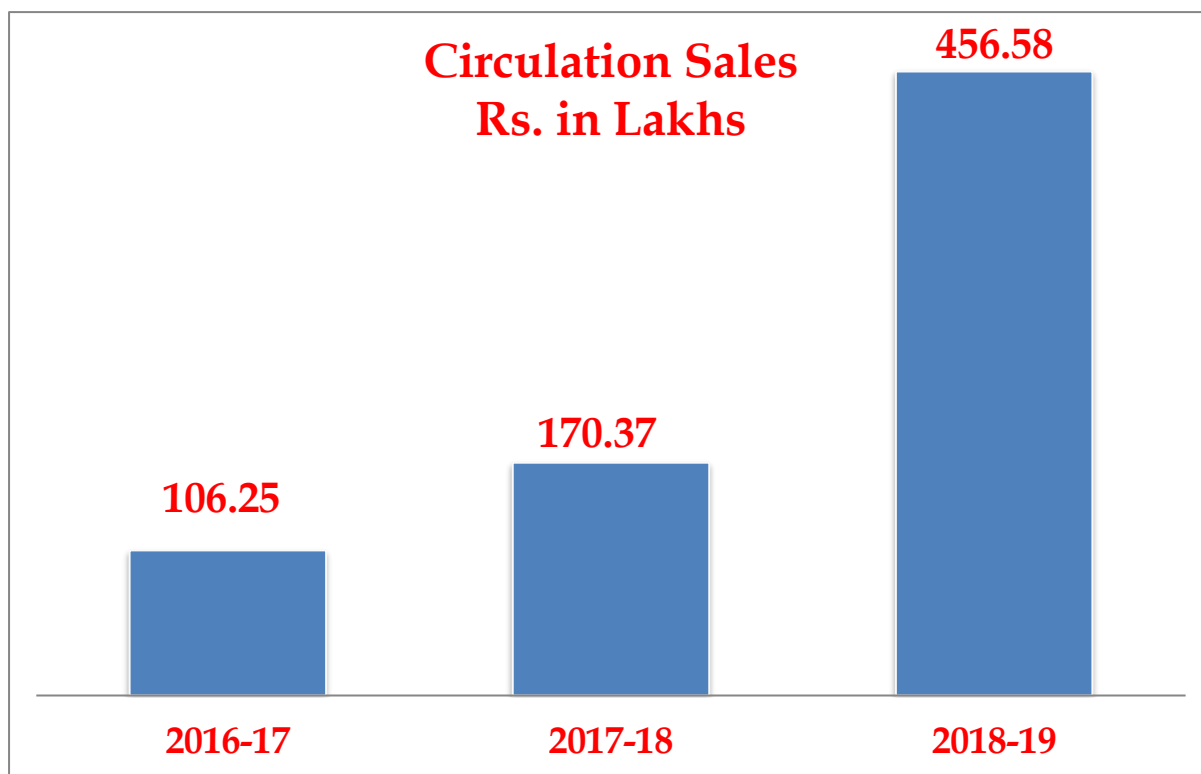
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MADHYA PRADESH TODAY MEDIA LIMITED
ANNUAL REPORT
2018-2019

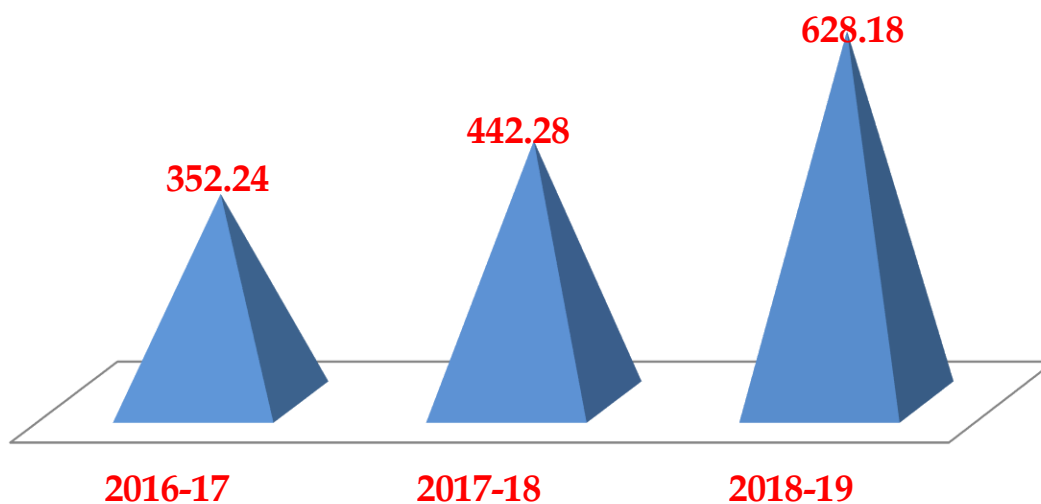
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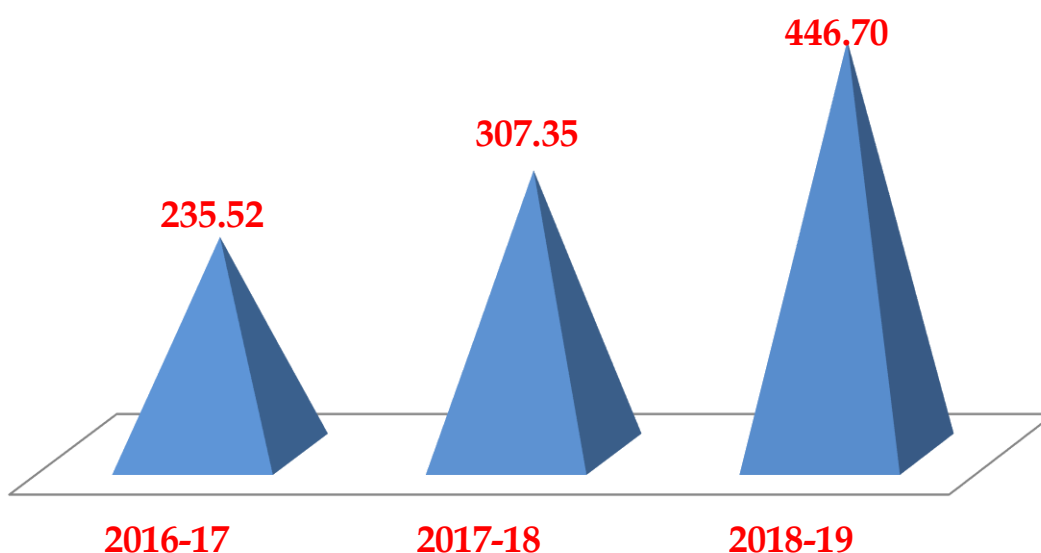
Business Highlights



Profit Before Tax (In INR)



Profit After Tax (In INR)





MADHYA PRADESH TODAY MEDIA LTD.

Our Company was originally incorporated as Madhya Pradesh Today Media Private Limited ("Pradesh Today") on 18th November, 2010 under the provisions of the Companies Act, 1956 in the State of Madhya Pradesh. **Pradesh Today** is also listed on National Stock Exchange Small & Medium Enterprises (SME) Emerging Stock Exchange platform with a Scrip Name: **MPTODAY**.

Pradesh Today - We initiated a Hindi daily Newspaper in the year 2010 under this banner. Thereafter, we planned to re-launch this product on large scale. On 5th April 2011 this brand was inaugurated in a planned branding, promotional activities, long rally with public participation in the city of lakes. The Company achieved its Break-Even within a period of one year.

Pradesh Today is the First Evening Daily Newspaper of the Madhya Pradesh State which is providing all its 12 pages colored and that too in an international size form of newspaper. It also introduced Morning Daily newspaper in the State of Madhya Pradesh; this is the only newspaper having both morning & evening editions simultaneously. We are planning to enter our newspaper in other States of India in the coming years. The strength of the group is its long-time working experienced team. Major key persons of the departments are leading an experience of more than two to three decades in media industry.

Quick and accurate analysis is the key element, which is an ultimate derivative of stimulation of imagination, emergence of innovative ideas and creative expression. The Pradesh Today is now more than halfway through its next strategy, which got initiated in 2010. The strategy is known as Shared Vision and it aims to build the company and to put up a strong foundation of the Pradesh Today brand. The strategy from the year 2010 underlines the continued importance of focusing on expanding a sustainable business platform for the Group's future development. www.pradeshtoday.com is the official website of the Madhya Pradesh Today Media Ltd. The aim of pradeshtoday.com is to create a virtual Pradesh Today universe in which users can enjoy one of the most intensive news experiences. www.pradeshtoday.com is more than just an online news Portal. It is a place where Youth, Businessman, Students, Professional and People of all ages can learn about Pradesh Today values and ideas through sharing their stories, activities and experiences.

FOUNDATION OF PRADESH TODAY

The founder, Shri Hradayesh Kumar Dixit hit upon the name —**PRADESH TODAY** in 2010. His idea behind the caption was to enrich the citizens of the state of Madhya Pradesh and Chhattisgarh with the happenings in the country & abroad and moreover to keep them updated with the fresh information/news along with an add-on feature of his quick, accurate analysis through his multiple arms viz. Monthly Magazine, News Paper, News Portal. Pradesh Today is both the name and the idea behind the company. Quick and accurate analysis is the key element of Madhya Pradesh Today Media Limited, which is an ultimate derivative of stimulation of imagination, emergence of innovative ideas and creative expression.

MOVING TO THE FUTURE

The Pradesh Today is now more than halfway through its next strategy. The strategy is known as Shared Vision and it aims to build the company and to put up a strong foundation of the Pradesh Today brand. The strategy from the year 2010 underlines the continued importance of focusing on expanding a sustainable business platform for the Group's future development.

Madhya Pradesh Today Media Ltd. meets this challenge with a determination to bond with clients, readers, and Subscribers even closer to the organization. It continues to be the Pradesh Today's primary purpose for the development of the state and helping the people to face the challenges of tomorrow. At the same time the Pradesh Today will continue to improvise over its entire product range so that its latest products will always be ready to face the competition.

OUR BUSINESS STRATEGIES

Basically all leading print media house published from Madhya Pradesh are morning news papers and there was a vacuum for evening newspaper. Pradesh Today in 2010 was founded to en-cash such vacuum for advertisers as well as for news seekers. Pradesh today introduced an evening newspaper in big cities of Madhya Pradesh State. Evening newspaper covers the entire news content from mid night to the afternoon of published day.

After very short period of time, Pradesh Today became popular and in fact it acquired accreditation such as RNI has certified no. 1 evening newspaper of Madhya Pradesh. Keeping the journey and after covering entire evening market all over the Madhya Pradesh state (cities such as Bhopal, Indore, Gwalior, Jabalpur etc.). Pradesh Today penetrated further with the launch of morning newspaper in upcountry i.e all districts of Madhya Pradesh State. Due to both formats, we are getting double business in market which is helping us to get more Profit.

Pradesh today now covers entire Zone's all over the Madhya Pradesh by contributing its morning newspaper in all Districts of Madhya Pradesh state like Hoshangabad, Vidisha, Dhar, Neemuch, Sagar, Shivpuri, etc. Pradesh Today is the only newspaper covering both evening as well as morning newspaper. Our wide reach to the people of Madhya Pradesh State helps us to get the maximum response from the advertisers.

Pradesh today is continuously organizing every year huge events for its brand promotion all over India. It is the only print media house that is conducting —International Auto Show from the beginning of the newspaper. Reputed international brands have already participated in this big event like Aston Martin, Ferrari, Lamborghini, Maserati,

Porsche, Mercedes, Audi, BMW, Polaris etc. International Auto show provides local automobile dealers a big platform for their brand Promotion as well as Sale of Vehicle also. Pradesh Today is also organizing every year events including Patang Mahotsav, Garbaa, Amrit Millan Samaroh.

OUR VISION

Our tag-line “**PURA SACH BEHICHAK**” clearly indicates our team vision. In this news forest, we inculcate our identity, unique fragrance with inherent news truthfulness. Since our readers are from the age groups 9 to 90s; we cook all tastes for our valuable readers. Zero spelling & grammar mistakes are our stand. We are focusing on reliability, transparency and utmost customer satisfaction. Providing updated news to our readers and satisfies our customer needs through advertisements/advertisers vis-a-vis. We work hard every day to ascertain the brand in Central India with high respect.

Our Management has clear Vision, Capabilities & Passion for “Pradesh Today” to establish it Pan India Player.

MISSION

Establishing our brand in large scale in northern states of India viz..U.P, Maharashtra, Rajasthan, Gujarat, Delhi etc. to enter into other media grounds viz. E-media, F.M, Web Media.

COMPANY'S MISSION STATEMENT

- ▶ To provide relevant, accurate and reliable information fairly, fearless & flawless.
- ▶ To be the voice and conscience of the common man
- ▶ To be a caring, voice of the common, easy & early approachable media group

CHAIRMAN'S MESSAGE

"The duty of the Media is to observe truth and social responsibility."

Salva Kiir Mayardit



Dear Fellow Shareowners,

It gives me great pleasure to share with you the exceptional performance of our Company in FY 2018-19. Our revenue and profit numbers have touched new heights, strengthening our position.

**Hridayesh Kumar Dixit
Chairman and Managing Director**

Over the years, we have grown our business, expanded our readership base, and sustained our position as a credible and influential media company. Our Pradesh Today is the largest Hindi reading evening newspaper of Madhya Pradesh.

I would like to highlight that the Company's financial performance for this year was a remarkable one. In FY 2018-19, our total revenue rose to 2939.44 Lakhs as against Rs. 2343.34 Lakhs in the previous year. The Operating Profit before

Taxation (PBT) amounted to Rs. 628.20 Lakhs as against Rs. 530.96 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 446.70 Lakhs as against Rs. 307.35 Lakhs in previous year.

Our advertising revenues grew by 12.49% to 2345.34 Lakhs in FY 2018-19 against 2084.88 Lakhs in the previous year. Our circulation revenue grew by 167.989% to 456.588 Lakhs during FY 2018-19, compared to 170.376 Lakhs in FY 2017-18. The final

outcome, as evident from the increase in circulation figures was gratifying, reflecting the success of our business strategies, the strength of our execution abilities, and most importantly, the value of our product to our readers. In our print business, our leadership is built on long-term sustainable relationships.

We have reinforced our industry position on account of stable and consistent business strategy. We aim to strategically explore into new potentials, seizing new opportunities, implementation of emerging trends, synergising strengths and chasing perfection endlessly. The opportunities that lie ahead are significantly vast to ensure sustainable value creation for each of our stakeholders.

We have always believed that healthy business can be built through consistent cash flows from Company's core operations and in the year 2018-19 this thought has strengthened amongst us and we have also successfully maintained our stability through our visions and strength.

Our employees are one of the greatest assets for us, with their relentless drive to help our organisation scale new heights through their sustained efforts and quest. Throughout our journey, we have experienced growth in terms of presence and performance.

At a time when Fake News is threatening the very fundamentals of our society, we provide a credible, reliable, and familiar alternative. At the same time, providing greater returns to our advertisers will be a key aspect for future growth.

I would like to convey my sincere appreciation to the Board of Directors for their guidance. I would also like to express my heartiest gratitude to all our stakeholders for their enduring faith in Pradesh Today. I would like to take this opportunity to thank them for their trust and faith in us. We look forward to continue on our growth path and create value on a sustained basis.

With best wishes,
Sincerely,

Hradayesh Kumar Dixit
Chairman and Managing
Director

**MADHYA PRADESH TODAY MEDIA LIMITED
CORPORATE INFORMATION**

Board of Directors

Mr. Hradayesh Kumar Dixit	Chairman cum Managing Director
Mr. Shantanu Dixit	Whole Time Director & CFO
Mr. Kaustubh Dixit	Non-Executive Director
Mr. Nitin Maheshwari	Non-Executive Independent Director
Mrs. Ruchi Sogani	Non-Executive Independent Director

Chief Financial Officer

Mr. Shantanu Dixit

Company Secretary & Compliance Officer

Mr. Anuj Agrawal

Auditor

M/s. P.K. Shishodiya & CO., Chartered Accountants, Indore

Secretarial Auditor

M/s. HS Associates., Company Secretary, Mumbai.

Audit Committee

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Chairman	Independent Director
Mrs. Ruchi Sogani	Member	Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Nomination and Remuneration Committee

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Chairman	Independent Director
Mrs. Ruchi Sogani	Member	Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Stakeholder Relationship Committee

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Member	Independent Director
Mrs. Ruchi Sogani	Chairman	Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Registered Office:

Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011
Website: www.pradeshtoday.com Email Id: cs@pradeshtoday.org,
Phone: 0755-30955555, 3095500
CIN: L22120MP2010PLC024758

Bankers& Financial Institutions

ICICI Bank Limited

IDBI Bank Limited

State Bank of India

HDFC Bank Limited

Punjab National Bank

Bank of Maharashtra

Toyota Financial Services India Ltd

Volkswagen Finance Pvt. Ltd

Registered Transfer Agent

Bigshare Services Pvt. Ltd

CIN: U99999MH1994PTC076534

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis

Next to Keys Hotel, Makwana Road, Andheri – East

Mumbai – 400059, India

Direct: - 022-62638236

Information to Shareholders

Annual General Meeting

Day & Date: Friday, 27th September 2019

Time: 02:00 PM

Venue: Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal - 462011, MP

Date of Book Closure

Saturday, 21st September, 2019 to Friday, 27th September, 2019

(both days inclusive)

MADHYA PRADESH TODAY MEDIA LIMITED

Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011

Website: www.pradeshtoday.com Email Id: cs@pradeshtoday.org,

Phone: 0755-30955555, 3095500

CIN: L22120MP2010PLC024758

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Friday the September 27, 2019 at the Registered Office of the Company situated at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India at 02:00 P.M.to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend for the financial year 2018-19.
3. To consider appointment of a Director in place of Mr. Shantanu Dixit (DIN: 03146408) who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, and Subject to the approval of other Competent authorities, as may be required, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as per the following:

1. Deletion of the clause III part (A) heading of the Memorandum of Association and replaced by new heading as reproduced below:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
2. Deletion of the Clause III Part (B) heading of the Memorandum of association and replaced by new heading as reproduced below:

A. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

3. The existing Part C i.e. "OTHER OBJECTS" Clauses of the Memorandum of Association of the Company be deleted and all the clauses shall be renumbered from 1 to 21 (both inclusive) of revised Memorandum of Association of the Company.
4. Deletion of the Clause IV of the Memorandum of Association and replaced by new Clause IV as reproduced below:

The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to this Resolution."

**By Order of the Board of Directors
For Madhya Pradesh Today Media Limited**

**Sd/-
Anuj Agarwal
(Company Secretary)**

**Place: Bhopal
Date: August 28th, 2019**

**Registered Office:
Plot No.5, Press Complex, Zone - I, M. P. Nagar,
Bhopal - 462 011**

NOTES:

1. The ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies(Amendment) Act, 2017, the same is omitted w.e.f 7thMay, 2018.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF.**A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Every member entitled to vote at the 9th Annual General Meeting (AGM) of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the 9thand ending on the conclusion of the meeting. However, a prior notice of not less than 03 (Three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
4. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 21stSeptember, 2019 toFriday, 27thSeptember, 2019 (both days inclusive)Books for the purpose of 9thAnnual General Meeting of Madhya Pradesh Today Media Limited.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 9th AGM as set out in the Notice is annexed hereto.
6. A route map showing directions to reach the venue of the 9thAGM is given along with this Annual Report as per requirement of the Secretarial Standards – 2 on General Meeting.
7. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account (PAN) every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to **M/s. Bigshare Services Pvt. Ltd.**
8. Corporate members intending to send their authorised representatives to attend the 9thAGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the 9thAGM.

9. In case of joint holders attending the 9thAGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 9thAGM.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2018 ~ 2019 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
12. Members are advised to register / update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on accounts at the 9thAGM are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 9thAGM, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. PAN Card / Driving license / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital & Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in:
 - a). Multiple De-mat accounts and/ or
 - b). One or more folios in physical form are advised to consolidate their holdings in single Demat account.
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 9thAnnual Report will not be distributed at the 9thAGM venue.
19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as

possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

20. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
22. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
23. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the 9thAGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday the September 20th, 2019, may cast their vote electronically.
24. In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements [LODR]), Regulations, 2015 hereinafter referred to as "Listing Regulations (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members through Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the 9thAGM.
25. Shri Hemant Shetye Partner of M/s. HS Associates, Company Secretaries, C.P. No.2827. ; Practicing Company Secretary [Membership No. FCS: 1483], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.

27. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
29. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Hemant Shetye, Partner of M/s. HS Associates, Company Secretaries, C.P. No.2827; Practicing Company Secretary [Membership No. FCS: 2827], at the Registered Office of the Company not later than, Thursday the September 26, 2019(5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to cs@pradeshtoday.org by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach to our Registered Office i.e. Madhya Pradesh Today Media Limited, Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011 not later than Thursday the September 26, 2019 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
30. The instructions for e-voting are as under:
 - A. Instructions for Demat folios:

The instructions for shareholders voting electronically are as under:

 - (i) The voting period begins on Monday, September 23, 2019 at IST 9.00 a.m. and ends on Friday, September 26, 2019 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday the September 20th, 2019 i.e. the date prior to the commencement of book closure being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

[a]. For CDSL: 16 digits beneficiary ID, [b]. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, [c]. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login & password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

C. Other instructions:

- 1). The e-voting period commence on Monday, September 23, 2019 at IST 9.00 a.m. and ends on Thursday, September 26, 2019 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday the September 20th, 2019 may cast their vote electronically.
- 2). The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Friday the September 20, 2019.
- 3). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 4). The scrutinizer shall, immediately after the conclusion of voting at the 9th AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers 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.

- 5). The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.pradeshtoday.com and on the website of CDSL www.evoting.cdsi.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- 6). The shareholders can also access the Annual Report 2018 ~ 2019 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e. www.pradeshtoday.com or on Stock Exchange website, which is www.nseindia.com.
- 7). Members are requested to come and occupy their sets at least 15 minutes before commencement of 9thAGM. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, pens with camera etc., will NOT be allowed along with members / proxies in the 9thAGM venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 8thAGM venue at the owners' risk.
- 8). Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
- 9). As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 9thAGM".

**By Order of the Board of Directors
For Madhya Pradesh Today Media Limited**

**Sd/-
Anuj Agarwal
Company Secretary**

**Place: Bhopal
Date: August 28th 2019
Registered Office:
Plot No.5, Press Complex, Zone - I, M. P. Nagar,
Bhopal - 462 011**

31. Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (LODR) Regulations, 2015.

Name of the Director	Shantanu Dixit
Director Identification Number	03146408
Date of appointment	02/08/2017
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Dixit is the Whole Time Director and CFO of the Madhya Pradesh Today Media Limited. He has completed B.B.A in 2012 from Punjab Technical University. Mr. Dixit is with the rare combination of excellence, conscientious administration, dynamic management skills and academic depth, contributed to research, education. His contribution has led to optimization of output, outcome and delivery. He is on the Board of Company since 2012 and he is also providing advises to the Board of Director on all aspects of the organization's activities. Under his leadership, company received many awards and successfully organized Madhya Pradesh 1st Auto Show ever.
No. of shares held in the Company	1219960
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	N.A.
Inter-se relationships between Directors	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Hradayesh Kumar Dixit, Director of the Company.

EXPLANATORY STATEMENT
as required by Section 102 of the Companies Act, 2013

ITEM NO. 4

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging, altering and retaining the Objects under Clause III (C) - "The Other Objects are" with Clause III (B) - "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.

The Board at its meeting held on August 28th, 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office / Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM. None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company

By Order of the Board of Directors
For Madhya Pradesh Today Media Limited

Sd/-
Anuj Agarwal
Company Secretary

Place: Bhopal
Date: August 28th, 2019
Registered Office:
Plot No.5, Press Complex, Zone - I, M. P. Nagar,
Bhopal - 462 011

MADHYA PRADESH TODAY MEDIA LIMITED

Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011
 Website: www.pradeshtoday.com Email Id: cs@preaeshtoday.org, Phone:0755-30955555,3095500
 CIN: L22120MP2010PLC024758

Form No. MGT - 11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

Name of the Member(s):
 Registered address:
 E-mail
 ID:.....
 Folio No. / DP ID and Client ID:.....
 I/We, being the Member(s) of Shares of the above-named
 Company, hereby appoint

1. Name:..... E-Mail ID:
 Address:.....
 Signature.....or failing him/her

2. Name:.....E-Mail ID
 Address:
 Signature.....or failing him/her

3. Name:..... E-Mail ID:
 Address:.....
 Signature.....
 as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Annual General
 Meeting, to be held on September 27th, 2019 at 2.00 p.m. at Plot No. 5, Press Complex, Zone-I, M.P.
 Nagar, Bhopal-462 011, Madhya Pradesh, India and at any adjournment thereof in respect of such
 resolutions and in such manner as are indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
	Ordinary Businesses		
01	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.		
02	To confirm the payment of Interim Dividend for the financial year 2018 -19.		
03	To consider appointment of a Director in place of Mr. Shantanu Dixit (DIN: 03146408) who retires by rotation and being eligible, offers himself for reappointment.		
	Special Resolution:		
4	Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013:		

signed this day of2019

Affix a Re. 1/-
Revenue Stamp

.....
..
Signature of
Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy
holder

* Please against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

MADHYA PRADESH TODAY MEDIA LIMITED

Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011

Website: www.pradeshtoday.com Email Id: cs@preaeshtoday.org,

Phone: 0755-30955555, 3095500

CIN: L22120MP2010PLC024758

**ATTENDANCE SLIP
Annual General Meeting**

**ATTENDANCE SLIP
(To be presented at the entrance)**

Members Name	DP ID _____ _____
Proxy Name	Folio No./Client ID

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Friday the September 27, 2019 at 2.00 P.M. at the registered office of the Company situated at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the
Member/Proxy

FORM NO SH-13
Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Madhya Pradesh Today Media Limited
Plot No.5, Press Complex, Zone - I,
M. P. Nagar, Bhopal - 462 011

I/We _____
the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S -

Name:	
Date of Birth:	
Father's/Mother's/Spouse's name:	
Occupation:	
Nationality:	
Address:	
E-mail Id:	
Relationship with the security holder:	

IN CASE NOMINEE IS A MINOR -

Date of Birth	
Date of attaining majority	
Name of guardian	
Address of guardian	

Name:	
Address:	
Name of the Security Holder (s):	
Signature	
Witness with the name and address:	

Form No. SH-14
Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Madhya Pradesh Today Media Limited
Plot No.5, Press Complex, Zone - I,
M. P. Nagar, Bhopal - 462 011

I/We hereby cancel the nomination(s) made by me/us in favor of.....
...

.....(name and address of the nominee) in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S

Name:	_____	Nationality:	_____
Date of Birth:	_____	Address:	_____
Occupation:	_____	E-mail Id:	_____
Father's/Mother's/Spouse's name:	_____	Relationship with the security holder	_____

IN CASE NOMINEE IS A MINOR -

Date of Birth	_____	Name of guardian:	_____
Date of attaining majority	_____	Address of guardian:	_____
Name and address of security holder (s)	_____	Signature	_____
Name and address of witness	_____	Signature	_____

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s._ Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059 Tel: (022) - 40430200 / 62638200 Email: info@bigshareonline.com

The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14
(Cancellation or Variation of Nomination form)

7. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.

8. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
9. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 9th Annual Report of the Company along with financial statement for the financial year ended 31st March, 2019. Further, in compliance with Companies Act, 2013 the Company has made all requisite disclosures in the Board Report with Objective of accountability and transparency in its operations and to make you aware about its performance and future prospective.

1. FINANCIAL RESULTS:

The financial performance of the Company for the financial Year ended 31st March, 2019 is summarized below:

(Amount In Lakhs)

<i>Particulars</i>	<i>2018-19</i>	<i>2017-18</i>
<i>Revenue from operation</i>	2802.67	2258.83
<i>Other Income</i>	136.77	84.51
<i>Total Revenue</i>	2939.44	2343.34
<i>Depreciation & amortization expenses</i>	102.28	67.50
<i>Net Profit Before Exceptional Items & Tax</i>	628.20	530.96
<i>Tax Expenses:</i>		
<i>Current Tax</i>	180.18	155.24
<i>Deffered Tax</i>	1.29	(20.32)
<i>Net Profit After Tax</i>	446.70	307.35
<i>Profit for the period from continued operations</i>	446.70	307.35
<i>Earning Per Shares (EPS):</i>		
<i>Basic</i>	9.78	8.74
<i>Diluted</i>	9.78	8.74

2. BUSINESS PERFORMANCE/STATE OF COMPANY AFFAIRS

The sales and other income for the year ended 31st March, 2019 were **Rs. 2939.44 Lakhs** as against **Rs. 2343.34 Lakhs** in the previous year. The Operating Profit before Taxation (PBT) amounted to **Rs. 628.20 Lakhs** as against **Rs. 530.96 Lakhs** in previous year. Total Income/Profit after Tax (PAT) amounted to **Rs. 446.70 Lakhs** as against **Rs. 307.35 Lakhs** in previous year.

3. SHARE CAPITAL:

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

4. DIVIDEND:

The Board of Directors of the Company at its meeting held on August 6, 2018 has declared first Interim Dividend of Rs. 0.50/- per equity share (on the face value of Rs. 10/- per share) for the financial year 2018-19.

5. TRANSFER TO GENERAL RESERVE:

The Board of Directors does not propose to transfer any amount to the reserves.

6. STATEMENT OF UTILISATION OF FUND RECEIVED FROM INITIAL PUBLIC OFFERING (IPO)

Issue Size	21,46,500 Equity Shares of Rs. 10/- each at the price of Rs. 66/- each per equity share	1416.69
	Due to rounding off additional 750 equity shares each allotted in Retail individual investor category & Non-Retail individual investor as per Regulation 15 of SEBI (ICDR) Regulations, 2009. An over - subscription to the extent of 10% of the issue can be retained for the purpose of rounding off while finalizing the basis of allotment as mentioned in page no. 54 of the Prospectus	0.99
	Total Proceed received from IPO	1417.68

(Rs. In Lakhs)

Particular	31.03.2018	31.03.2019	Total Amount spend as per object of the issue
Amount Actually Spend as per object of the issue	975.66	513.08	1488.74
Total Proceed received from IPO			1417.68

For the Financial Year 2018-19, Company proposes to deploy the Issue Proceeds which were fully utilized by the company as per the object of the issue as mentioned in page no. 54 of the Prospectus. Further Company Fully Utilized Proceeds from Issue hence there is no unutilized proceeds left.

7. SUBSIDIARIES:

Since the Company has no subsidiaries, provisions of Section 129 of the Companies Act, 2013 is not applicable.

8. EXTRACT OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual return in the prescribed format in MGT - 9 is annexed herewith as **Annexure - A**

9. NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES:

During the financial year, the Board had met 7 (Seven) times on May 12, 2018, May 29, 2018, July 10, 2018, August 6, 2018, August 28, 2018, November 14, 2018 and 13th February, 2019. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

10. SECRETARIAL STANDARDS:

The Company complies with all applicable secretarial standards.

11. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.

- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.
- v. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

12. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

13. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The Audit Committee consists of the following members

- a) Mr. Nitin Maheshwari
- b) Ms. Ruchi Sogani
- c) Mr. Kaustubh Dixit

The above composition of the Audit Committee consists of independent directors, viz., Mr. Nitin Maheshwari and Ms. Ruchi Sogani who form the majority.

The Company has established a vigil mechanism policy to oversee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of

employees and Directors who express their concerns. The Company has also provided direct access to chairman of Audit committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company www.pradeshtoday.com

14. COMMITTEES OF THE BOARD

As per the applicable provisions of the Companies Act, 2013 and as per Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015, the company has three Committees of the Board.

There are currently three Committees of the Board, as follows:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, as under:

'AUDIT COMMITTEE'

Pursuant to the provisions of section 177 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as 'AUDIT COMMITTEE' consisting of the following Members:

S. No.	Name of Committee Member	Designation	Position in Committee	No. of meetings attended
1.	Mr. Nitin Maheshwari	Independent Director	Chairman	4
2.	Ms. Ruchi Sogani	Independent Director	Member	4
3.	Mr. Kaustubh Dixit	Non-Executive Director	Member	4

During the year under review, the Committee met 4 times on May 29, 2018, July 10, 2018, August, 28, 2018 and November, 14, 2018.

'NOMINATION AND REMUNERATION COMMITTEE'

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as **'NOMINATION AND REMUNERATION COMMITTEE'** consisting of the following Members:

S. No.	Name of Committee Member	Designation	Position in Committee	No. of meetings attended
1.	Mr. Nitin Maheshwari	Independent Director	Chairman	1
2.	Ms. Ruchi Sogani	Independent Director	Member	1
3.	Mr. Kaustubh Dixit	Non-Executive Director	Member	1

During the year under review, the Committee met only (one) 1 time on July 10, 2018.

'STAKEHOLDERS RELATIONSHIP COMMITTEE'

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as **'STAKEHOLDERS RELATIONSHIP COMMITTEE'** consisting of the following Members:

S. No.	Name of Committee Member	Designation	Position in Committee	No. of meetings attended
1	Ms. Ruchi Sogani	Non-Executive Director	Chairman	4
2	Mr. Nitin Maheshwari	Independent Director	Member	4
3	Mr. Kaustubh Dixit	Non-Executive Director	Member	4

During the year under review, the Committee met 4 times on May 29, 2018, August 28, 2018, November 14, 2018 and February 13, 2019.

15. Explanation or comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors and the Practicing Company Secretary in their Reports

The auditor's report for the financial year 2018 does not contain any qualifications, reservation or adverse remark. The Auditors Report is enclosed with the financial statements in this Annual Report. However the Secretarial Audit Report contain qualification certain forms are not submitted to the Registrar of Companies, Madhya Pradesh.

Board's Reply: The Company has inadvertently not filed certain forms; however, the company is in the process of making the said default good.

16. The Secretarial Audit is enclosed as per Annexure B to the Board's Report in this Annual Report.

17. STATUTORY AUDITOR:

At the 8thAGM held on Saturday the September 29, 2018, Members appointed M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), Indore, as Statutory Auditors of the Company, for a period of five years from the conclusion of the 8th AGM till the conclusion of the 13thAGM. Pursuant to the provisions of Section 40 of the Companies Amendment Act, 2017, which was notified on May 7, 2018, Members are not required to ratify appointment of Statutory Auditors at every AGM. Pursuant to the provisions of Sections 139(1) and 141 of the Act, the Company has received Certificate from s. P.K. SHISHODIYA & CO., Chartered Accountants, certifying that if they are appointed as Auditors, their appointment would be as per the conditions prescribed by the said Sections.

18. INTERNAL AUDITOR:

The Company has appointed M/s. S.N. Gadiya & Co., Chartered Accountants as an internal auditor for the financial year 2019-2020.

19. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

20. SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed HS Associates, Practicing Company Secretaries, Mumbai as Secretarial Auditor of the Company for the financial year 2018-2019.

21. PUBLIC DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

22. PARTICULARS OF EMPLOYEES:

The ratio of the remuneration of each whole-time director and key managerial personnel (KMP) to the median of employee's remuneration as per section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Forms part of the Boards report (Annexure C).

23. DISCLOSURE OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

During the year and under review the Company has not received any complaints on sexual harassment.

24. INTERNAL FINANCIAL CONTROLS

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

25. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

(A) Conservation of energy: -

i. The steps taken or impact on conservation of energy :

Use of Energy efficient LED lights at office area, Street light and shop floor and parking area at all offices, branches and units'.

Avoiding use of Elevators to conserve Electric Energy.

ii. The steps taken by the Company for utilizing alternate sources of energy: N.A.

iii. The capital investment on energy conversation equipment's :N.A.

(B) Technology absorption:

i. The efforts made towards technology absorption: N.A.

ii. The benefits derived like product improvement, cost reduction product development or import substitution:

In respect of Newspaper, Company has explored the possibilities to increase its circulation sales and reduction is cost.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology has been imported during previous three financial years.

iv. The expenditure incurred on Research and Development:

No expenditure exclusively on Research and Development has been incurred during the year.

26. CORPORATE GOVERNANCE:

The Company falls under the criteria 15(2) (a) of the SEBI Listing Obligations & Disclosure Requirements) (LODR) Regulations, 2015 as the Paid-up capital of the Company was below Rs. 100,000,000/- (Rupees Ten Crores Only) and Net Worth was below Rs. 250,000,000/- (Rupees Twenty-Five Crores Only) as on the last day of the previous financial year.

As on March 31, 2019, the Company's Paid up Capital is of Rs. 4,56,80,000/- (Rupees Four Crore Fifty-Six Lakhs Eighty Thousand Only) and Net worth is of Rs. 26,01,52,107/- (Rupees Twenty-Six Crores One Lakh Fifty-Two Thousand One Hundred and Seven Only).

Hence, compliance with Corporate Governance provisions as per SEBI (LODR) Regulations, 2015 are not applicable to the Company.

27. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Shantanu Dixit (DIN: 03146408) Whole Time Director of the Company is retiring by rotation & being eligible offers himself for re-appointment.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013 relating to approval of shareholders. There have been no material related party transactions undertaken by the Company under Section 188 of the Companies Act, 2013 and hence, no details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 - 'AOC-2'.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the Year, The Company has not given any loans or not made any investments, However the Company has given Corporate guarantee to

group company for availing loan of Rs. 47,09,00,000/- (Rupees Forty-Seven Crore Nine Lacs Only) in 2015, pursuant to section 185 of the Companies Act, 2013. The said guarantee is still subsisting in the financial year 2018-2019.

30. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

31. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

32. RISK MANAGEMENT POLICY:

The Company has laid down sufficient procedures about risk assessment and its elimination and/or its minimization.

The Company has adopted a Policy on Risk Management, to ensure sustainable business growth with stability and to promote a pro-active

approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The Company's management systems, organizational structures, processes, standards, code of conduct, Internal Control and Internal Audit methodologies and processes that governs how the Company conducts the business of the Company and manages associated risks.

33. OTHER DISCLOSURES

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year 2018-19: –

34. Deposits covered under Chapter V of the Companies Act, 2013.
35. Issue of equity shares with differential rights as to dividend, voting or otherwise.
36. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
37. The Company does not have any Employees' Stock Option Scheme.
38. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
39. The Company has not received any complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
40. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
41. No fraud has been reported by the Auditors to the Audit Committee or the Board.

42. RATING:

Company has not been taken Credit Rating from any credit Rating Agency.

43. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is **Annexure-D to this report.**

44. POLICIES

The Company seeks to Promote Highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company at **www.pradeshtoday.com**

45. CORPORATE SOCIAL RESPONSIBILITY:

The Provisions of Section 134(3) (o) and Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (CSR Policy) Rules, 2014 regarding corporate social responsibility do not apply to the company for the period under review.

46. PERFORMANCE EVALUATION OF THE BOARD:

Pursuant of the provisions of the Companies Act, 2013 and as per regulation 17(10) of the SEBI (LODR) Regulation, 2015, the Company has devised a policy containing criteria for evaluating the performance of the independent. Non-Executive and Executive Directors, Board and committees. Feedback was sought by way of structured questionnaire covering various aspects of the Boards functioning, such as adequacy of the composition of the Board and its committee, Board culture, execution and performance of specific duties, obligations and governance. The manner in which evolution has been carried out in the Corporate Governance report, forming part of this Annual Report.

47. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and various other factors.

48. ACKNOWLEDGEMENTS:

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

On Behalf of Board of Directors

Hradayesh Kumar Dixit
Managing Director
DIN: 03146320

Shantanu Dixit
WTD & CFO
DIN: 03146408

Place: Bhopal

Date: 28th August, 2019

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
 As on the financial year ended 31.03.2019
 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

I	CIN	L22120MP2010PLC024758
ii	Registration Date	18/11/2010
iii	Name of the Company	MADHYA PRADESH TODAY MEDIA LIMITED
iv	Category/Sub-Category of the Company	Company limited by Shares-Non-govt company
V	Whether listed Company (Yes/No)	Yes
Vi	Address of the Registered Office and contact details	Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal, Madhya Pradesh- 462011 India T. +91-0755-3095500 E-mail: cs@pradeshtoday.org Website: www.pradeshtoday.com
Vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd Bharat Tin Works Building, 1 st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri - East Mumbai - 400059 India Direct :- 022-62638236 www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: -

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
01	Sale of newspapers	58131	16.29%
02	Advertisement revenue	58131	83.68%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: -

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
Not Applicable					

IV: SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2018				No. of Shares held at the end of the year i.e.31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	2419990	0	2419900	52.98%	2429900	0	2429900	53.19%	0.22%
b) Central Govt.	0	0	0	0	0	0	0	0	0
c)State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	100	0	100	0	100	0	100	0	0
Sub-Total (A)(1)									
2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2420000	0	2420000	52.98%	2430000	0	2430000	53.19%	0.22%
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	0	0	0	0	0	0	0	0
c)Central Govt.	0	0	0	0	0	0	0	0	0
d)State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non- Institutions									
a)Bodies Corp.	269000	0	269000	5.89%	233000	0	233000	5.10%	-0.788%
b)Indian	0	0	0	0	0	0	0	0	0
c)Overseas	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2018				No. of Shares held at the end of the year i.e.31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	663154	0	663154	14.52%	857000	0	857000	18.76%	4.24%
ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	862000	0	862000	18.87%	868000	0	868000	19.00	0.13%
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Member	267846	0	267846	5.86	166000	0	166000	3.6340%	-2.2295%
Non-Resident Indians	86000	0	86000	1.88	14000	0	14000	0.3064%	-1.5761%
Hindu Undivided Family	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B) (B)(1) + (B)(2)	2148000	0	2148000	47.02	2138000	0	2138000	46.80%	0.2189%
(C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4568000	0	4568000	100.00	4568000	0	4568000	100.00	0

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01-04-2018			Shareholding at the end of the year i.e. 31-03-2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Hradayesh Kumar Dixit	1209940	26.4873	0.00	1209940	26.4873	0.00	0.00
2	Shantanu Dixit	1209960	26.4877	0.00	1219960	26.7066	0.00	0.2189%
3	Avadhesh Dixit	20	0	0.00	20	0	0.00	0.00
4	Surekha Dixit	20	0	0.00	20	0	0.00	0.00
5	Pratiksha Dixit	20	0	0.00	20	0	0.00	0.00
6	Aastha Dixit	20	0	0.00	20	0	0.00	0.00
7	Kaustubh Dixit	20	0	0.00	20	0	0.00	0.00
	Total	2420000	52.9770	0.00	2430000	53.1961%	0.00	0.2189%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason No. of Shares	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
	No. of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of Shares	% of total shares of the Company
Hradayesh Kumar Dixit	1209940	26.4873%	01.04.2018	-	-	-	-
Closing Balance	1209940	26.4873%	31.03.2019	-	-	-	-
Shantanu Dixit	1209960	26.4877	01.04.2018	Increase 10000	Purchased	1219960	26.7066%
Closing Balance	1219960	26.7066%	31.03.2019				
Avadhesh Dixit	20	0.00	01.04.2018	-	-	-	-
Closing Balance	20	0.00	31.03.2019	-	-	-	-
Surekha Dixit	20	0.00	01.04.2018	-	-	-	-
Closing Balance	20	0.00	31.03.2019	-	-	-	-
Pratiksha Dixit	20	0.00	01.04.2018	-	-	-	-

Closing Balance	20	0.00	31.03.2019	-	-	-	-
Aastha Dixit	20	0.00	01.04.2018	-	-	-	-
Closing Balance	20	0.00	31.03.2019	-	-	-	-
Kaustubh Dixit	20	0.00	01.04.2018	-	-	-	-
Closing Balance	20	0.00	31.03.2019	-	-	-	-

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. No.	Name	No. of Shares at the Beginning/End of the year	Date	Increase/Decrease in shareholding	Reason	Number of Shares	% of total shares of the Company
01	Vivek Kumar Bhauka	146000	30-March-2018	0	Transfer	146000	3.20%
			06-April-2018	40000	Transfer	186000	4.07%
			25-May-2018	-6000	Transfer	180000	3.94%
			01-June-2018	-46000	Transfer	134000	2.93%
			08-June-2018	-14000	Transfer	120000	2.63%
			22-June-2018	-6000	Transfer	114000	2.50%
			13-July-2018	-28000	Transfer	86000	1.88%
			20-July-2018	-30000	Transfer	56000	1.23%
			27-July-2018	-54000	Transfer	2000	0.04%
			07-August-2018	-2000	Transfer	0	0.00
		0	30-March-2019	0	Transfer	Closing Balance	0.00
02	Comfort Securities Limited-Client Account	134000	30-March-2018	0	Transfer	134000	2.93%
			13-July-2018	-2000	Transfer	132000	2.89%
			18-January-	-132000	Transfer	0	0.00

			2019				
			29-March-2019	132000	Transfer	132000	2.89%
		132000	30-March-2019	0	Closing Balance	132000	2.89%
03	Amit R Agrawal	106000	30-March-2018	0	Transfer	106000	2.32%
			13-April-2018	2000	Transfer	108000	2.36%
			27-April-2018	2000	Transfer	110000	2.41%
			04-May-2018	2000	Transfer	112000	2.45%
			18-May-2018	2000	Transfer	114000	2.50%
			25-May-2018	-2000	Transfer	112000	2.45%
			15-June-2018	2000	Transfer	114000	2.50%
			22-June-2018	-2000	Transfer	112000	2.45%
			13-July-2018	-4000	Transfer	108000	2.36%
			20-July-2018	12000	Transfer	120000	2.63%
			22-September-2018	-120000	Transfer	0	0.00
			28-September-2018	120000	Transfer	120000	2.63%
			12-October-2018	-2000	Transfer	118000	2.58%
			21-December-2018	4000	Transfer	122000	2.67%
			18-January-2019	4000	Transfer	126000	2.76%
			08-February-2019	-2000	Transfer	124000	2.71%

		124000	30-March-2019	0	Closing Balance	124000	2.71%
04	Kavita Shashi Choudhary	110000	30-March-2018	0	Transfer	110000	2.41%
			31-August-2018	-8000	Transfer	102000	2.23%
			07-September-2018	-10000	Transfer	92000	2.01%
			18-January-2019	-92000	Transfer	0	0.00
			29-March-2019	92000	Transfer	92000	2.01%
		92000	30-March-2019	0	Closing Balance	92000	2.01%
05	Sparkle Securities Solutions Private Limited	64000	30-March-2018	0	Transfer	64000	1.40%
			06-April-2018	-6000	Transfer	58000	1.27%
			13-April-2018	2000	Transfer	60000	1.31%
			20-April-2018	-2000	Transfer	58000	1.27%
			18-May-2018	2000	Transfer	60000	1.31%
			25-May-2018	2000	Transfer	62000	1.36%
			01-June-2018	6000	Transfer	68000	1.49%
			15-June-2018	2000	Transfer	70000	1.53%
			29-June-2018	-4000	Transfer	66000	1.44%
			13-July-2018	4000	Transfer	70000	1.53%
			03-August-2018	2000	Transfer	72000	1.58%
			31-August-2018	6000	Transfer	78000	1.71%
			04-September-	-4000	Transfer	74000	1.62%

			2018				
			14-September-2018	4000	Transfer	78000	1.71%
			21-September-2018	-2000	Transfer	76000	1.66%
			22-September-2018	-76000	Transfer	0	0.00
			28-September-2018	76000	Transfer	76000	1.66%
			02-November-2018	2000	Transfer	78000	1.71%
			16-November-2018	-4000	Transfer	74000	1.62%
			30-November-2018	6000	Transfer	80000	1.75%
			14-December-2018	2000	Transfer	82000	1.80%
			15-February-2019	2000	Transfer	84000	1.84%
			22-February-2019	2000	Transfer	86000	1.88%
			15-March-2019	-4000	Transfer	82000	1.80%
			22-March-2019	-2000	Transfer	80000	1.75%
			29-March-2019	2000	Transfer	82000	1.80%
		82000	30-March-2019	0	Closing Balance	82000	1.80%
06	Motilal Oswal Securities Limited-Client Account	76332	30-March-2018	0	Transfer	76332	1.67%
			06-April-2018	-53176	Transfer	23156	0.51%
			13-April-	-9659	Transfer	13797	0.30%

			2018				
			20-April-2018	-2000	Transfer	11797	0.26%
			25-May-2018	-3692	Transfer	8105	0.18%
			01-June-2018	-3278	Transfer	4827	0.11%
			08-June-2018	-2431	Transfer	2396	0.05%
			15-June-2018	-303	Transfer	2093	0.05%
			22-June-2018	1862	Transfer	3955	0.09%
			29-June-2018	102	Transfer	4057	0.09%
			06-July-2018	-1964	Transfer	2093	0.05%
			13-July-2018	22403	Transfer	24496	0.54%
			20-July-2018	-1925	Transfer	22571	0.49%
			27-July-2018	-22008	Transfer	563	0.01%
			31-July-2018	3997	Transfer	4560	0.10%
			03-August-2018	-4064	Transfer	496	0.01%
			07-August-2018	2000	Transfer	2496	0.05%
			10-August-2018	-2000	Transfer	496	0.01%
			07-September-2018	-291	Transfer	205	0.00%
			28-September-2018	-205	Transfer	0	0.000
		0	30-March-2019	0	Closing Balance	0	0.00
07	Alpna Varshney	72000	30-March-2018	0	Transfer	72000	1.58%

			13-April-2018	8000	Transfer	80000	1.75%
			25-May-2018	-20000	Transfer	60000	1.31%
			01-June-2018	20000	Transfer	80000	1.75%
			08-June-2018	-8000	Transfer	72000	1.58%
			15-June-2018	-10000	Transfer	62000	1.36%
			29-June-2018	-62000	Transfer	0	0.00
		0	30-March-2018	0	Closing Balance	0	0.00
08	Snehal Bhuoendra Shah	54000	30-March-2018	0	Transfer	54000	1.18%
			03-August-2018	6000	Transfer	6000	1.31%
			22-September-2014	-60000	Transfer	0	0.00
			28-September-2018	60000	Transfer	60000	1.31%
		60000	30-March-2019	0	Closing Balance	60000	1.31%
09	Saraf Indra Narayan	58000	30-March-2018	0	Transfer	58000	1.27%
			22-September-2018	-58000	Transfer	0	0.00
			28-September-2018	58000	Transfer	58000	1.27%
		58000	30-March-2019	0	Closing Balance	58000	1.27%
10	Hiren Paramananddas Shah	0	30-March-2018	0	Transfer	0	0.00
			18-January-	54000	Transfer	54000	1.18%

			2019				
		54000	30-March-2019	0	Closing Balance	54000	1.18%
11	Manish Kumar	52000	30-March-2018	0	Transfer	52000	1.14%
			11-May-2018	-20267	Transfer	31733	0.69%
			18-May-2018	20267	Transfer	52000	1.14%
			15-June-2018	-12000	Transfer	40000	0.88%
			22-June-2018	6000	Transfer	46000	1.01%
			27-July-2018	-44000	Transfer	2000	0.04%
			03-August-2018	6000	Transfer	8000	0.18%
			07-August-2018	14000	Transfer	22000	0.48%
			07-September-2018	2000	Transfer	24000	0.53%
			28-September-2018	2000	Transfer	26000	0.57%
			19-October-2018	2000	Transfer	28000	0.61%
			16-November-2018	4000	Transfer	32000	0.70%
			18-January-2019	-28000	Transfer	4000	0.09%
			08-February-2019	-4000	Transfer	0	0.00
			29-March-2019	22000	Transfer	22000	0.48%
		22000	30-March-2019	0	Closing Balance	22000	0.48%
12	Deepak Agrawal	38000	30-March-2018	0	Transfer	38000	0.83%

			25-May-2018	2000	Transfer	40000	0.88
			29-June-2018	12000	Transfer	52000	1.14%
			20-July-2018	-8000	Transfer	44000	0.96%
			28-September-2018	-2000	Transfer	42000	0.92%
			26-October-2018	-2000	Transfer	36000	0.79%
			18-January-2019	-36000	Transfer	0	0.00
			29-March-2019	36000	Transfer	36000	0.79%
		36000	30-March-2019	0	Closing Balance	36000	0.79%
13	Manindra Metal Suppliers Private Limited	36000	30-March-2018	0	Transfer	36000	0.79%
			22-September-2018	-36000	Transfer	0	0.00
			25-September-2018	36000	Transfer	36000	0.79%
		36000	30-March-2018	0	Closing Balance	36000	0.79%
14	PRJ Enterprises Private Limited	30000	30-March-2018	0	Transfer	30000	0.66%
			18-January-2019	30000	Transfer	0	0.00
			29-March-2019	30000	Transfer	30000	0.66%
		30000	30-March-2019	0	Transfer	30000	0.66%

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018)	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
A.	DIRECTORS				
1	Hradayesh Kumar Dixit (Managing Director & KMP)	605000	50.00%	1209940	26.4873%
2	Shantanu Dixit (Director & CFO, KMP)	605000	50.00%	1219960	26.7066%
3	Kaustubh Dixit (Non Executive Director)	0.00	0.00	20	0.00
4	Nitin Maheshwari (Independent Director)	NIL	NIL	NIL	NIL
5	Ruchi Sogani	NIL	NIL	NIL	NIL
6	Anuj Agrawal	NIL	NIL	NIL	NIL

Vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	89918080	-	-	89918080
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	89918080	-	-	89918080
Change in Indebtedness during the financial year				
* Addition	-			-
* Reduction	9970612			9970612
Net Change	9970612			9970612
Indebtedness at the end of the financial year				
i) Principal Amount	79947468			79947468
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	79947468			79947468

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTM/ Manager		Total Amount
		Hradayesh Kumar Dixit	Shantanu Dixit	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48,00,000	31,00,000	79,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	48,00,000	31,00,000	79,00,000
	Ceiling as per the Act			

* Remuneration paid to the Managing Director & CEO is within the ceiling provided under Section 196 of the Companies Act, 2013.

B) Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Kaustubh Dixit	Nitin Maheshwari	Ruchi Sogani	
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	70,000	70,000	60,000	2,00,000
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	70,000	70,000	60,000	2,00,000
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL

C .Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	432000	NIL	432000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	432000	NIL	432000

Viii)PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

A.	Company	No Penalty/Punishment/Compounding during the year
B	Directors	No Penalty/Punishment/Compounding during the year
C	Other officers in Default	No Penalty/Punishment/Compounding during the year

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON MARCH 31, 2019.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Madhya Pradesh Today Media Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Madhya Pradesh Today Media Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. Further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company being in Industry.
- Press and Registration of Books Act, 1867.
 - Registration of Newspapers (Central) Rules, 1956;

We have also examined compliances with the applicable clauses of the following:

- Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India along with revised Secretarial Standards 1 and 2 as Issued by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards and Listing Agreement/obligation mentioned above subject to the following observations:

- Certain forms were not submitted to Registrar of Companies, Madhya Pradesh as on signing of this report.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the financial year March 31, 2019:

1. The Company has obtained shareholders approval at their Extra- Ordinary General Meeting held on August 7, 2018 are as under.
 - (a) Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, Appointment of Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of existing Statutory Auditor of the Company.
 - (b) Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.
 - (c) Increase in Borrowing Limits of the Company under section 180(1)(c) of the Companies Act, 2013.
 - (d) Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.
 - (e) Pursuant to provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Appointment of Mr. Shantanu Dixit [DIN: 03146408] as the Whole-Time Director cum CFO of the Company.
2. The Company has obtained shareholders approval for Appointment of Statutory auditor of the Company for period of 5 years at their Annual General Meeting held on September 29, 2018.
3. The Company has obtained shareholders approval 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for revised Remuneration payable to Mr. Hardayesh Kumar Dixit (DIN:03146320)

Managing Director of the Company at their Annual General Meeting held on September 29, 2018.

4. The Company has declared and paid Interim Dividend of Rs. 0.50/- per equity share (on the face value of Rs. 10/- per share) for the financial year 2018-19, pursuant to provisions of Section 123(3) of the Companies Act, 2013 read with Rule 3 of the Companies (Declaration and Payment of Dividend) Rules, 2014, in the Board of Directors of the Company at its meeting held on August 6, 2018.

Date: August 28, 2019

Place: Mumbai

For HS Associates

Company Secretaries

Hemant S. Shetye

Partner

FCS No.: 2827

CP No.: 1483

This report is to be read with our letter of even date which is annexed as **Annexure- 1** and forms an integral part of this report.

Annexure – 1

To,
The Members,
Madhya Pradesh Today Media Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: August 28, 2019
Place: Mumbai

For HS Associates
Company Secretaries

Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483

PARTICULARS OF EMPLOYEES AND MEDIAN REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name of the Directors	Remuneration	Ratio to median Remuneration
Executive Directors		
Hradyesh Kumar Dixit	Rs. 48.00 lacs	26.7754 : 1
Shantanu Dixit	Rs. 31.00 lacs	17.2924 : 1

The Remuneration Paid to all Directors and KMP are as per the Remuneration Policy of the Company sitting fees. Company has paid Setting fees to all Non-Executive Director of the Company.

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Hradyesh Kumar Dixit (CMD)	28%
Shantanu Dixit (Director & CFO)	21.57%
Anuj Agrawal (CS)	0%*

* Company appointed CS Anuj Agrawal as on 05th July, 2017.

- c. The median remuneration for the year 2018-19 is **Rs. 1,79,269/- p.a.**
d. The percentage increase/(Decrease) in the median remuneration of employees in the financial year: 13.60 %
e. The number of permanent employees on the rolls of Company: **246**
f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

(Amount in Lakhs)

Aggregate remuneration of key managerial personnel (KMP) in FY 31.03.2019	Amount
Revenue	2802.67
Remuneration of KMPs (as a % of revenue)	2.82%
Profit before Tax (PBT)	628.18
Remuneration of KMP (as a % of PBT)	22.41%

- g. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

(Amount in INR)

Particulars	March 31, 2019	March 31, 2018	% Change
Market Capitalization	Rs. 17,42,69,200/-	Rs. 58,15,06,400/-	(70.03)
Price Earnings Ratio	3.9008	14.5652	(73.22)

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2019	IPO	% Change
Market Price (NSE)	38.15	66.00	(42.20)%

- i. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average percentile increase in the salary of employee other than the managerial personnel was over % during the financial year 2018-19, while the average increase in the managerial remuneration was 25%
- j. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

(Rs. in Lacs)

Particulars	Hridayesh Kumar Dixit	Shantanu Dixit	Anuj Agrawal
Remuneration in FY 2019	48.00	31.00	4.32
Revenue : 2802.67			
Remuneration as % of Revenue	1.71%	1.11%	0.15%
Profit before Tax (PBT): 628.18			
Remuneration as % of Profit before Tax	7.64%	4.93%	0.69%

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

On the surface, global economic growth appears robust. The world economy is projected to expand at a steady pace of 3 per cent in 2019 and 2020. Growth rates in many developed economies have risen near to what is widely considered their potential, while unemployment rates have fallen towards historical lows. Among the developing economies, the East and South Asia regions remain on a strong growth trajectory, while many commodity-exporting countries are continuing a gradual recovery. However, a closer look below this surface reveals significant shortcomings in the foundations and quality of global economic growth.

Short-term risks are rising, with the potential to severely disrupt economic activity and inflict significant damage on longer-term development prospects. These include escalating trade disputes, financial stress and volatility, and an undercurrent of geopolitical tensions. Amid the significant build-up in global public and private debt, policy space has narrowed considerably across the world, and any negative shock could have severe and long-lasting implications for global growth. Waning support for multilateralism also raises questions around the capacity for collaborative policy action in the event of a widespread global shock.

These short-term risks compound underlying structural vulnerabilities of a longerterm nature. Economic growth is often failing to reach where it is needed most. Per capita incomes are stagnant or declining in several regions, including some with high rates of poverty. With persistently high levels of inequality, the goal of poverty eradication by 2030 is moving increasingly out of reach. In addition, the critical transition towards environmentally sustainable patterns of production and consumption is not happening fast enough. While some progress has been made in reducing the greenhouse gas intensity of production, this progress remains insufficient to reduce aggregate emission levels, given the increased volume of production. The level of carbon emissions continues to rise, accelerating climate change.

The economic outlook for South Asia is highly divergent across countries. There are some economies, including Bangladesh, Bhutan and India, where economic conditions are largely positive, with GDP growth projected to remain robust in the near term. In contrast, the outlook in the Islamic

Republic of Iran and Pakistan has visibly deteriorated. Consequently, regional GDP growth slowed down markedly in 2018. Yet, given the large size of the Indian economy, on the aggregate, the regional outlook is still moderately favourable, especially in comparison to other developing regions. Regional GDP is expected to expand by 5.4 per cent 2019 and 5.9 per cent in 2020, after an estimated expansion of 5.6 per cent in 2018 (figure III.22). Economic growth is expected to be supported by private consumption and, in some cases, investment demand, even as monetary policy stances tighten in some economies. Despite the increase observed for inflation figures throughout 2018 due to the depreciation of domestic currencies and higher oil prices, inflation is expected to accelerate only moderately or to remain stable in most economies in the near term, with the notable exception of the Islamic Republic of Iran.

(SOURCE: WORLD ECONOMIC SITUATION AND PROSPECTS 2019)

INDIAN ECONOMY

"India's growth outlook is still robust. India is still the fastest growing major economy," World Bank Prospects Group Director Ayhan Kose told PTI in an interview.

A G-20 surveillance note expects India's economy to grow 7.3% in 2019 and 7.5% in 2020. The note said recent manufacturing indicators point to a tentative rebound in Asian and Latin American countries except India.

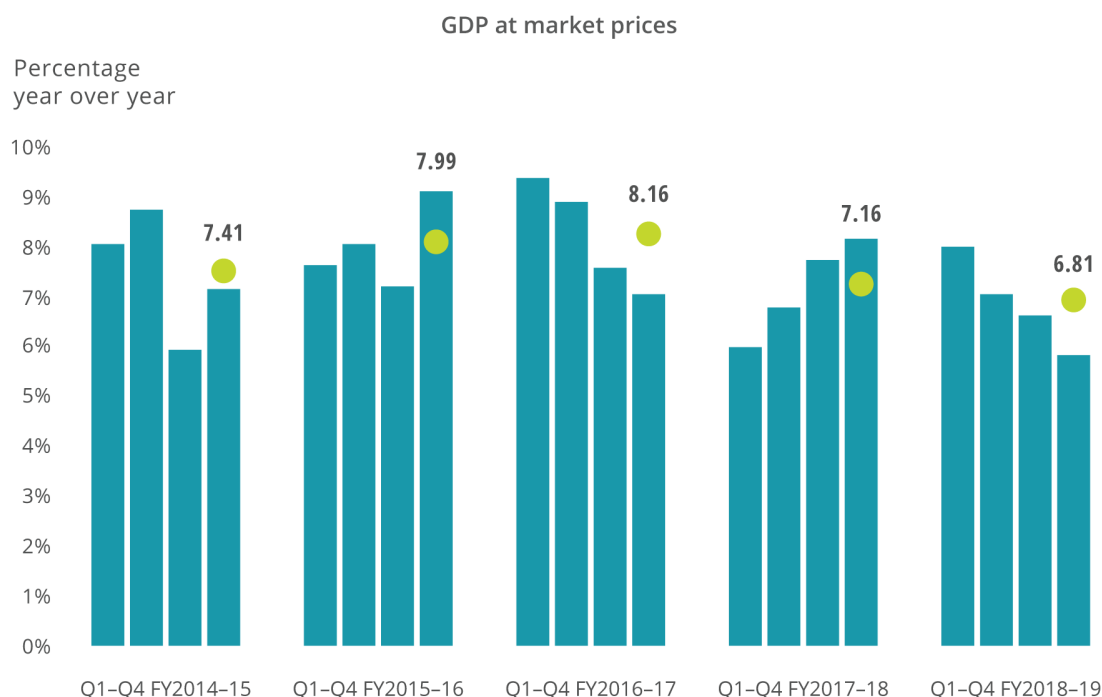
India's economy is picking up and growth prospects look bright—partly thanks to the implementation of recent policies, such as the nationwide goods and services tax. As one of the world's fastest-growing economies—accounting for about 15 percent of global growth—India's economy has helped to lift millions out of poverty.

But to sustain rapid growth and raise incomes for the country's 1.3 billion people, India will need to build on the success of its reforms, the IMF said in its annual assessment of the Indian economy.

India's economy is gaining momentum, thanks to the implementation of several recent noteworthy policies—such as the enactment of the long-awaited goods and services tax, and the country opening up more to foreign investors. Annual growth for FY2019 was 6.8 percent year over year compared to 7.2 percent year over year in FY2018. Private domestic demand performed even poorly at 6.4 percent year over year, indicating government spending helped boost growth last year.

FIGURE 2

GDP growth fell to a five-year low in FY2019



Note: Light dots denote annual growth rates.

Sources: Press Information Bureau, May 2019; Oxford Economics, June 2019; Deloitte Services LP Economic analysis.

Deloitte Insights | deloitte.com/insights

The [RBI](#) pared its growth projection for 2019-20 to 6.9% from its June forecast of 7%, maintaining that the risks are tilted to the downside as domestic economic activity remained weak, while the global slowdown and trade tensions intensified.

“The demand and investment slowdown, both put together, are having a dampening effect on the growth. Whether it (the slowdown) is structural, cyclical or a momentary phase, that’s an aspect which requires deeper analysis. Our understanding at this point is that it is perhaps a cyclical slowdown, not a deep structural slowdown. Nonetheless, we have to recognize that there is room for some structural reforms which needs to be undertaken,” [RBI](#) governor Shaktikanta Das said in a press conference after the monetary policy committee (MPC) meeting.

RBI sees growth in the first half (April-September) to be in the range of 5.8-6.6%, down from its June forecast of 6.4-6.7%. However, it expects growth to

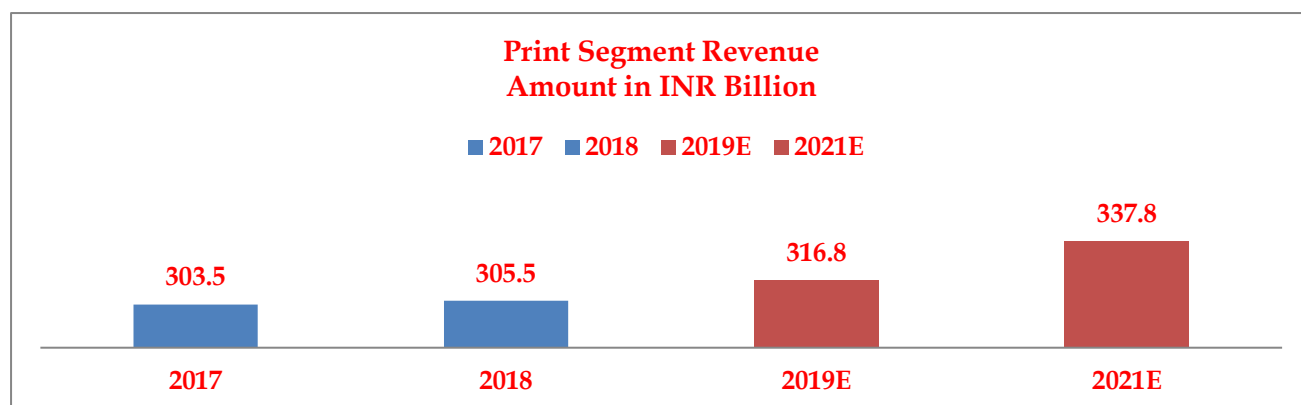
recover in the second half (October-March) on the back of a lower base and demand boost through the policy rate cuts to 7.3-7.5%, a little higher than 7.2-7.5% projected in June. The central bank slightly revised upward its inflation projection for the second half (October-March) to 3.5-3.7% from 3.4-3.7% estimated in June.

INDUSTRY OVERVIEW

The Importance of people's access to information cannot be underestimated in a country like India. The Print Media is one of the most important pillars of democratic system in India, which is the largest democracy in the world.

Print Media has responded appropriately to the new changes and challenges with its modern approach. It has embraced Information Technology, which resulted in better coverage with great speed and affordable price. The readership of the print media is also witnessing a growth. Statistics show that there is great affinity towards the regional language publications among readers and that is why such publications are venturing out to bring editions from other cities where there is sizeable population of the people knowing respective languages.

Print Segment Revenue



Print segment grew 0.7% in 2018 to reach INR305.5 billion. The segment is expected to reach INR338 billion by 2021, growing at a CAGR of 3.4%.

(Source: FICCI-EY Report-RE-Merging India's M&E Sector (March 2018), FICCI-EY Report. A billion screen of opportunity)

(In INR Billion)

Particular	2017	2018	2019E	2021E
Advertisement	216.2	217.1	225.8	238.4
Circulation	87.3	88.3	91.0	99.4
Total	303.5	305.5	316.8	337.8

Advertising revenues grew 0.4% in 2018, while circulation grew 1.2%. Circulation revenues contributed 29% of the total revenues of the print segment.

(In INR Billion)

Particular	2017	2018	2019E	2021E
Newspaper	290.5	294.0	306.6	328.6
Magazines	13.0	11.5	10.2	9.2
Total	303.5	305.5	316.8	337.8

Magazines contributed about 4% of total print segment revenues. This number has been shrinking due to falling advertising and subscriptions and growing digital communities.

(Source: FICCI-EY Report-RE-Merging India's M&E Sector (March 2018), FICCI-EY Report. A billion screen of opportunity)

ADVERTISING REVENUES GREW 0.4%

Advertising revenues grew 0.4% in 2018. Newspaper advertising grew 1% while magazine advertising fell 8% (based on industry discussion, financial statements, AdEX volume analysis, secondary research and EY analysis). This represents a 1.9% de-growth net of taxes. The fall in advertising is due to both reduced ad volumes as well as pressure on effective rates. Festival advertising uptake, a key factor to drive advertising volumes, was not uniformly significant across different markets and the festival advertising period shortened in some cases.

(Source: FICCI-EY Report-RE-Merging India's M&E Sector (March 2018), FICCI-EY Report. A billion screen of opportunity)

AD VOLUMES FELL 1% IN 2018 AS PER TAM AdEX DATA

Ad volumes in print fell 1% in 2018 compared to 2017 as per TAM AdEX ad volume data. In 2018, there were 180,000 advertisers and 230,000 brands on print. Of these, 170,000 brands did not advertise on television or radio.

AUTO AND SERVICES WERE THE LARGEST CATEGORIES BY VOLUME AS PER TAM AdEX DATA

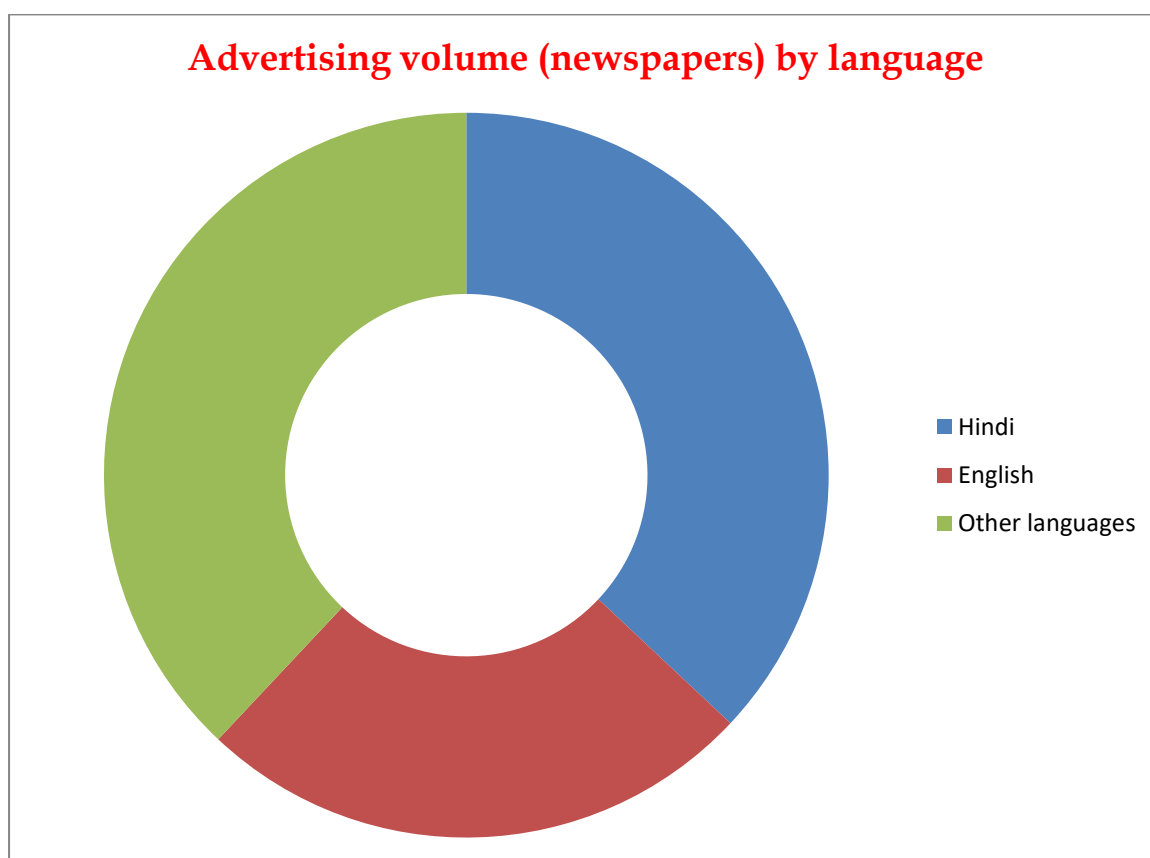
Rank	Top Five Categories	% share
1	Auto	17%
2	Services	17%
3	Education	13%

4	Retail	8%
5	Banking/Finance/Investment	5%

The top five ad categories comprised 60% of total advertising volumes. Auto and services were the largest categories by volume.

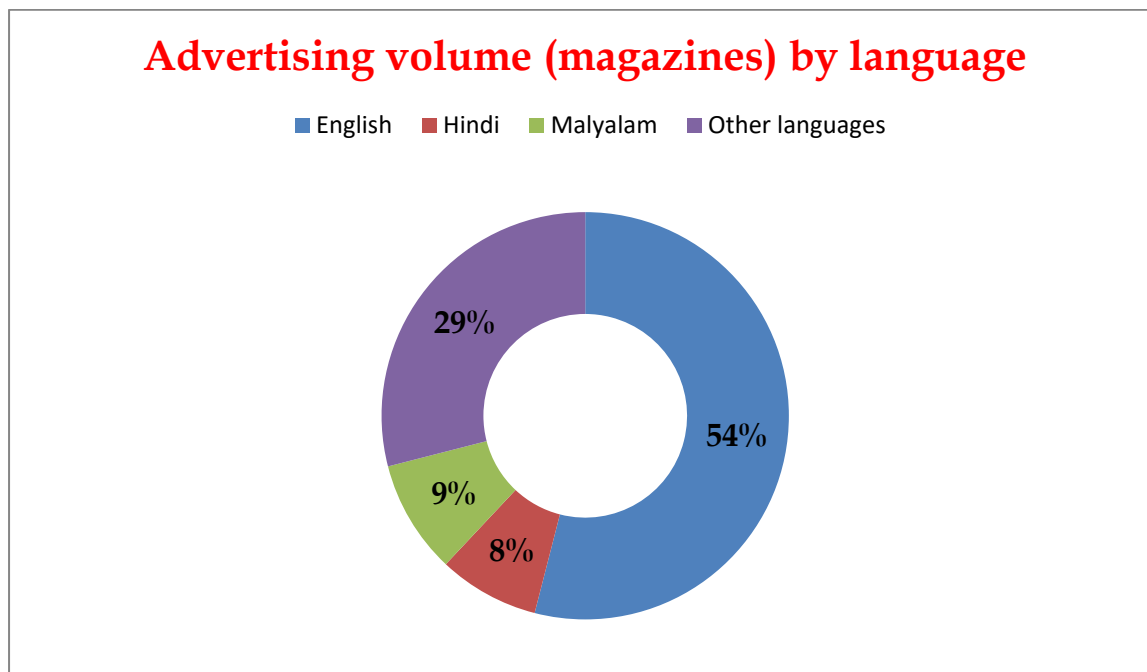
HINDI AND ENGLISH PUBLICATIONS CONTRIBUTED OVER 60% OF NEWSPAPER ADVERTISING VOLUMES

Advertising volume (newspapers) by language



In terms of volume, Hindi newspaper publications continued to lead with 37% of total ad volumes, while the share of English publications stood at 25%, as against 34% and 27% respectively in 2017.

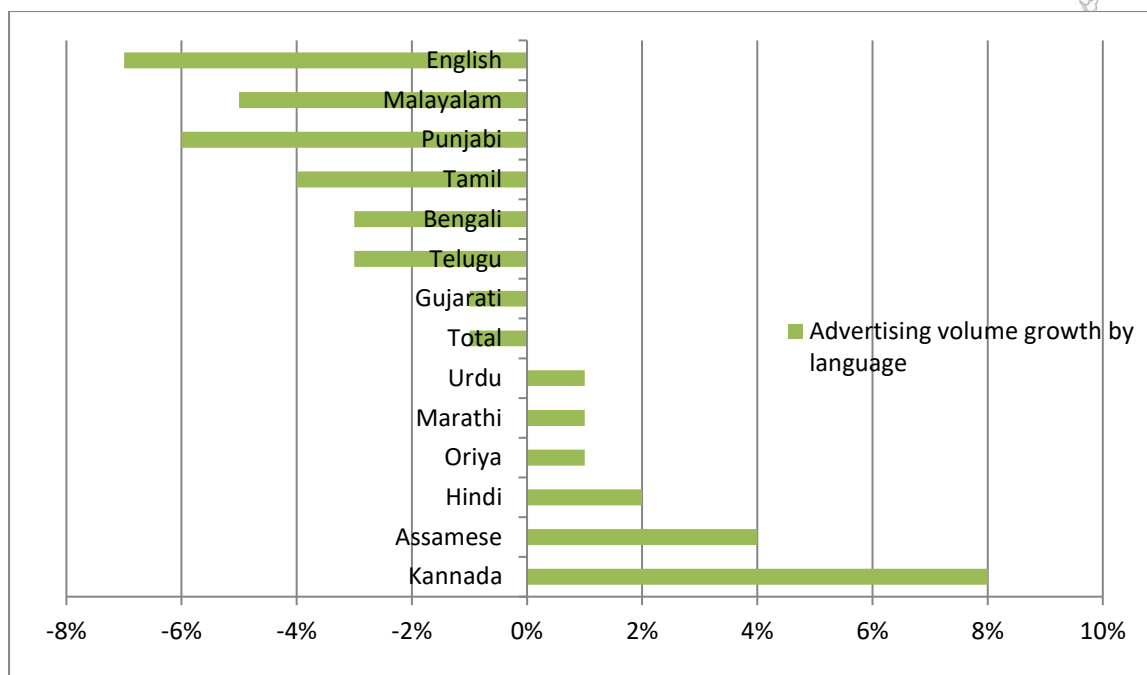
ADVERTISING VOLUME (MAGAZINES) BY LANGUAGE



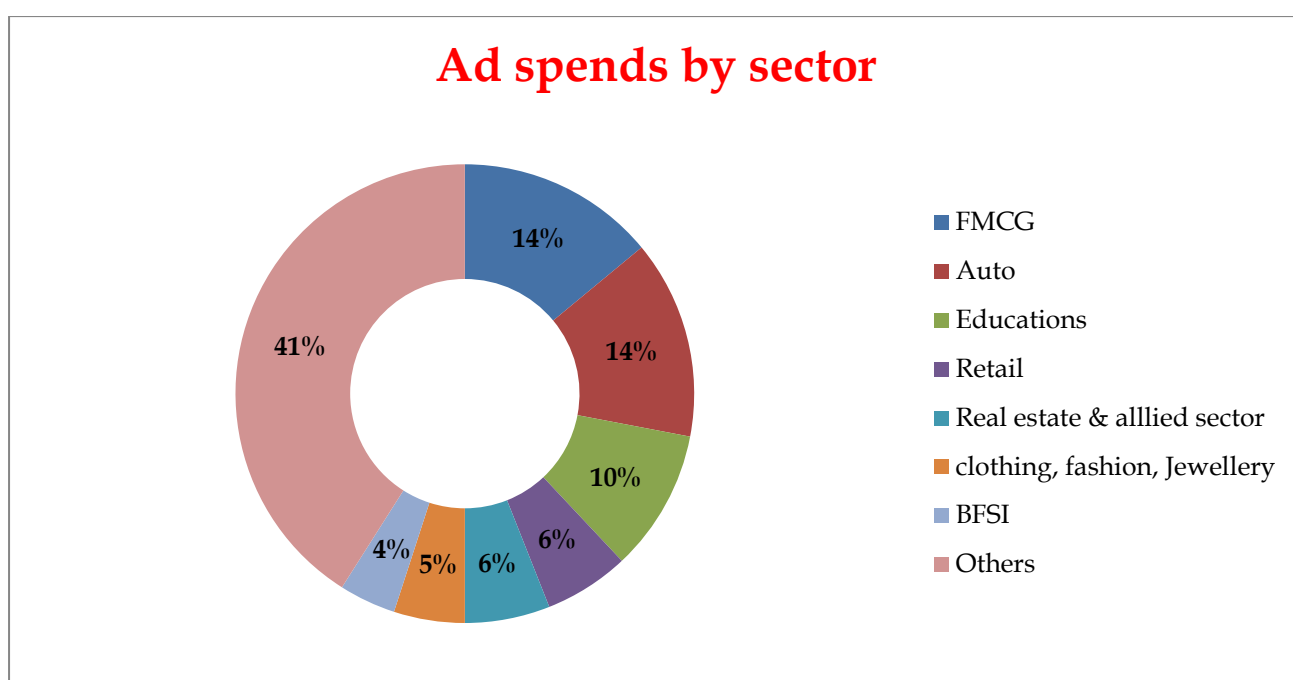
English magazines continued to dominate magazine ad volumes with a 54% share, followed by Malayalam magazines with 9% share. The four south Indian languages contributed 21% of total magazine ad volumes.

REGIONAL LANGUAGES CONTINUED TO GROW THEIR AD VOLUMES AS PER PITCH MADISON ADVERTISING REPORT 2019

Kannada, Assamese, Hindi, Oriya and Marathi language publications increased ad volumes. Highest de-growth in advertising volumes was noted in English and Punjabi, where affluence rates could have resulted in migration of readers to digital media. Reduction in Malayalam reflected the impact of severe floods in Kerala during the festive season of Onam in August 2018.



PRINT AD REVENUES WERE DRIVEN LARGELY BY FMCG AND AUTO AS PER PITCH MADISON ADVERTISING REPORT 2019



FMCG and auto were the largest contributors to print revenues, with a contribution of 14% each, followed by education at 10%. Telecom, BFSI and travel and tourism categories have de-grown in 2018. It is significant that despite the sluggish real estate sector and RERA related hiccups, this category has maintained its 6% share. While only four categories accounted

for 75% of television advertising, 13 categories contributed the same percentage to print advertising, demonstrating that print is less vulnerable to any single category de-growth (as per Pitch Madison Advertising Report 2019).

In addition, regional print has a higher percentage of retail and local advertisers, whose spends align with Real GDP growth. Consequently, regional print stays more resilient to advertising fluctuations.

GOVERNMENT TENDER ADS WERE NO LONGER MANDATED IN PRINT

19% of the total registered publications derived more than 75% of ad revenues from government advertisements (which include tenders) and 45% of them derived up to 25% revenue from government advertisements (as per Industry discussions; EY analysis of revenues).

In May 2017, the Ministry of Information and Broadcasting had issued an advisory stating that the amended General Financial Rules 2017 had done away with the need for publishing advertisements in newspapers for procurement of goods and services. Thus, the government no longer must advertise its tenders in the print media. Instead the advertisements are placed on an e-portal. This led to a sharp fall in tender advertising. However, many industry players believe that the tender business will be revived in 2019 as print tenders are more efficient (as per “Office of the Registrar of the Newspapers for India,- Press In India” highlights-Mar 2018 (http://rni.nic.in/all_page/press_india.aspx); industry discussions.

CIRCULATION REVENUES

CIRCULATION REVENUES GREW 1.2%

Circulation revenues grew marginally by 1.2% in 2018 to reach INR88.3 billion due to low growth in overall newspaper paid circulation numbers, static or marginal increases in cover prices, and a 15% fall in magazine circulation revenues. Circulation revenues continued to contribute about 29% of revenues of the print segment. Different companies fared differently in 2018 with regards to circulation. For the top players, circulation revenues formed 20-22% of their total revenues from the print segment as per EY analysis of listed companies and other large print media companies

REGISTERED PUBLICATIONS IN INDIA GREW BY 3%

As per "Office of the Registrar of the Newspapers for India, - Press in India" The number of registered publications grew to 118,239 in 2018, from 114,820 in 2017 as per RNI data for the year ended March 31, 2018. Uttar Pradesh (17,992) and Maharashtra (16,241) had the highest number of registered publications.

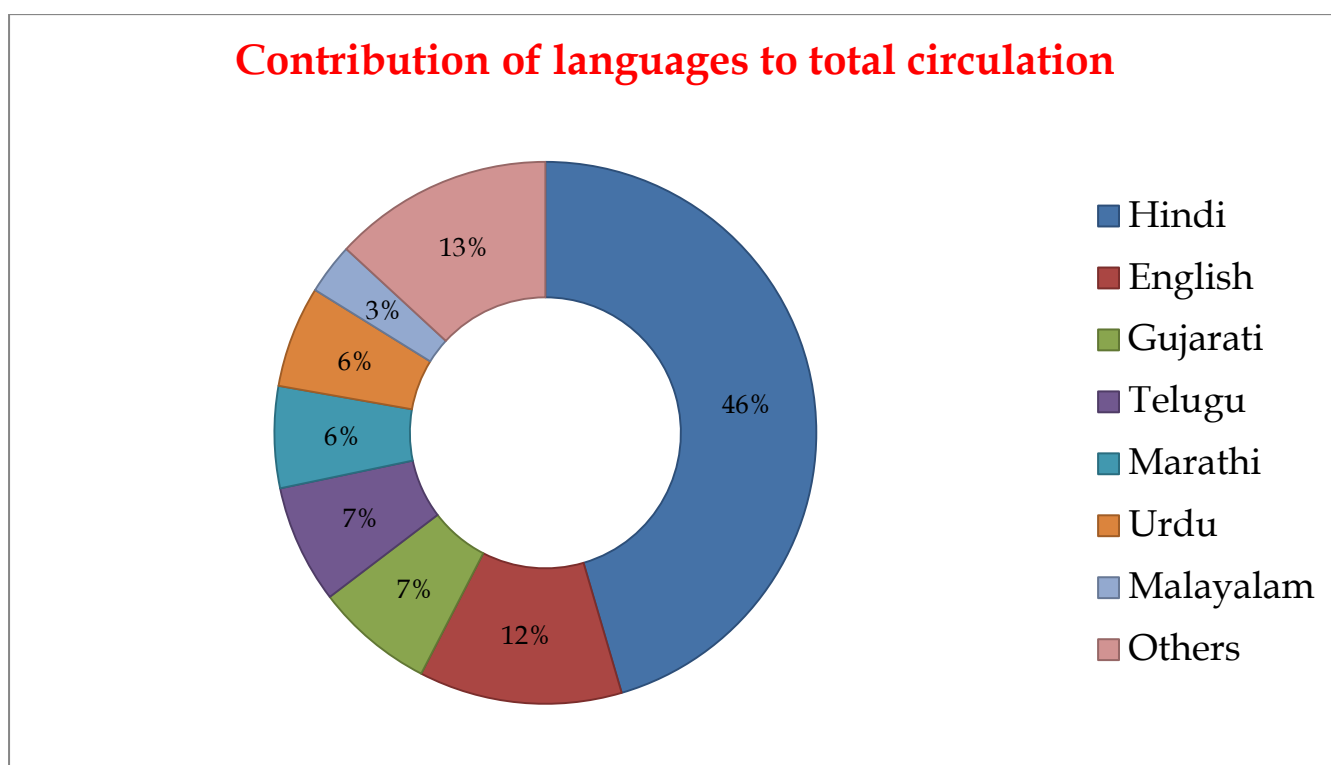
CIRCULATION GREW marginally

Newspaper circulation grew 2% as per ABC data*

Based on Audit Bureau of Circulations (ABC) data for the period January to June 2018, circulation copies grew by around 2% across languages, when compared to January to June 2017.

*EY analysis ABC data for Jan-Jun 2018 vs. Jan-Jun 2017, like to like editions

HINDI PUBLICATIONS CONTRIBUTED 45% OF TOTAL NEWSPAPER CIRCULATION



Hindi led with 45% of total circulated copies, followed by English, a distant second at 12%. Share of claimed circulation of regional language papers increased 4% over 2017. Publishers we met had implemented initiatives to increase the reach of their editions into new towns and villages, many of

which continue to remain underserved.

([https://www.ey.com/Publication/vwLUAssets/EY-a-billion-screens-of-opportunity/\\$FILE/EY-a-billion-screens-of-opportunity.pdf](https://www.ey.com/Publication/vwLUAssets/EY-a-billion-screens-of-opportunity/$FILE/EY-a-billion-screens-of-opportunity.pdf))

COMPANY OVERVIEW

Madhya Pradesh Today Media Limited Published its newspaper called “Pradesh Today” remained Madhya Pradesh Third most-widely read morning newspaper with highest readers across the Madhya Pradesh. It remained the undisputed leader in Madhya Pradesh, as it retained its No.1 position as the leading Hindi daily evening newspaper. The newspaper is published from different cities and has supplements for respective cities. Pradesh Today is Madhya Pradesh & Chhattisgarh most emerging Hindi daily. The newspaper spins out 15 editions.

The print industry in India continues to grow, riding on the back of demographic and socio-economic factors, rising literacy levels, improved penetration and hyper-localisation of news. The readership of the print medium is increasing at a slower pace with the global expansion of digital medium.

The diverse cultures and languages in the country ensure a strong depth in regional language readership. Vernacular newspaper covers more local news and serves as a medium to express grievances and aspirations of its readers. Moreover, localisation has led to the publishing of multi-edition newspapers, combining national content with regional news and expanding their content diversity with supplements. This hyperlocalisation has helped in adding more local advertisers to the overall pie.

Availability of good quality newsprint, advanced printing technology and equipment has made growth of vernacular newspapers commercially viable. This is leading to the constant expansion of newspapers even into small cities and towns. India’s newspaper distribution chain is unique and multi-tiered. Newspapers are sold through an extensive network of agents and vendors who offer door-to-door delivery services to the readers.

FINANCIAL PERFORMANCE FY19

REVENUE

The Company’s Total Revenue increased to Rs. 2939.44 Lakhs in the FY 2018-19 as against Rs. 2343.34 Lakhs in the FY 2017-18, registering an 25.43% growth over the Previous Year. This growth was primarily driven by increase

in advisement revenue and Circulation Sales.

NET PROFIT BEFORE EXCEPTIONAL ITEMS & TAX

The Company's Net Profit Before exceptional Items & Tax increased to Rs. 628.20 Lakhs in the FY 2018-19 as against Rs. 530.95 Lakhs in the FY 2017-18, registering a 18.31% growth over the Previous Year. This growth was primarily driven by increase in advisement revenue and Circulation Sales.

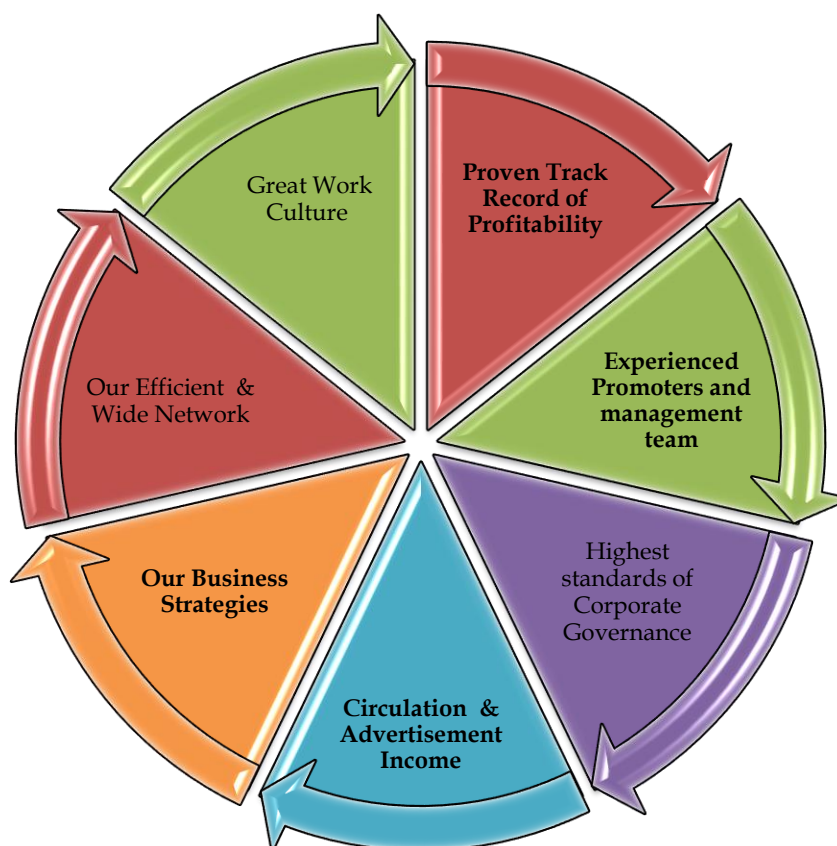
NET PROFIT AFTER TAX

The Company's Net Profit after Tax increased to Rs. 446.70 Lakhs in the FY 2018-19 as against Rs. 307.35 Lakhs in the FY 2017-18, registering a 45% growth over the Previous Year. This growth was primarily driven by increase in advisement revenue and Circulation Sales.

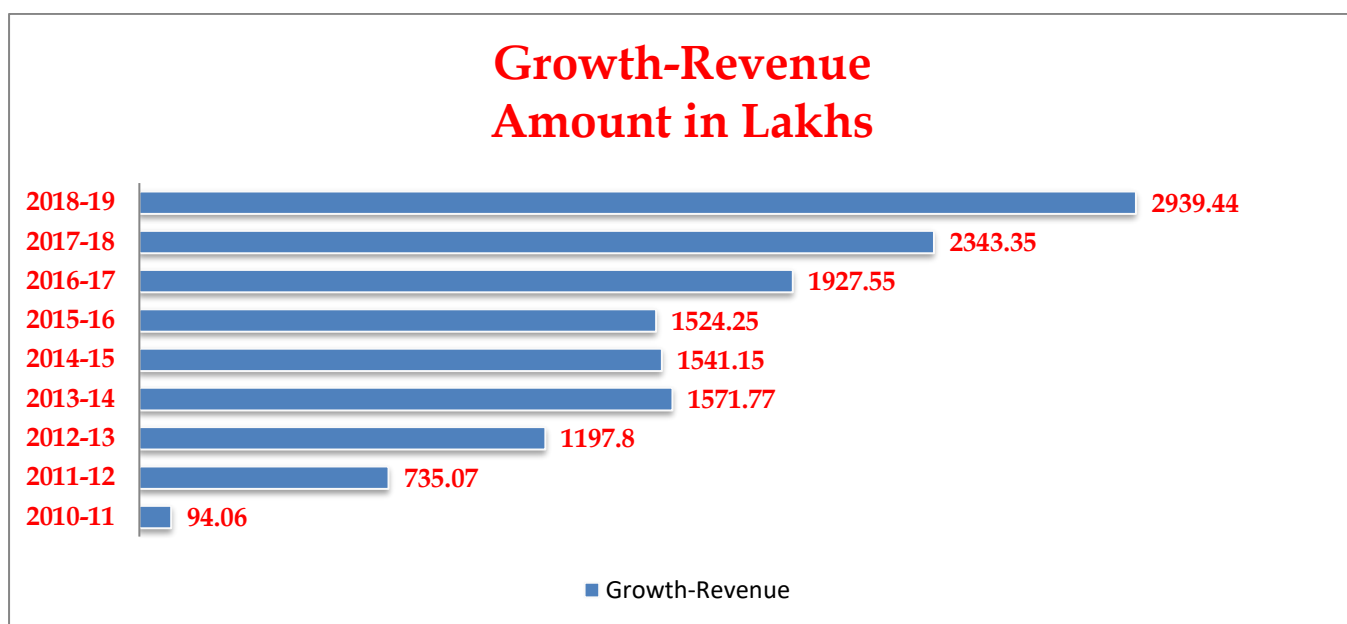
DIVIDEND

Your Directors declared Interim dividend of Rs. 0.50 Per Share for the Financial Year 2018-19.

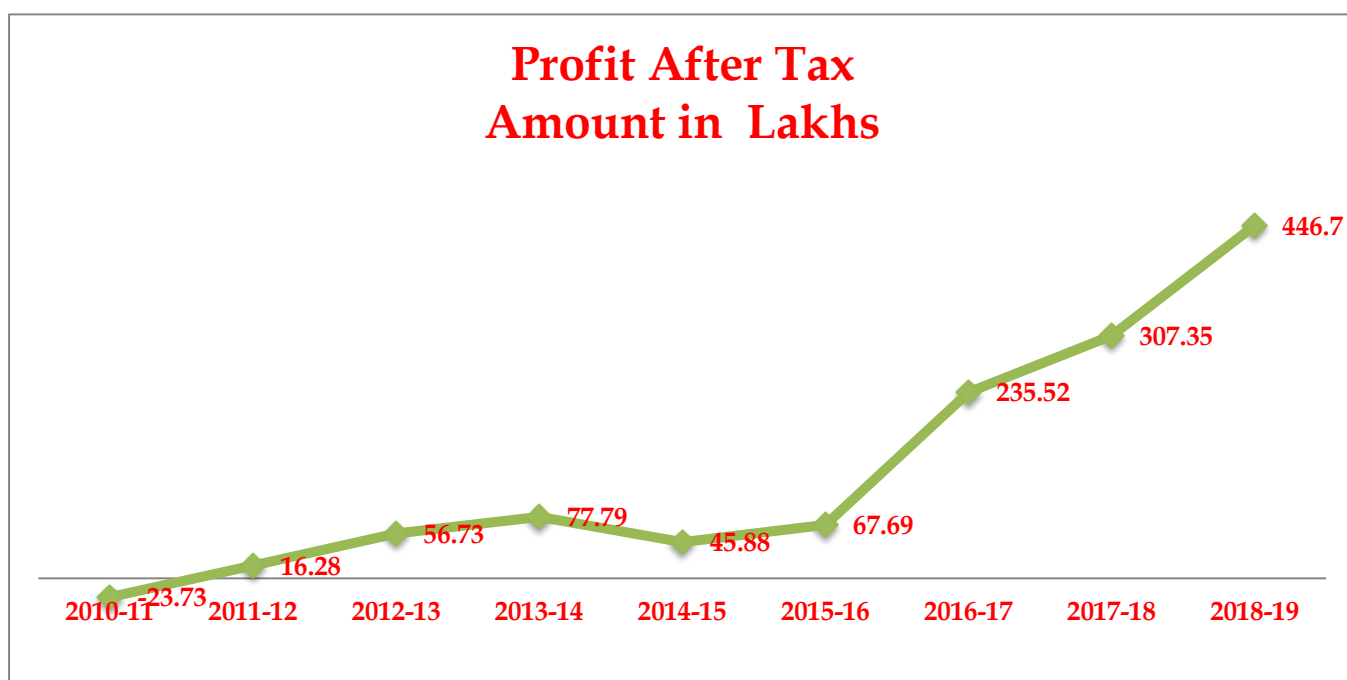
OUR STRENGTHS



Growth - Revenue



PAT



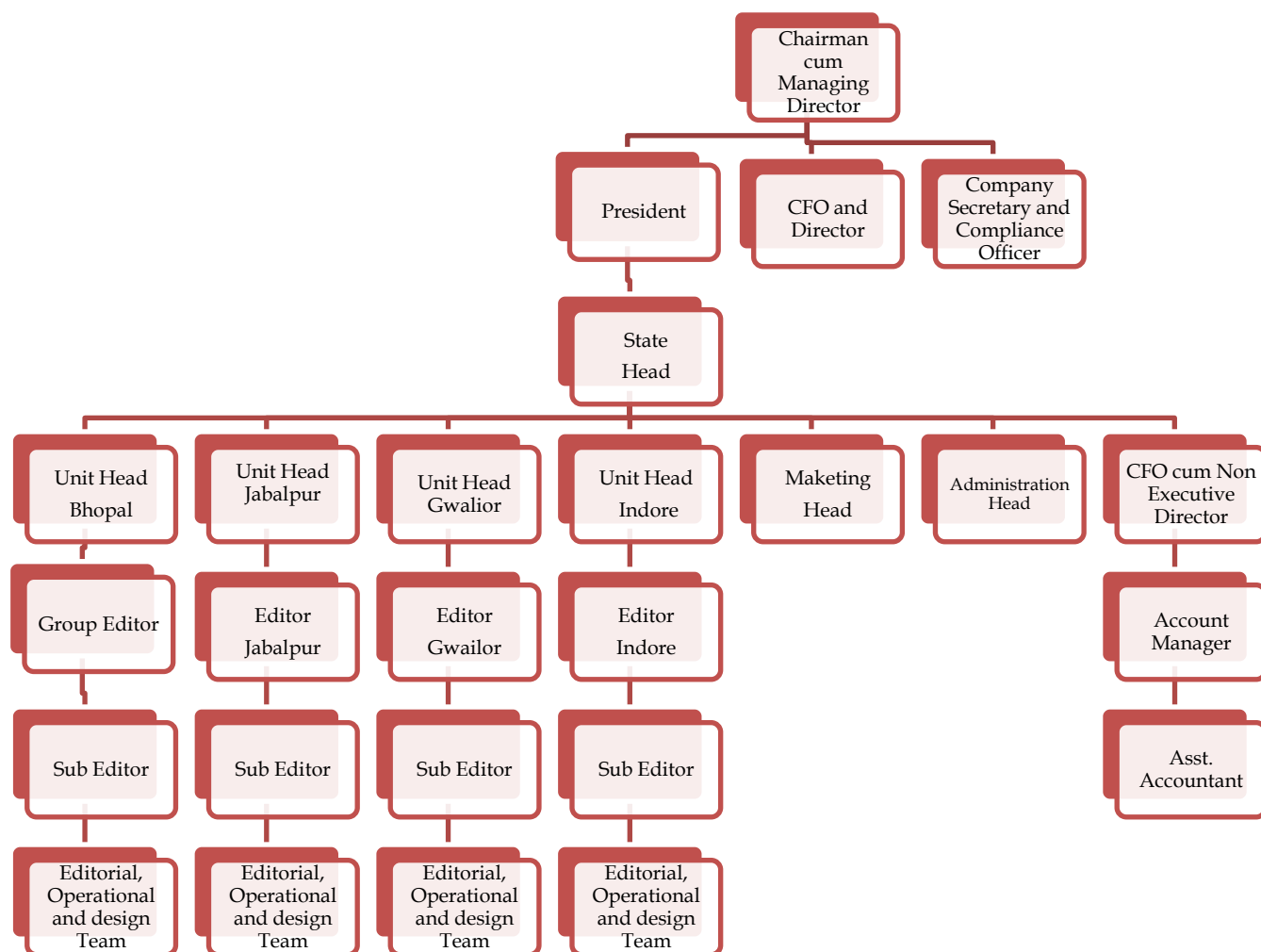
RISK GOVERNANCE FRAMEWORK

The Company has a robust risk management framework to manage and mitigate risks arising from external and internal factors. A risk identification exercise is carried out periodically to identify various strategic, operational, financial and compliance-related risks and these are evaluated for their likelihood and potential impact.

Few risks and uncertainties that can affect the business are adverse macroeconomic conditions influencing revenue growth, technological changes impacting media consumption patterns, Supply chain.

Potential risks are reviewed periodically and are managed as an integral part of decision-making. To sustain its competitive edge and to stay ahead of the curve, the Company has taken various initiatives. These initiatives include enhancing the existing technological capabilities and digital properties, training and empowering employees, expanding geographic presence and continue investing in print facilities.

OUR ORGANIZATION STRUCTURE



Locations:

Our offices situated in different cities i.e. Bhopal, Indore, Jabalpur, Rewa, Katni, Raipur, Delhi, Ahmadabad, Jaipur, and many more cities of the India. Some of the offices have been taken on Lease and Rental; These offices are situated in different cities, which is our Strength and contributing in company growth. We are receiving day to day feedback from these offices and getting updated news from these offices. These offices are supporting in following manner:

- I. Receiving day to day feedback;
- II. Getting updated news of cities through our strong editorial team;
- III. Quick & Easy approach to manage work on the spot.
- IV. Workload can be balanced upon demand;
- V. Coordination and communication between customers and stakeholders;

- VI. Quicker response to customer request;
- VII. Healthy competition among divisions that boost overall business;
- VIII. Focus on customers' needs and preferences;
- IX. Promotes self-management by employees (greater job satisfaction because of more involvement);
- X. Faster decision making, reduced cycle time and improved responsiveness to customers;
- XI. Enables organization to use its resources efficiently (provides flexibility to assign staff to project requirements and reassign as needed);
- XII. Provides individuals an opportunity to work with different skills and expertise.

We have following Offices including Unit Office all over India:

S. No.	Office Type	Location
01	Registered Office	Bhopal
02	Corporate Office	Indore
03	Unit Office	Jabalpur
04	Unit Office	Indore
05	Unit Office	Gwalior
06	Unit Office	Rewa
07	Unit Office	Katni
08	Unit Office	Raipur
09	Unit Office	Delhi
10	Unit Office	Mumbai
11	Unit Office	Ahmedabad
12	Unit Office	Jaipur
13	Unit Office	Ujjain
14	Unit Office	Chhindwara
15	Unit Office	Sagar

INTERNAL CONTROL

The Company has an effective system of internal control corresponding with its size, nature of business and complexity of operations. It ensures accurate, reliable and timely compilation of financial and management information

reports and optimum utilisation of organisation resources. The internal control mechanism comprises a well-defined organisational structure with clearly defined authority levels and documented policies, guidelines and procedures covering all business areas and functions. These systems have been designed to safeguard the assets and interests of the Company, and also ensure compliance with the Company's policies, procedures and applicable regulations.

The internal control system is supplemented with an extensive program of internal audits and their reviews by the management. The in-house internal audit function supported by professional external audit firms conducted comprehensive risk focused audits across locations and functions to maintain a proper system of control.

HUMAN RESOURCE

Pradesh Today considers employees as its most vital and valuable assets and major strength. The employees are trained for necessary soft and hard skills on a regular basis.

Pradesh Today values performance and employees are paid basis their performance throughout the year. The Company has in place, strict policies for women's safety in the workplace. It is fully compliant with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company's formulated policy in this regard is available company website www.pradeshtoday.com

Pradesh Today has created a logical and necessary workforce plan for each function. It is based on each role and requirements of each function. The Company engaged external consultants for the purpose. This has helped the Company acquire an optimum Manpower Plan for the year under review.

Pradesh Today identified a framework for key competencies required at every work level. This helped to recognise key print functions including media marketing (ad sales), circulation, marketing, finance and HR. This Framework was used for the development of employees to take over larger roles.

INDEPENDENT AUDITOR'S REPORT

To the Members of Madhya Pradesh Today Media Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Madhya Pradesh Today Media Limited, which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Cash Flow Statement for the year ended, notes to the financial statement including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the accompanying financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the accompanying financial statements as a whole and in forming our opinion. Based on facts and circumstances of the entity under audit, we conclude that there are no key audit matters to communicate.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of

the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind. AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether

the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C

Place: Bhopal
Date: 29/05/2019

ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF MADHYA PRADESH TODAY MEDIA LIMITED FOR THE YEAR ENDED 31st MARCH, 2019

- 1 (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) A major portion of the assets has been physically verified by the management in accordance with the phased programme of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
(c) The title deeds of immovable property are held in the name of the company.
- 2 The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable. On the basis of our examination of stock records, we are of the opinion that no material discrepancies were noticed on physical verification.
- 3 The company has not granted any secured or unsecured loans to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. The company has no such transaction during the year to which the provisions of section 185 and 186 of the Companies Act, 2013 gets attracted.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed there under.
6. The company is not covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013.
7. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, custom duty, cess, GST and other statutory dues applicable to it barring some

delays.

- (b) According to the records of the company, there are no dues of, custom duty,, GST on account of any dispute, except dues under income tax as follows:

A.Y.	Amount	Forum where dispute is pending	Nature of the statute
2015-16	18,02,190	Commissioner of Income-Tax (Appeals)	Income Tax Act, 1961

8. According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution, bank or government. The company has not issued any debentures.
9. The company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year. According to the information and explanation given to us the term loan of the company were applied for the purpose for which those are raised.
10. No fraud on or by the company has been noticed or reported during the year.
11. According to information and explanation given to us the company has paid or provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Companies Act, 2013.
12. The said company is not a Nidhi company. Hence the provisions of Nidhi company are not applicable.
13. According to information and explanation given to us the company has disclosed all the transactions with the related parties in compliance with the sections 177 and 188 of the Companies Act, 2013 and details have been enclosed in the Financial Statements as required by applicable accounting standard.
14. The company has not made any preferential allotment or private placements of shares.

15. According to information and explanation given to us the company has not entered into any non cash transactions with directors or persons connected with them.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C

Place: Bhopal
Date: 29/05/2019

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MADHYA PRADESH TODAY MEDIA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MADHYA PRADESH TODAY MEDIA LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Notes require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C

Place: Bhopal
Date: 29/05/2019

NOTES ON ACCOUNTS:

1. Accounting Policies:

a. Accounting Convention:

The financial statements are prepared on the basis of going concern, under historical cost convention on an accrual basis and in accordance with the requirement of the Companies Act, 2013 and comply with the Indian Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

b. Use of Estimates:

The preparation of financial statements, in conformity with the generally Accepted Accounting principles, requires management to make estimates and assumptions that are considered in the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of financial statements and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known / materialize.

2. Accounting Standards:

a. Investments

Long term Investments are stated at cost.

b. Indian Accounting Standard 02-Inventories

Inventories are valued at lower of cost (Excluding Excise duty/GST) or Net realizable value.

c. Indian Accounting Standard 16- Property, Plant and equipment

Fixed assets are stated at cost less accumulated depreciation and impairment, if any.

Direct costs are capitalized until such assets are put to use. Tangible Fixed Assets, that are not yet ready for their intended use are carried at costs, comprising direct cost and other incidental/attributable expenses and reflected under capital work in progress.

Deprecation on fixed assets is provided on the SLM method in the manner prescribed under Schedule II to the Companies Act, 2013.

d. Indian Accounting Standard 18-Revenue

Sales through circulation of Newspapers & Magazines and Advertisement Income are recognized on accrual basis. Interest income is accounted on accrual basis.

- e. Indian Accounting Standard 08 –Accounting policies, changes in Accounting estimates and errors.
There is no change in accounting policies. As regards prior period item, those have been earmarked.
- f. Indian Accounting Standard 21 – Accounting for effects of change in Foreign Exchange Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Assets and Liabilities related to foreign currency transactions, remaining unsettled at the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases. The premium payable on forward foreign exchange contracts is amortized over the period of contract. Exchange gains /losses are to be recognized in the profit and loss account. There is no foreign currency transaction during the year.
- g. Indian Accounting Standard 24- Related parties disclosure
The related parties, as defined by Accounting Standard 24 ‘Related party disclosure’ issued by The Institute of Chartered Accountants of India are as follows:

Name of the related parties and description of relationship.

Sr. No.	Particulars	Name of Party
1.	Key Management Personnel/Directors	Mr. Hradeyesh Dixit Mr. Shantanu Dixit Mrs. Ruchi Sogani Mr. Kaustubh Dixit Mr. Nitin Maheshwari Mr. Anuj agrawal
2.	Relatives of Key Management Personnel	--

Related party transaction

Sr. No.	Particulars	Key Management Personnel/Directors	Relatives of Key Management Personnel
1.	Salary	79,00,000	--
2.	Sitting fees	2,00,000	--

h. Indian Accounting Standard 33-Earning per share

Sr. No.	Particulars	2018-19	2017-18
a.	Total number of shares at the end of the year	45,68,000	45,68,000
b.	Weighted average number of shares at the beginning and end of the year	45,68,000	35,14,597
c.	Net Profit after tax available for equity share holders	4,47,20,813	3,07,34,895
d.	Basic and Diluted earnings per share	9.79	8.74

To make it comparative EPS for last year have been reassessed considering bonus shares issued during the year.

i. Indian Accounting Standard 12- Income Taxes

- Provision for Income Tax is made in accordance with the Income Tax Act, 1961.
- Current Tax is determined as the amount of tax payable in respect of taxable income for the year.
- The company has recognized Deferred Taxes which result from timing difference between the Book profits and Tax profits.

3. Contingent Liability:

Particulars	2019	2018
Income Tax Case (Liability not provided for)	1802,190	1802,190

4. Capital Commitment:

(In lacs)

Particulars	2019	2018
Capital Commitment	-	556.10

- In the opinion of the Board, the Current Assets, Loans and advances Debtors & Creditors have a value on realization in ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. However no confirmation has been obtained on the same.
- Amount due to small industries Rs. Nil as on 31.03.2019 out of which amount outstanding for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.

7. Previous year's figures have been regrouped and rearranged wherever considered necessary.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C

Place: Bhopal
Date: 29/05/2019

MADHYA PRADESH TODAY MEDIA LTD.
CIN No. : L22120MP2010PLC024758
BALANCE SHEET as at March 31, 2019

PARTICULARS	Note No.	As at March 31, 2019 (Rupees)	As at March 31, 2018 (Rupees)
ASSETS			
1 Non - current assets			
(a) Property Plant and Equipment	1	7,54,34,076	5,24,52,432
(b) Capital work-in-progress	2	4,24,49,030	4,06,49,030
(c) Other Intangible assets	3	30,71,363	40,95,151
(d) Financial Assets	4		
(i) Investments		69,22,000	69,22,000
(ii) Loans and advances		61,65,970	58,91,983
(e) Deferred tax assets (net)	5	30,40,504	31,70,488
(f) Other non-current assets		-	-
Total non-current assets		13,70,82,943	11,31,81,084
2 Current assets			
(a) Inventories	6	1,10,95,730	1,22,96,933
(b) Financial Assets	7		
(i) Trade receivables		8,76,66,914	3,84,37,995
(ii) Cash and cash equivalents		16,03,27,810	19,69,57,898
(c) Other current Assets	8	1,39,38,674	2,30,53,913
Total current assets		27,30,29,127	27,07,46,739
Total Assets		41,01,12,070	38,39,27,823
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	4,56,80,000	4,56,80,000
(b) Other Equity	10	21,44,72,107	17,10,48,189
Total equity		26,01,52,107	21,67,28,189
Liabilities			
1 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	2,42,66,725	2,96,96,817
(b) Provisions	12	1,02,05,077	88,06,529
Total non- current liabilities		3,44,71,802	3,85,03,346
2 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	4,66,89,792	4,73,67,573
(ii) Trade Payables		-	7,79,641
(b) Other current liabilities	14	4,35,51,429	4,88,83,547
(c) Provisions	15	2,28,23,006	1,63,20,772
(d) Current tax liabilities (Net)	16	24,23,934	1,53,44,756
Total current liabilities		11,54,88,161	12,86,96,288
Total equity and liabilities		41,01,12,070	38,39,27,823

See accompanying notes to the financial statements

As per our Report of even date attached.

For P.K. Shishodiya & Co.
Chartered Accountants

For and on behalf of Board of
Madhya Pradesh Today Media Limited

P. K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C

Hradayesh Dixit
Managing Director
DIN : 03146320

Shantanu Dixit
Whole Time Director & CFO
DIN :03146408

Place: Bhopal
Date : 29.05.2019

Anuj Agrawal
Company Secretary

MADHYA PRADESH TODAY MEDIA LTD.

CIN No. : L22120MP2010PLC024758

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED March 31, 2019

Particulars	Note No.	For the year ended March 31, 2019 (Rupees)	For the year ended March 31, 2018 (Rupees)
Revenue from Operations	17	28,02,67,114	22,58,83,506
Other Income	18	1,36,77,824	84,51,599
Total Revenue		29,39,44,938	23,43,35,105
Expenses			
Cost of materials consumed	19	7,13,65,836	4,57,21,966
Employee benefits expense	20	4,74,22,447	4,75,91,988
Finance costs	21	99,89,965	70,72,675
Depreciation and amortization expense	22	1,02,28,214	67,50,704
Other expenses	23	9,21,18,386	7,41,01,615
Total expenses		23,11,24,847	18,12,38,948
Profit/(loss) before exceptional items and tax (I-II)		6,28,20,091	5,30,96,157
Exceptional Items			
Prior period expenses	24	1,681	88,68,367
Profit/(loss) before tax		6,28,18,410	4,42,27,790
Tax expense:	25		
(i) Current tax		1,80,18,371	1,55,24,896
(ii) Deferred tax Liability/(Assets)		129,984	(2,032,001)
Profit/Loss for the period		4,46,70,055	3,07,34,895
Other Comprehensive Income		-	-
<u>Items that will not be reclassified to profit or loss</u>			
- Foreign Exchange Fluctuation Gain		50,758	-
Total Comprehensive Income for the period		4,47,20,813	3,07,34,895
Earnings per equity share (for continuing operations)			
(i) Basic		9.78	8.74
(ii) Diluted		9.78	8.74

See accompanying notes to the financial statements

As per our Report of even date attached.

For P.K. Shishodiya & Co.

Chartered Accountants

For and on behalf of Board of
Madhya Pradesh Today Media LimitedP. K. Shishodiya
Proprietor
M.No. 036015
FR No. 03233CHradayesh Dixit
Director
DIN : 03146320Shantanu Dixit
Whole Time Director & CFO
DIN :03146408Place : Bhopal
Date : 29.05.2019Anuj Agrawal
Company Secretary

MADHYA PRADESH TODAY MEDIA LIMITED
CIN No. : L22120MP2010PLC024758
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2019

Particulars	Year ended 31.03.2019 (Rupees)	Year ended 31.03.2018 (Rupees)
A. Cash flow from operating activities		
Net profit before tax & extraordinary items	62,869,168	44,227,790
Adjustments for :		
Depreciation	10,228,214	6,750,704
Loss on sale of asset	-	49,960
Interest paid	9,989,965	7,072,675
Less : Interest and dividend received	(10,893,841)	(7,370,669)
Operating profit before working capital changes	72,193,505	50,730,459
Adjustment for :		
Trade and other receivables	(40,387,667)	(47,468,849)
Inventories	1,201,203	(84,212)
Trade and other payables	(7,269,058)	23,819,621
Cash generated from operations	25,737,984	26,997,019
Less: Direct Tax paid	(18,018,371)	(15,524,896)
Net cash from operating activities (A)	7,719,613	11,472,124
B. Cash flow from investment activities		
Sale of fixed assets (Net)	-	800,000
Purchase of Fixed Assets	(32,186,070)	(16,418,932)
Capital WIP, Cap. Adv. & Pre-op. Exps.	(1,800,000)	(45,767,969)
Interest received	10,893,841	7,370,669
Net cash from investment activities (B)	(23,092,229)	(54,016,232)
C. Cash flow from financing activities		
Proceed from issue of shares	-	141,768,000
Proceeds of borrowings	#REF!	55,045,690
Interest paid	(9,989,965)	(7,072,675)
Dividend distributed including Distribution tax	(1,296,895)	(2,748,969)
Net cash from financing activities (C)	#REF!	186,992,046
Net increase in cash and cash equivalents TOTAL (A+B+C)	#REF!	144,447,938
Cash and cash equivalent at beginning of the year	196,957,898	52,509,960
Cash and cash equivalent at end of the year	#REF!	196,957,898
	#REF!	0

We have checked the above cash flow statement of Madhya Pradesh Today Media Limited, derived from the audited annual financial statement for the period ended 31st March, 19 with the books and records maintained in the ordinary course of business and found the same to be in accordance therewith.

For P.K. Shishodiya & Co.
Chartered Accountants

For and on behalf of Board of
Madhya Pradesh Today Media Limited

P. K. Shishodiya
Proprietor
M.No. 036015
FR No. 03233C

Hradayesh Dixit
Director
DIN : 03146320

Shantanu Dixit
Whole Time Director & CFO
DIN :03146408

Anuj Agrawal
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS:

	2019	2018
NOTE NO. 2 : CAPITAL WORK-IN-PROGRESS		
Capital Advances	4,24,49,030	4,06,49,030
NOTE NO. 3 : OTHER INTANGIBLE ASSETS		
IPO Expenses	40,95,151	51,18,939
Less : Written off	10,23,788	10,23,788
TOTAL	30,71,363	40,95,151
NOTE NO. 4 : FINANCIAL ASSETS		
(i) Investments		
6,92,200 Equity Shares of M/s. Global Metal & Energy Pvt. Ltd. Rs.10/- each	69,22,000	69,22,000
(ii) Loans and Advances[Unsecured, considered good]		
Security Deposits	61,65,970	58,91,983
TOTAL	1,30,87,970	1,28,13,983
NOTE NO. 5 : DEFERRED TAX ASSETS		
Opening Balance	31,70,488	11,38,487
(Less)/Add : (Liability) /Assets for the year	(129,984)	20,32,001
TOTAL	30,40,504	31,70,488
NOTE NO. 6 : INVENTORIES		
Newsprint Paper	1,10,95,730	1,22,96,933
NOTE NO. 7 : FINANCIAL ASSETS		
(i) Trade Receivables[Unsecured, considered good]	8,76,66,914	3,84,37,995
(ii) Cash and cash equivalents		
Balances with Banks	1,25,15,935	2,39,51,718
FDR	14,68,16,991	17,22,54,683
Cash on Hand	9,94,883	7,51,497
	16,03,27,810	19,69,57,898
TOTAL	26,19,33,397	25,84,49,806
NOTE NO. 8 : OTHER CURRENT ASSETS		
Prepaid Expenses	3,10,719	3,88,635
Advance to Employees	50,816	8,696
Advance to Suppliers	32,24,906	28,89,327
Balance with revenue authorities	49,39,516	50,86,086
Advance to Others	54,12,717	1,46,81,169
TOTAL	1,39,38,674	2,30,53,913

NOTE NO. 9 : EQUITY SHARE CAPITAL**(i) AUTHORISED**

55,10,000 Equity Shares of Rs.10/- each	5,51,00,000	5,51,00,000
(Previous Year 55,10,000 Equity Shares of Rs.10/- each)		

(ii) ISSUED, SUBSCRIBED & PAID-UP

45,68,000 Equity Shares of Rs.10/- each fully paid up	4,56,80,000	4,56,80,000
including 24,10,000 bonus shares		

TOTAL

4,56,80,000	4,56,80,000
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Reconciliation of number of shares outstanding at the end of the year :

Particulars	2019	2018
Equity Shares at the beginning of the year	45,68,000	12,10,000
Add: Equity Shares issued during the year including Bonus	-	33,58,000
TOTAL	45,68,000	45,68,000

Details of Shareholders holding more than 5% of the aggregate shares of the Company :

Name of Shareholders	2019		2018	
	No. of shares held	% of share holding	No. of shares held	% of share holding
Shri Hradayesh Dixit	12,09,940	26.49%	12,09,940	26.49%
Shri Shantanu Dixit	12,19,960	26.71%	12,09,960	26.49%

NOTE NO. 10 : OTHER EQUITY**Surplus**

Balance as per last year	5,07,60,189	4,68,74,263
Add : Net Profit for the year	4,47,20,813	3,07,34,895
	9,54,81,002	7,76,09,158
Less : Dividend Distributed	10,74,000	22,84,000
Less : Dividend distribution tax	2,22,895	4,64,969
Less : Profit capitalized by issuing bonus shares	-	2,41,00,000
	9,41,84,107	5,07,60,189

Security Premium**TOTAL**

12,02,88,000	12,02,88,000
21,44,72,107	17,10,48,189

NOTE NO. 11 : NON-CURRENT FINANCIAL LIABILITIES**Term Loans (Secured)**

-From Banks	80,80,855	1,09,90,292
-From Finance company	1,61,85,870	1,87,06,525
TOTAL	2,42,66,725	2,96,96,817

Nature of Security and terms of repayment for Long Term Secured Borrowings:

Sr. no.	Nature of Security	Terms of Repayment
1	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from October, 2014 Last installment due in September, 2019 Rate of Interest 11.00% p.a. as at year end.
2	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 48 equal monthly installments commencing from June, 2015 Last installment due in May, 2019 Rate of Interest 13.51% p.a. as at year end.
3	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from January, 2016 Last installment due in December, 2020 Rate of Interest 9.35% p.a. as at year end.
4	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded.	Repayable in 84 equal monthly installments commencing from August 2016 Last installment due in July ,2023 Rate of Interest 10.5% p.a. as at year end.
5	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December, 2021 Rate of Interest 9.45% p.a. as at year end.
6	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December, 2021 Rate of Interest 9.45% p.a. as at year end.
7	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from August, 2016 Last installment due in July, 2021 Rate of Interest 10.00% p.a. as at year end.
8	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded	Repayable in 36 equal monthly installments commencing from January, 2018 Last installment due in December, 2020 Rate of Interest 10.52% p.a. as at year end.
9	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from April 2018 Last installment due in March ,2023 Rate of Interest 8.71% p.a. as at year end.
10	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 84 equal monthly installments commencing from April, 2018 Last installment due in March, 2025 Rate of Interest 9.50% p.a. as at year end.

NOTE NO. 12 : NON-CURRENT PROVISION

Provision for Gratuity	1,02,05,077	88,06,529
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NOTE NO. 13 : CURRENT FINANCIAL LIABILITIES

(i) Borrowings :

Working capital from bank:

- CC account	2,65,28,955	2,59,70,328
- Overdraft account	2,01,60,837	2,13,97,245
	4,66,89,792	4,73,67,573

(ii) Trade Payables :

Creditors for Newsprint paper	-	7,79,641
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TOTAL

4,66,89,792	4,81,47,214
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Note : Working capital from bank are secured by way of hypothecation of inventory, book debts and collateral security of fixed assets besides personal guarantee of promoter directors.

NOTE NO. 14 : OTHER CURRENT LIABILITIES

Statutory Liabilities	4,43,653	-
Current Maturities of Long Term Debts	89,90,950	1,28,53,690
Creditors for Capital Goods	-	2,20,359
Creditors for Expenses	1,00,36,740	1,56,01,011
Security Deposits	1,99,92,091	1,73,91,232
Circulation Subscription Advance	-	48,780
Other Payables	40,87,995	27,68,475
TOTAL	4,35,51,429	4,88,83,547

NOTE NO. 15 : CURRENT PROVISIONS

Employees' Benefit	45,32,205	49,83,185
Others	1,82,90,801	1,13,37,587
TOTAL	2,28,23,006	1,63,20,772

NOTE NO. 16 : CURRENT TAX LIABILITIES (NET)

Taxation	24,23,934	1,53,44,756
TOTAL	24,23,934	1,53,44,756

NOTE NO. 17 : REVENUE FROM OPERATIONS

Circulation Sales	4,56,58,851	1,70,37,602
Advertisement	23,45,33,938	20,84,87,654
Other Operating Revenue	74,326	3,58,250
TOTAL	28,02,67,114	22,58,83,506

NOTE NO. 18 : OTHER INCOME

Interest Income on Fixed Deposits	1,08,93,841	73,70,669
Sundry Balances Written-off	7,28,674	1,25,695
Miscellaneous Income	20,55,309	9,55,235
TOTAL	1,36,77,824	84,51,599

NOTE NO. 19 : COST OF MATERIAL CONSUMED

Opening Stock	1,22,96,933	1,22,12,721
Add: Purchases	6,64,26,036	4,23,95,867
Freight Inward	11,86,115	16,51,528
Clearing, Forwarding, Loading and Unloading Expenses	25,52,481	17,58,783
	<u>8,24,61,566</u>	<u>5,80,18,899</u>
Less : Closing Stock	1,10,95,730	1,22,96,933
TOTAL	<u>7,13,65,836</u>	<u>4,57,21,966</u>

NOTE NO. 20 : EMPLOYEES' BENEFITS EXPENSES

Salary to Staff	4,38,82,433	4,36,60,805
Bonus to staff	6,82,600	12,90,950
Contribution towards Provident Fund	2,51,365	2,65,462
Contribution towards ESIC	62,876	63,613
Staff Welfare Expenses	6,84,092	4,84,519
Staff Insurance	2,42,876	1,96,738
Staff Incentive	2,17,657	2,77,507
Provision for Gratuity	13,98,548	13,52,394
TOTAL	<u>4,74,22,447</u>	<u>4,75,91,988</u>

NOTE NO. 21 : FINANCE COST

Interest :		
- Term Loans	36,15,453	26,04,638
- Working Capital Loans	61,36,991	42,57,887
Other financial charges	2,37,521	2,10,150
TOTAL	<u>99,89,965</u>	<u>70,72,675</u>

NOTE NO. 22 : DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation	92,04,426	57,26,916
Amortization	10,23,788	10,23,788
TOTAL	<u>1,02,28,214</u>	<u>67,50,704</u>

NOTE NO. 23 : OTHER EXPENSES**(i) Operating Expenses:**

Newspaper Printing Charges	3,52,59,872	1,87,07,566
Magazine Printing Charges with paper	2,03,400	27,000
Power & Fuel Expenses	18,34,175	18,30,925
Subscription for News Procurement	1,55,885	2,53,952
Bureau Expenses	69,28,905	84,56,584
Media House Rent	22,89,371	22,52,370
Other operating expenses	25,859	13,050

A**4,66,97,467 3,15,41,447****(ii) Administrative Expenses:**

Office Rent	27,23,607	22,63,782
Godown Rent	2,16,000	2,25,000
Stationery & Printing	3,88,182	3,78,769
Postage & Courier Expenses	2,26,387	1,92,432
Telephone Expenses	6,08,537	10,26,275
Legal & Professional Charges	25,09,926	31,01,462
Listing Fees	10,000	10,000
Tour & Travelling Expenses	15,58,475	13,78,184
Conveyance Expenses	3,82,455	3,90,334
Vehicle Running & Maintenance	1,00,432	3,08,221
Repairs & Maintenance :		
-Others	8,24,231	11,41,366
Web Server Expenses	1,89,441	85,389
Membership Expenses	1,74,000	2,14,250
Donation	21,000	-
Insurance	6,30,045	5,95,654
Festival Expenses	4,27,332	3,63,829
Rates & Taxes	2,500	2,500
Office Expenses	10,80,396	9,94,511
Bank Charges	1,03,825	76,734
Loss on sale of Fixed assets	-	49,960
Interest on taxes	23,322	3,70,268
Auditor Remunerations:		
-Audit Fees	2,50,000	2,50,000
-Tax Audit	1,00,000	1,00,000
-Return Filing	50,000	50,000
-Out of pocket expenses	19,418	-
Others:		
-Directors' Remuneration	79,00,000	63,00,000
-Directors Travelling	93,912	4,40,788
-Director Expenses	5,03,147	2,22,330

B**2,11,16,570 2,05,32,038****(iii) Selling Expenses:**

Business Promotion Expenses	73,00,059	21,65,088
Transportation	1,45,995	2,36,865
Programme & Event Expenses	11,83,785	50,29,196
Selling & Distribution Expenses	20,94,063	84,20,940
Survey Expenses	1,09,33,326	55,82,000
Advertisement & Publicity	25,16,340	5,11,510
Other selling expenses	1,30,781	82,531

C**2,43,04,349 2,20,28,130****TOTAL (A+B+C)****9,21,18,386 7,41,01,615**

NOTE NO. 24 : PRIOR PERIOD ITEMS

Income Tax	-	1,11,727
Interest on Income Tax	1,681	13,02,505
Provision for Gratuity	-	74,54,135
TOTAL	1,681	88,68,367

NOTE NO.25 : TAX EXPENSE

Income Tax	1,80,18,371	1,55,24,896
Deferred Tax (Assets)/Liability	1,29,984	-20,32,001
TOTAL	1,81,48,355	1,34,92,894

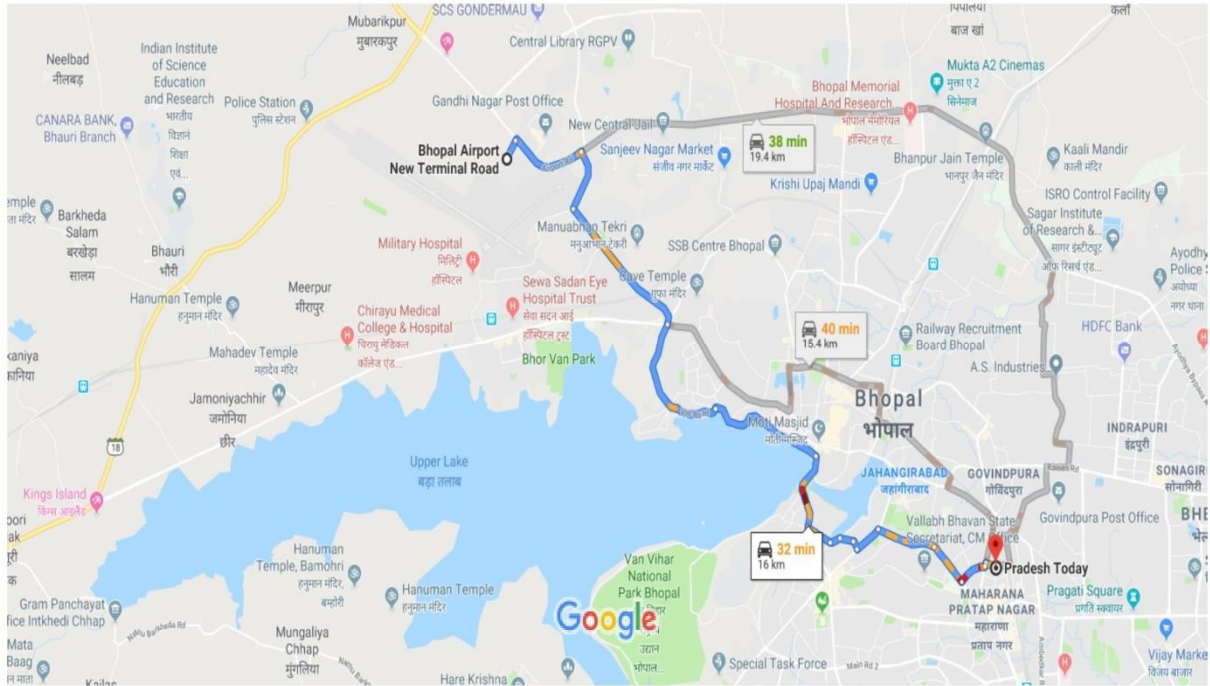
Detailed calculation of Deferred tax (Assets)/Liability:

Particulars	2019	2018
Difference related to WDV	(724,127)	(2,038,146)
	27.82%	27.55%
(A)	(201,452)	(561,509)
43B disallowances		
Provision for Gratuity	(10,205,077)	(8,806,529)
Provision for Bonus	(663,450)	(663,450)
43B allowances		
Provision for Bonus	663,450	-
(B)	(10,205,077)	(9,469,979)
	27.82%	27.55%
Closing Balance of DTL/(DTA)	(2,839,052)	(2,608,979)
Closing Balance	(3,040,505)	(3,170,488)
Opening Balance of DTL/(DTA)	(3,170,488)	(1,138,487)
(DTA)/DTL during the year	129,984	(2,032,001)

ROUTE MAP


Bhopal Airport New Terminal Road to Pradesh Today - Google Maps

Google Maps Bhopal Airport New Terminal Road to Pradesh Today Drive 16.0 km, 32 min



Map data ©2019 2 km

 via VIP Road **32 min**
Fastest route, despite the usual traffic 16.0 km

 via New Jail Rd and Ayodhya Bypass Rd **38 min**
19.4 km

 via Main Rd/Sultania Rd **40 min**
Some traffic, as usual 15.4 km



प्रदेश दुडे

पूरा सच, बेहिवक

मप, छग, उग, गुजरात, जयपुर, महाराष्ट्र एवं नई दिल्ली से प्रकाशित