

08th September, 2022

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

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Ref: Symbol : MPTODAY
Series : SME

Dear Sir,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, This is to inform you that an Annual General Meeting ("AGM") of Members of Madhya Pradesh Today Media Limited will be held on Friday, 30th September, 2022 at 02:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the business set out in the AGM Notice dated 06th September, 2022. The copy of an AGM notice is attached.

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



MADHYA PRADESH TODAY MEDIA LIMITED

Registered Office: Plot No. 5, Press Complex, Zone - I, M.P. Nagar, Bhopal-462011
Website: www.pradeshtoday.com Email id: cs@pradeshtoday.org Phone 0755-7185600
CIN: L22120MP2010PLC024758

Madhya Pradesh Today Media Ltd.

CORPORATE OFFICE : Plot No.-5, Press Complex Zone-1 MP Nagar, Bhopal-11 Ph. 0755-7185600 **INDORE** : Balarao Engle Parisar, MTH Compound, Indore Press Club, MG Road, Indore Ph.: 0731-4987731 **JABALPUR** : Block No.-7, Second Floor, JDA Building, Civic Center, Jabalpur Ph. 0761-4002555 **GWALIOR** : Sada Bhawan, City Centre Gwalior (MP) Ph. 0751-4031700 **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)

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 12th **Annual General Meeting of Madhya Pradesh Today Media Limited** will be held on Friday the September 30, 2022 at 02:00 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) 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, 2022, together with the Reports of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Kaustubh Dixit [DIN: 07219025] , as a Whole Time Director who retires by rotation and being eligible, offers himself for reappointment.

Special Business:

3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

RE-APPOINTMENT OF MR. HRADAYESH KUMAR DIXIT AS A CHAIRMAN CUM MANAGING DIRECTOR AND FIX THEIR REMUNERATION:

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 203 & Schedule V and any other applicable provisions, if any, of the Companies Act, 2013(including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members at the Annual General Meeting of the Company, be and is hereby accorded for the re-appointment of Mr. Hradayesh Kumar Dixit (DIN:03146320), Director of the Company whose office is not liable to determine by retirement by rotation , for a period of 3 (Three) years w.e.f. 05th Day of July, 2022 and payment of remuneration not exceeding of Rs. 2,50,000/- per month, inclusive of all perquisites linked incentives and other facilities as may be agreed to by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board and Nomination and Remuneration Committee be and are hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to Mr. Hradayesh Kumar Dixit (DIN:03146320), Director, within the above overall limit, as may be deemed appropriate.

RESOLVED FURTHER THAT the draft letter of appointment as placed before the board, be and is hereby approved and the same was taken on record by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors, be and is hereby authorized to take all actions and to do all such deeds, matters and things, as it may in its absolute discretion deems necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT pursuant to provisions stipulated under sub section 3 of section 179 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, any directors of the Company be & is hereby authorized to file the resolution with the Registrar of Companies, Gwalior along with the requisite e-form."

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

RE-APPOINTMENT OF MR. NITIN MAHESHWARI (DIN: 07860370) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nitin Maheshwari (DIN: 07860370), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from June 24, 2022 till June 23, 2027 be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Nitin Maheshwari (DIN: 07860370), shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

APPOINTMENT OF MRS. GUNJAN KAUR DUGGAL (DIN: 08151517) AS INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies

(Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mrs. Gunjan Kaur Duggal (DIN: 08151517)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. July 02, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company and who would not be liable to retire by rotation, to hold office for a period of five years with effect from July 02, 2022 till July 01, 2027 be and is hereby approved."

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Gunjan Kaur Duggal (DIN: 08151517) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

**Anuj Agarwal
Company Secretary
(Membership No. A38980)**

**Place: Bhopal
Date: September 06, 2022**

**Registered Office:
MADHYA PRADESH TODAY MEDIA LIMITED
CIN: L22120MP2010PLC024758
Plot No.5, Press Complex, Zone - I, M. P. Nagar,
Bhopal - 462 011
Tel: 0755-7185600
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www.pradeshtoday.com**

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. 7th May, 2018.
2. The Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022* (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022* (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 12th AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.pradeshtoday.com/investors/investors.aspx> The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to hs@hspnassociates.in with copies marked to the Company at cs@pradeshtoday.org and to its RTA at info@bigshareonline.com.
9. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 24th September, 2022 to Friday 30th September, 2022 (both days inclusive) Books for the purpose of 12th Annual General Meeting of Madhya Pradesh Today Media Limited.
10. Since the 12th AGM will be held through VC/OAVM, the route map is not annexed.
11. 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.**
12. In case of joint holders attending the 12th AGM, only such joint holder who is higher in the order of names will be entitled to vote.

13. Relevant documents referred to in the accompanying Notice and the Statements 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 12th AGM.
14. A member holding shares either in physical or dematerialized form, as on cut-off date, i.e., as on Friday September 23, 2022, may cast their votes electronically. The e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Friday September 23, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
15. 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 2021-2022 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.
16. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e Friday the September 23, 2022, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. Friday the September 23, 2022, may follow steps mentioned in the Notice under "Instructions for e-voting"
17. 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.
18. Members seeking any information/ desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at cs@pradeshtoday.org at least 7 days before the Meeting. The same will be replied by the Company suitably.

19. 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.
20. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
21. 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.
22. 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.
23. 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.
24. Shri Hemant Shetye Partner of M/s. HSPN Associates, Company Secretaries, C.P. No.2827.; Practicing Company Secretary [Membership No. FCS: 1483], has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

1. The voting period begins on Tuesday, September 27th, 2022 at IST 9.00 a.m. and ends on Thursday, September 29th, 2022 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form i.e. Friday, 23rd September, 2022 as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

4. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
5. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
6. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) User who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.

	You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. 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 Tuesday, September 27th, 2022 at IST 9.00 a.m. and ends on Thursday, September 29th, 2022 at IST 5.00 p.m.
- 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 Shareholders holding shares in Demat Form other than individual 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

viii) After entering these details appropriately, click on “SUBMIT” tab.

- ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- x) 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.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) 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):
- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/members login where the EVSN of the Company will be displayed.
- The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.

- Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.

6. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@pradeshtoday.org up to Thursday the 29th September, 2022 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
10. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Anuj Agarwal
Company Secretary
(Membership No. A38980)**

Place: Bhopal

Date: September 06, 2022

Registered Office:

MADHYA PRADESH TODAY MEDIA LIMITED

CIN: L22120MP2010PLC024758

Plot No.5, Press Complex, Zone - I, M. P. Nagar,

Bhopal - 462 011

Tel: 0755-7185600

cs@pradeshtoday.org

www.pradeshtoday.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

Mr. Hradayesh Kumar Dixit was appointed as the Managing Director of the Company for a period of five years effective from July 05, 2017 till July 04, 2022, and the said re-appointment was approved by the Shareholders at the Annual General Meeting held on July 28, 2017.

Considering the significant contribution made by Mr. Hradayesh Kumar Dixit towards the growth of the Company during last five years, the Board of Directors of the Company at its meeting held on July 02, 2021 has, subject to the approval of the Shareholders and re-appointed Mr. Hradayesh Kumar Dixit as Managing Director of the Company for term of 3 (Three) years with effect from July 5, 2022 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The appointment and remuneration of Mr. Hradayesh Kumar Dixit is in compliance with the provisions of Sections 196, 197, the Rules made thereunder read with Schedule V of the Act and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and also eligible to act as Managing Director of the Company pursuant to applicable provisions of the Act.

The Company has received his consent to act as Managing Director of the Company. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Hradayesh Kumar Dixit as Managing Director as required under Section 190 of the Companies Act, 2013.

Mr. Hradayesh Kumar Dixit is not related to any Director or Key Managerial Personnel of the Company. Save and except Mr. Shantanu Dixit, Whole Time Director and Mr. Kaustubh Dixit, Non-Executive Director of the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

Shareholders' approval is hereby sought for the reappointment and remuneration payable to Mr. Hradayesh Kumar Dixit as Managing Director of the Company for a period of 3 (Three) years effective from July 5, 2022. The Board recommends the Resolution as set out under business item no. 3 in the notice of this meeting for approval of the Members by means of a Special Resolution.

I. General Information

- Nature of industry: Publication of newspaper and Media related Advertisement
- Date or expected date of commencement of commercial production: Not applicable (Company is an existing company).
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

d. Financial performance based on given indicators.

Particulars	2019-2020	2020-2021	2021-2022
Gross Income	27,96,54,610	19,79,08,750	20,22,21,755
Profit before Tax	5,90,09,598	4,24,26,828	4,16,97,712
Profit after Tax	4,35,35,077	3,06,41,234	3,00,79,423
Net worth	30,36,87,183	33,43,28,417	36,44,07,841

- Foreign investments or collaborations, if any.

II. Information about the appointee:

S. No.	Particulars	
a)	Background Details	Mr. Hradayesh Kumar Dixit was Managing Director of the Company.
b)	Past Remuneration	Rs. 2,50,000 P.M.
c)	Recognition or Awards	N.A.
d)	Job profile and his suitability	His current term of appointment as a Managing Director of the Company was expired on 05th July 2022. Considering his knowledge of various aspects

		relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Hradayesh Kumar Dixit should be available to the Company.
e)	Remuneration proposed.	As mentioned above
f)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position & person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Hradayesh Kumar Dixit has vast experience in Management. Mr. Dixit has rich experience of handling various areas of business and is well known in Media industry. Mr. Dixit has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
g)	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any.	Mr. Hradayesh Kumar Dixit has a relationship with the Company as Managing Director. Also Mr. Dixit is holding 12,09,940 consisting of 26.49% shares of the Company. Mr. Shantanu Dixit, Whole Time Director and Mr. Kaustubh Dixit, Non-Executive Director of the Company both are sons of Mr. Dixit.

III. Other information

Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Hradayesh Kumar Dixit.
Steps taken or proposed to be taken for improvement	Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability.
Expected increase in productivity and profits in measurable terms	The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

Item No. 4.

The Board of Directors at its meeting held on June 24, 2017 had appointed Mr. Nitin Maheshwari as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Extra-Ordinary General Meeting held on June 30, 2017 appointed Mr. Nitin Maheshwari as an Independent Director to hold office for a term of 5 years with effect from June 24, 2017 till June 23, 2022. and he is eligible for reappointment for the second term of 5 years that is from June 24, 2022 till June 23, 2022.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on June 24, 2022, recommended the reappointment of Mr. Nitin Maheshwari, for the term of second term five years i.e. from June 24, 2022 till June 23, 2022, subject to the approval of the Members.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company. The Company has received the consent from Mr. Nitin Maheshwari to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and also in compliance with the 'fit and proper' criteria prescribed thereon.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Nitin Maheshwari during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on May 30, 2022 has considered, approved and recommended the re-appointment of Mr. Nitin Maheshwari as an Independent Directors for a second term of five years with effect from June 23, 2022, to the Board of Directors for their approval.

The Board of Directors at its meeting held on May 30, 2022 has approved the proposal for reappointment of Mr. Nitin Maheshwari as an Independent Director for a second term of five consecutive years with effect from June 23, 2022.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Nitin Maheshwari the Shareholders are requested to approve the re-appointment of

Mr. Nitin Maheshwari as an Independent Directors for a second term of five consecutive years with effect from June 23, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice. Except Mr. Nitin Maheshwari, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.pradeshtoday.com/> compliances-and- filings and is available for inspection.

Item no. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 02, 2022 , appointed Mrs. Gunjan Kaur Duggal (DIN: 08151517) as an Additional Director of the Company and also as an Independent Director who would not be liable to retire by rotation, for a term of five years, i.e., from July 2, 2022 upto July 01, 2027 (both days inclusive), subject to approval by the Members. Accordingly Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Gunjan Kaur Duggal (DIN: 08151517) shall hold office up to the date of this AGM and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Gunjan Kaur Duggal (DIN: 08151517) are provided as Annexure to this Notice. Mrs. Gunjan Kaur Duggal (DIN: 08151517) has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a director.

In the opinion of the Board, Mrs. Gunjan Kaur Duggal (DIN: 08151517) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Gunjan Kaur Duggal (DIN: 08151517) on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Gunjan Kaur Duggal (DIN: 08151517) as an Independent Director as proposed in the Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except for Mrs. Gunjan Kaur Duggal (DIN: 08151517) and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.pradeshtoday.com/> compliances-and- filings and is available for inspection.

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

Details of Directors seeking Appointment/Re-appointment at the 12th Annual General Meeting

Name of Director	Kaustubh Dixit	Mr. Hradayesh Kumar	Mr. Nitin Maheshwari,	Mrs. Gunjan Kaur Duggal
Director Identification Number (DIN)	07219025	03146320	07860370	08151517
Designation/ category of the Director	Non- Executive Director	Chairman cum Managing Director	Non-Executive Independent Director	Additional Non-Executive Independent Director
Age	27 Years	54 Years	50 Years	30 Years
Date of the first appointment on the Board	28-07-2017	18-11-2010	24-06-2017	02-07-2022
Qualifications	BMBS	Master's degree in Journalism	M.Com	C.S.
Brief Profile, Experience, and Expertise in specific functional areas	He is the Non-Executive Director of the Madhya Pradesh Today Media Limited. He has completed BMBS from Daly College Business School (DMU, Leicester) in the year 2016. He is currently advising to the board an independent view on the running of our business, governance and	He is the Co-Founder of Madhya Pradesh Today Media Limited (Pradesh Today Media Group). He is Presently Chairman & Managing Director of Pradesh Today Media Group. He holds Master's degree in Journalism from Makhnallal University, Bhopal. He has been on the Board of Company since inception. He has more than 20 years of experience in the publishing and	Mr. Nitin Maheshwari, is a Master of Commerce from DAVV University, Indore. He is also handling Vydehi Group of Institutes. He has more than two decades of experience in the publishing and newspaper business. He is a Social Worker of Maheshwari	Mrs. Gunjan Kaur Duggal is qualified company secretary, member of the institute of Company secretary of India. She has a work experience of 3 Years in the field of Corporate Law and Allied Laws.

	boardroom best practice	newspaper business. Under his guidance Pradesh Today Media Group publishes Hindi Daily Evening Newspaper called Pradesh Today in over 52 districts, in Madhya Pradesh with a largest circulation daily. Pradesh Today is Madhya Pradesh's biggest evening newspaper. Under his dynamic leadership with clear future vision, the company has progressed to make Pradesh Today one of largest read newspaper of the Madhya Pradesh	Society and conducted various events/programs for the same. He is operating various NGO's for education of general public.	
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	N.A.	N.A.	N.A.	N.A.
Name of listed entities from which the person has resigned in the past three years	N.A.	N.A.	N.A.	N.A.
Committee Membership, if any , with position	N.A.	N.A.	N.A.	N.A.
Shareholding in the Company including shareholding as a beneficial owner	20 Equity Shares (0.00%)	1209940 Equity Shares (26.49%)	N.A.	N.A.