

05<sup>th</sup> September, 2020

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**

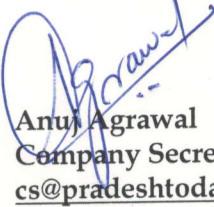
Dear Sir,

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 Tuesday, 29<sup>th</sup> September, 2020 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 03<sup>rd</sup> September, 2020. 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

  
Anur Agrawal  
Company Secretary & Compliance Officer  
[cs@pradeshtoday.org](mailto:cs@pradeshtoday.org)



**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)

**MADHYA PRADESH TODAY MEDIA LIMITED**  
Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011  
Website: [www.pradeshtoday.com](http://www.pradeshtoday.com) Email Id: [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org),  
Phone: 0755-30955555, 3095500  
CIN: L22120MP2010PLC024758

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Tuesday the September 29, 2020 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, 2020, 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) 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 an Ordinary Resolution.

**Reappointment of Mr. Shantanu Dixit [DIN: 03146408] as the Whole-Time Director cum CFO of the Company.**

“RESOLVED THAT 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 including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as “the said Act”), the consent of the Company is hereby accorded for re-appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole-Time Director of the Company with effect from August 2, 2020 for a period of 3 years on the terms and conditions as are set out in explanatory statement annexed hereto including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year with a liberty to Board of Directors to alter and vary terms and conditions of said appointment in such manner as may be agreed to between the Board and Mr. Shantanu Dixit [DIN: 03146408]”.

**RESOLVED FURTHER THAT** Mr. Shantanu Dixit [DIN: 03146408] shall be entitled to receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the 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, for the performance of his duties as the Whole-time Director of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the Whole-Time Director by way of salary and perquisites shall not exceed the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to sign and file the necessary forms and returns with the Registrar of Companies, Mumbai, and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the re-appointment of Whole-Time Director.”

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

**Sd/-  
Anuj Agarwal  
Company Secretary**

**Place: Bhopal  
Date: September 3<sup>rd</sup>, 2020**

**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. 7<sup>th</sup> May, 2018.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 10<sup>th</sup> Annual General Meeting of the Members of the Company is being held through VC/OAVM.
3. 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. 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@hsassociates.net](mailto:hs@hsassociates.net) with copies marked to the Company at [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org) and to its RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com).
5. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday 29<sup>th</sup> September, 2020 (both days inclusive) Books for the purpose of 10<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 10<sup>th</sup> AGM as set out in the Notice is annexed hereto.
7. Since the 10<sup>th</sup> AGM will be held through VC/OAVM, the route map is not annexed.



8. 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.**
9. In case of joint holders attending the 10<sup>th</sup> AGM, 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 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 10<sup>th</sup> AGM.
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 2019-2020 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 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](mailto:cs@pradeshtoday.org) at least 7 days before the Meeting. The same will be replied by the Company suitably.
14. 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.
15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
16. 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.

17. 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.
18. 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.
19. 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 entire e-voting process in a fair and transparent manner.
20. 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 Saturday, September 26, 2020 at IST 9.00 a.m. and ends on Monday, September 28, 2020 at IST 5.00 p.m.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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	
<b>PAN</b>	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"> <li>▪ 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.</li> <li>▪ 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.</li> </ul>
<b>DOB</b>	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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 MEETING THROUGH VC/OAVM ARE AS UNDER:**

- 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.
- Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.



5. 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 there forerecommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. 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](mailto:cs@pradeshtoday.org) up to 28<sup>th</sup> September, 2020 (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.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on thescreen at the time of the Meeting.
8. Members who need technical assistance beforeor during the Meeting can send an email tohelpdesk.evoting@cdslindia.com or call 1800225533.

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

**Sd/-  
Anuj Agarwal  
Company Secretary**

**Place: Bhopal  
Date: September 3<sup>rd</sup> 2020**

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

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

**KAUSTUBH DIXIT**

<b>Name of the Director</b>	<b>Kaustubh Dixit</b>
<b>Director Identification Number</b>	<b>07219025</b>
<b>Date of appointment</b>	<b>28/07/2017</b>
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Mr. Dixit is the Non-Executive Director of the Madhya Pradesh Today Media Limited who has assist the chair, chief executive and executive directors in promoting the Media related activities. Mr. Dixit contributes to the development of strategy and provides its help to develop proposals on values and standards.
<b>No. of shares held in the Company</b>	<b>20 Equity Shares</b>
<b>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.)</b>	N.A.
<b>Inter-se relationships between Directors</b>	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Shantanu Dixit, Whole Time Director of the Company.

**SHANTANU DIXIT**

<b>Name of the Director</b>	<b>Shantanu Dixit</b>
<b>Director Identification Number</b>	<b>03146408</b>
<b>Date of appointment</b>	<b>02/08/2017</b>
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Mr. Shantanu Dixit (DIN: 03146408) aged 29 is well Educated and Qualified his B.B.A in 2012. Mr. Shantanu Dixit was appointed as a Whole Time Director and CFO of the Company. He looked after trading operations in Soya DOC, Rice, pulses in one of the group companies and also looked after Energy Projects related work in one of the group companies. Mr. Shantanu Dixit is with the rare combination of excellence, conscientious administration, dynamic management skills and academic depth. His contribution has led optimization of output, outcome and delivery. Under his leadership company received many awards and successfully organized 1st Auto Show of Madhya Pradesh
<b>No. of shares held in the Company</b>	<b>12,29,960 Equity Shares</b>
<b>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.)</b>	N.A.
<b>Inter-se relationships between Directors</b>	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Kaustubh Dixit, Non- Executive Director of the Company.

**EXPLANATORY STATEMENT**  
**Pursuant to Section 102 of the Companies Act, 2013**

**Item No.3:**

Mr. Shantanu Dixit [DIN: 03146408], tenure as Whole Time Director of the Company expires on August 1, 2020. At the meeting of the Board of Directors of the Company held on June 30, 2020 the re-appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole Time Director for a period of 3(Three) years with effect from 2nd August, 2020 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company.

He has completed B.B.A in 2012 from Punjab technical University. He commenced business of trading & Energy Projects in the year 2012. Mr. Shantanu 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 Pradesh Today Media Group 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.

The principal terms and conditions of appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole Time Director inter alia contain the following.

The major terms and conditions proposed to be entered into by the Company with Mr. Shantanu Dixit [DIN: 03146408] in respect of his appointment, inter alia, contain the following:

Major Terms and Conditions of Mr. Shantanu Dixit [DIN: 03146408] as a Whole Time Director.

Mr. Shantanu Dixit [DIN: 03146408] as a Whole Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

The Agreement referred to in the resolution at item 3 of the accompanying notice sets out the remuneration and other terms and conditions applicable to Mr. Shantanu Dixit [DIN: 03146408] upon his appointment as the Whole Time Director.

The abstract of the terms and conditions of his appointment as mentioned in the said Agreement are as follows:

1. Period: 3 (Three) years appointed w.e.f. August, 2<sup>nd</sup>, 2020.
2. The Whole Time Director shall exercise and perform such powers and duties as

the Board shall from time to time determine and subject to any directions and restrictions given and imposed by the Board.

3. The Whole Time Director shall devote his whole-time attention and abilities to the business of the Company.

4. During the period of his employment, the Whole Time Director shall whenever require by the Company undertake such travelling in India/abroad as the Board may from time to time direct in connection with or in relation to the business of the Company.

5. Remuneration:

a). Salary of Rs.3,00,000/- per month.

b). Perquisites: In addition to the salary and commission, the Whole Time Director shall be entitled to the following perquisites, which are not part of remuneration.

c) Housing: The expenditure incurred by the Company on hiring furnished accommodation for the Whole Time Director will be subject to a maximum of sixty per cent of the salary. In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to the house rent allowance subject to the said ceiling of 60% of the salary.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of ten per cent of the salary of the Whole Time Director

i) Medical, hospitalization and health-care expenses: Actual expenses incurred for the Whole Time Director and his family including Mediclaim insurance policy premium to be paid by the Company.

ii) Leave travel concession: For the Whole Time Director and his family, once in a year incurred in accordance with any rules specified by the Company subject to a ceiling of one-month salary.

iii). Club fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

iv) Personal accident insurance: As per any rules specified by the Company.

v) Provident fund: Company's contribution to provident fund shall be as per the scheme applicable to the employees of the Company.



vi). Contribution to National Pension Scheme / Super Annuation Fund: Company's contribution to any national pension scheme or superannuation fund shall be in accordance with the rules of the scheme as may be applicable or as may be framed / decided by the Company.

vii). Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund and which shall not exceed half a month's salary for each completed year of service.

viii). Encashment of unavailed privilege leave at the end of the tenure of the appointment.

ix). Company maintained car with driver.

x). Land line telephone(s) at the residence and mobile phone(s) for official use.

6. In the event of no profit or inadequacy of profit, the Company shall pay the aforesaid remuneration by way of salary and perquisites as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 or with the approval of Central Government, if required.

7. The Whole Time Director shall be entitled to annual privilege leave on full salary for a period of thirty days and such leave shall be allowed to be accumulated for not more than one hundred twenty days during the tenure of this appointment.

8. The Whole Time Director shall be entitled to:

a) The reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company.

b). the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company.

9. The Whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

10. The Whole Time Director shall not become interested or otherwise concerned directly or through his wife and/ or children, in any selling agency of the Company.

11. The Whole Time Director shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company of any information or knowledge obtained by him during his employment as to the business or affairs of the Company.

12. The Whole Time Director shall, at the time of termination of his employment, deliver to the Company any property or other documents of the Company in his possession.

13. The Company may forthwith terminate the employment if the Whole Time Director shall at any time be prevented by ill-health or accident from performing his duties.

14. The Company shall be entitled to forthwith terminate the agreement if the Whole Time Director becomes insolvent or makes any composition or arrangement with his creditors or he ceases to be a Director of the Company.

15. In the case of death of the Whole Time Director in the course of his employment, the Company shall pay to his legal representatives the remuneration for the then current month in addition to such other sum as the Board may determine.

16. The Company may by giving not less than thirty days' notice in writing determine this agreement if the Whole Time Director is guilty of inattention to or negligence in the conduct of the Company's business.

17. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 60 days' notice in writing in that behalf without the necessity of showing any cause.

18. The terms and conditions including the remuneration payable to the Whole Time Director for the appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at the said resolution of the accompanying Notice for the approval of the Members.

Copy of the terms and conditions referred to in the Resolution would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working days, up to and including the date of the General Meeting.

Statement containing required information as per category A of part II of sub section II of the Schedule V of the Companies Act, 2013.