

# 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: U22120MO2010PLC024758

## **NOTICE OF EXTRA – ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra-Ordinary General Meeting of Madhya Pradesh Today Media Limited will be held on Tuesday, August 7, 2018 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:

### SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

#### **Appointment of Statutory Auditor of the Company:**

**“RESOLVED THAT** 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, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), are hereby appointed as sole Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Manohar Lala Jain & Company (Firm Registration No.002010C) Chartered Accountants to hold the office until the conclusion of ensuing Annual General Meeting of the Company, at remuneration of plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

**“FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

#### **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.**

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded including confirmation of actions taken hitherto, to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors constituted for the purpose) to create such mortgage, charge, hypothecation, transfer, sell and / or otherwise

dispose of all or any part of the immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/ or the issue of debentures/bonds whether partly/fully convertible or non-convertible (herein collectively referred to as "Loans") provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not at any time exceed Rs. 200 Crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person".

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

**Increase in Borrowing Limits of the Company under section 180(1)(c) of the Companies Act, 2013.**

**"RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures , bonds and/ or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs. 200 Crores (Rupees Two Hundred Crores Only).

**RESLOVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person".

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

**Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as May be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any subsidiary companies (including overseas subsidiaries) and / or give any guarantee or provide security in connection with a loan to any subsidiary company(ies) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies) (including overseas subsidiaries) upto an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESLOVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person”.

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution **as an Ordinary Resolution**.

**Appointment 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 appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole-Time Director cum CFO of the Company with effect from August 2, 2017 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  
For Madhya Pradesh Today Media Ltd.**

**Name: Hradayesh Kumar Dixit  
DIN: 03146320  
Designation: Managing Director**

**Date: July 10, 2018**

**Place: Bhopal**

Regd. Office:

Plot No.5, Press Complex,

Zone – I, M. P. Nagar,

Bhopal - 462 011

CIN: U22120MO2010PLC024758

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

Email Id: [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org)

Tel No.0755-30955555

**NOTES:**

1. **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 meeting. 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.
2. Every member entitled to vote at the Extra Ordinary General Meeting 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 Extra Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
4. Members are requested to inform the Company's Registrars and Share Transfer Agents Viz. M/s Bigshare Services Pvt Ltd, regarding changes, if any in their registered address with the PIN code number.
5. A Member may avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM", a person to whom his/her shares in the Company shall vest in the event of his/her death.
6. Electronic copy of the Notice of the Extra Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Notice of EGM is being sent in the permitted mode.
7. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Nomination Form, Attendance Slip and Proxy Form is being sent in the permitted mode.

8. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website, [www.pradeshtoday.com](http://www.pradeshtoday.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Bhopal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost.
9. Voting through electronic mean
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

**PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

- I. The Voting period begins on **Friday the 3<sup>rd</sup> August, 2018 at 9.00 am and ends on Monday the 6<sup>th</sup> August, 2018 till 5.00 p.m.** During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of **Tuesday the July 31<sup>st</sup> 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.

- II. In case of members receiving e-mail:
  - a. Open e-mail
  - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - c. Now click on "Shareholders" tab
  - d. Now, select the "COMPANY NAME" from the drop-down menu and click on "SUBMIT"

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e. 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.

f. Next enter the Image Verification as displayed and Click on Login.

g. 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.

h. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.</li></ul>
DOB#	<p>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.</p>

i. After entering these details appropriately, click on "SUBMIT" tab.

j. Members holding shares in physical form will then reach directly 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.

k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



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- In case you have any queries 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)

In case of members receiving the physical copy:

Please follow all steps from SR. NO. b to SR. NO. r above to cast vote.

#### Other Instructions:

- The voting period begins Friday the August 3<sup>rd</sup>, 2018 at 9.00 am and ends on Monday the August 6<sup>th</sup>, 2018 till 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 i.e. Tuesday the July 31<sup>st</sup> 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting
- 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads Section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 **i.e. Tuesday the July 31<sup>st</sup> 2018.**

- Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
  - The results of the e-voting along with the scrutinizers report shall be placed in the Company's website [www.pradeshtoday.com](http://www.pradeshtoday.com) and on the website of CDSL within forty-eight hours of passing of the resolution at the Extra Ordinary General Meeting of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
  - Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than Monday the August 6<sup>th</sup> 2018 (5.00 pm IST)
  - Ballot Form received after this date will be treated invalid.
  - A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of the Extra Ordinary General Meeting of the Company.
11. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Notice of Extra Ordinary General Meeting through electronic mode. However, if required the copy of the Notice of Extra Ordinary General Meeting shall be provided to the shareholder at the Extra Ordinary General Meeting.

The Members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Shantanu Dixit
Director Identification Number	DIN: 03146408
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Shantanu Dixit (DIN: 03146408) aged 27 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
No. of shares held in the Company	12,09,600
Directorships & 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 & Chairmanship of Audit Committee & Stakeholder's Relationship Committee have been included.)	N.A.
Inter-se relationships between Directors	Son of Mr. Hradayesh Dixit and brother of Mr. Kaustubh Dixit

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

**Item No. 1**

The Board of Directors at its meeting held on November 4, 2017, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), as a joint Statutory Auditors of the Company to hold office till the conclusion of ensuing Annual General Meeting to be held in the year 2018 subject to approval of shareholders.

M/s. Manohar Lala Jain & Company (Firm Registration No.002010C) Chartered Accountants, vide their letter dated 12th May, 2018 has resigned from the position of Joint Statutory Auditors of the Company. After resignation of Joint Auditor, M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C) continued to act as sole Statutory Auditor subject to approval of shareholders.

Pursuant to section 139(8)(i) of the Companies Act, 2013 the shareholders approval required within three months from the resignation of Auditor, hence the company has obtained shareholders approval in the ensuing Extra -Ordinary General Meeting.

The Company has received consent letter and eligibility certificate from M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), to act as Statutory Auditors of the Company in place of M/s. Manohar Lala Jain & Company (Firm Registration No.002010C) Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

**Item No. 2:**

The members of the Company at their Extra ordinary General Meeting held on May 26th 2015 by way of a Special Resolution under section 180 (1) (a) of the companies Act, 2013, had authorised the Board to create charges and/or mortgages on all or any of the moveable and immoveable properties of the Company in favour of the banks, financial institutions, non-banking finance companies and other lending agencies upto an aggregate amount of Rs.100 Crores.

As per provisions of Section 180 (1) (a) of the companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution.

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only).

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the notice. The Directors recommend the resolution for approval by the members.

**Item No. 3:**

In view of the business expansion, the Company would require, from time to time, additional banking facilities to meet the funding requirements of the Company. Considering the quantum of present borrowing already sanctioned by the Bank and proposed sum intended to be borrowed by Company at a future date (subject to approval of members), it is therefore proposed that the existing borrowing limits of Rs.100,00,00,000/- (Rupees One Hundred Crore Only) be increased to Rs. 200 Crores (Rupees Two Hundred Crores Only).

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the notice. The Directors recommend the resolution for approval by the members.

**Item No.4.**

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act,2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher. Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act,2013.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the notice. The Directors recommend the resolution for approval by the members.

**Item No.5:**

Based on recommendations of Nomination and Remuneration Committee in its meeting held on August 2, 2017, the Board of Directors at their meeting held on August 2, 2017, recommended the appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole-Time Director cum CFO of the Company w.e.f August 2, 2017 for a period of 3(Three) years on the terms and conditions as specified below, subject to approval of shareholders.

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.

: 15 :

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 5 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>, 2017.
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.
  - c). 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.
    - i) 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.

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

iii) 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.

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

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

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

vii). 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.

viii). 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.

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

x). Company maintained car with driver.

xi). 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.

**I. General Information:**

- (1) Nature of industry: Publication of Newspaper, Advertisement & Media related activities
- (2) Date or expected date of commencement of commercial production:18/11/2010
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial performance based on given indicators:

<b>Particulars</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Gross Income	19,27,55,007	15,24,25,146	15,41,15,764
Profit before Tax	3,52,24,376	1,09,70,713	70,84,675
Profit after Tax	2,35,52,151	67,69,601	45,88,535
Net worth	4,69,74,263	2,34,22,112	1,66,52,511

- (5) Foreign investments or collaborations, if any: Not Applicable.

**II. Information about the appointee:**

(a)	Back Ground Details	A brief Profile of Mr. Shantanu Dixit is given herein above.
(b)	Past Remuneration	Nil
(c)	Job profile and his suitability	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.
(d)	Remuneration proposed	Rs.3,00,000/-

(e)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no Companies of the same size in the industry; as such there is no statistics available of comparative remuneration profiles. While deciding the remuneration payable to Mr. Shantanu Dixit, the Nomination and Remuneration Committee and the Board inter alia considered the compensations levels for similar positions in the Media industry and comparable organisations and have considered the proposed levels as appropriate and reasonable
(f)	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any	Besides the proposed remuneration, Mr. Shantanu Dixit does not have any other pecuniary relationship with the Company. Son of Mr. Hradayesh Dixit and brother of Mr. Kaustubh Dixit

### III. Other information:

(1)	Reasons of loss or inadequate profits	High operating cost.
(2)	Steps taken or proposed to be taken for improvement	All efforts are now being focused to improve circulations sales and increasing advertisement income including Corporate Advertisement, Local Advertisement, Upcountry Advertisement & Government Advertisement. We are also in process to upgrade our existing unit offices for generating revenues. We have built a strong network of distributors including Cash Sellers for instant delivery of newspaper to each and every corner of Area's. Each City is divided into certain zones and each zone has their individual Leader. The leader develops its own team of distributors. With this large network, we can provide timely delivery of our Product.
(3)	Expected increase in productivity and profits in measurable terms	The Company increases the revenue and profits by improved margins in the current year.

### (IV). Disclosures:

1. The shareholders of the company shall be informed the remuneration package of the managerial person.

2. The following disclosures shall be mentioned in the Board of Directors report under the heading "Corporate Governance" if any attached to the annual report:

- (i) All elements of remuneration package such as salary benefits, bonuses, stock options, pension, etc to all the directors.
- (ii) Details of fixed component and performance linked incentives along with the performance criteria.
- (iii) Service contracts notice period severance fees
- (iv) Stock option details, if any and whether the same has been issued at a discount as well as the period over which occurred and over which exercisable.

~ As mentioned in the Annual Report ~

Except Mr. Shantanu Dixit, being appointee, Mr. Hradayesh Dixit and Mr. Kaustubh Dixit his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**By order of the Board  
For Madhya Pradesh Today Media Ltd.  
Sd/-**

**Name: Hradayesh Kumar Dixit  
DIN: 03146320  
Designation: Managing Director**

**Date: July 10, 2018**

**Place: Bhopal**

Regd. Office:

Plot No.5, Press Complex,

Zone – I, M. P. Nagar,

Bhopal - 462 011

CIN: U22120MO2010PLC024758

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

Email Id: [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org)

Tel No.0755-30955555

# 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@preaeshtoday.org](mailto:cs@preaeshtoday.org), Phone:0755-30955555,3095500  
CIN: U22120MO2010PLC024758

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 Extra General Meeting, to be held on August 7<sup>th</sup>, 2018 at 2.00 p.m. at the registered office of the Company 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
1.	Appointment of M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), as a Statutory Auditor of the Company.		
2.	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.		
3.	Increase in Borrowing Limits of the Company under section 180(1)(c) of the Companies Act, 2013.		

4.	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013		
5.	Appointment of Mr. Shantanu Dixit [DIN: 03146408] as Whole-Time Director cum CFO of the Company.		

Signed this ..... day of .....2018

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 authorised 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](http://www.pradeshtoday.com) Email Id: [cs@preaeshtoday.org](mailto:cs@preaeshtoday.org), Phone:0755-30955555,3095500  
CIN: U22120MO2010PLC024758

ATTENDANCE  
SLIP  
Extra Ordinary 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 Extra Ordinary General Meeting of the Company held on Tuesday the August 7, 2018 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

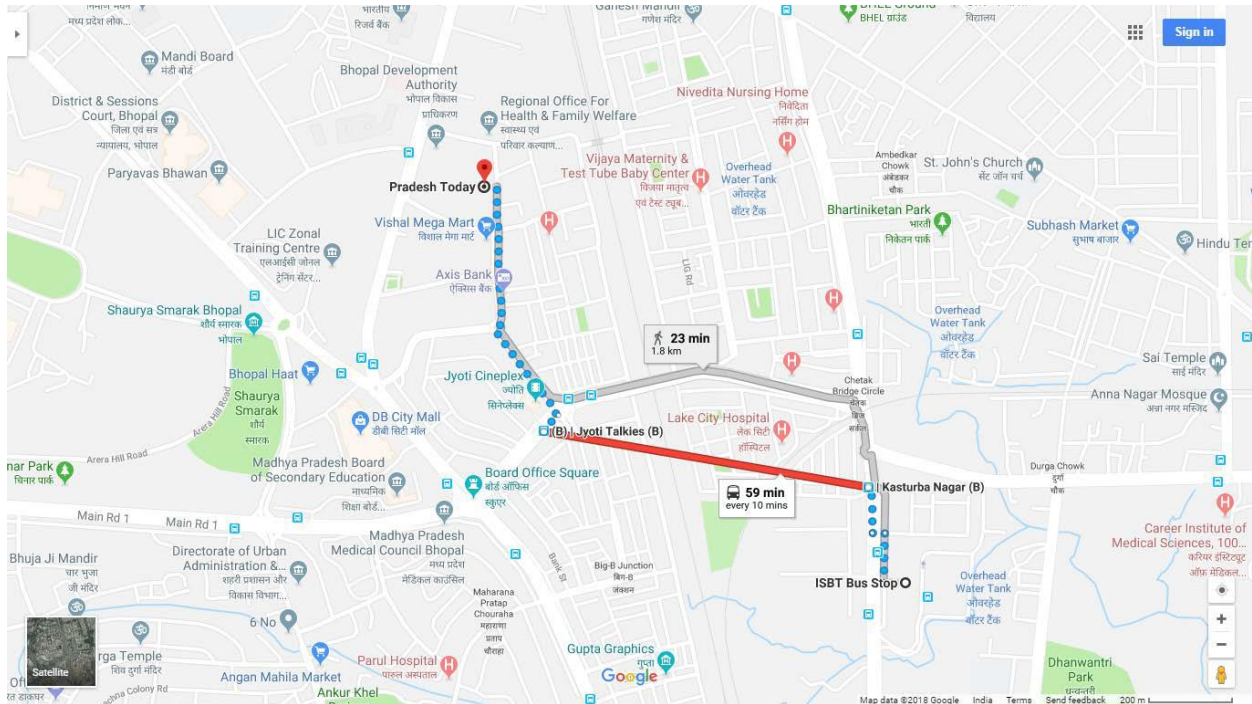
PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

\_\_\_\_\_  
Signature of the Member/Proxy

# MADHYA PRADESH TODAY MEDIA LIMITED

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





## MADHYA PRADESH TODAY MEDIA LIMITED

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CIN: U22120MO2010PLC024758

### ASSENT/ DISSENT FORM FOR VOTING ON EOGM RESOLUTIONS

1. Name(s) & Registered Address:  
Of the sole / first named  
Member
2. Name(s) of the Joint-Holder(s) :  
If any
3. i) Registered Folio No. :  
ii) DP ID No & Client ID No.  
[Applicable to Members  
Holding shares in dematerialized  
Form]
4. Number of Shares(s) held :
5. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra Ordinary General Meeting dated August 7, 2018 by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

SR. No	Resolutions	Optional **	
<b>Special Business</b>			
1.	Appointment of M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), as a Statutory Auditor of the Company.		
2.	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.		
3.	Increase in Borrowing Limits of the Company under section 180(1)(c) of the Companies Act, 2013.		
4	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.		
5	Appointment of Mr. Shantanu Dixit [DIN: 03146408] as the Whole-Time Director cum CFO of the Company.		

Place:  
Date:

Signature of the Member  
Or  
Authorized Representative

- Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.  
ii) Last date for receipt of Assent/ Dissent Form: **August 6, 2018** (5.00 pm IST)  
iii) Please read the instructions printed overleaf carefully before exercising your vote.

## **General Instructions**

1. Shareholders have option to vote either through e-voting i.e. electronic means to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through physical assent/dissent shall be considered, subject to the assent/dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The notice of Extra Ordinary General Meeting is dispatched to the members whose names appear on the Register of Members as on 13<sup>th</sup> July, 2018.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

## **Instructions for voting physically on Assent / Dissent Form**

1. A member desiring to exercise vote by Assent/ Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 p.m. on 6<sup>th</sup> August, 2018. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.