

07<sup>th</sup> August, 2018

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 Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, This is to inform you that the Annual General Meeting (AGM) of the Members of Madhya Pradesh Today Media Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 02:00 P.M. at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India, to transact the businesses set out in the AGM Notice dated 29th August, 2018. The copy of an AGM Notice is attached.

Further, we would like to inform you that Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide to its shareholders, the facility to exercise their right to vote by electronic means. The business to be transacted at the AGM may also be transacted through electronic means. The company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The facility is available to the shareholders holding shares as on 22nd September, 2018 (cut-off date for E-voting) who will be entitled to cast their votes during the e-voting period begins on Tuesday, the September 25, 2018 at 9.00 A.M.(IST) and ends on Friday, September 28, 2018 at 5.00 P.M. (IST).

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

Thanking you,  
Yours Truly,

For Madhya Pradesh Today Media Limited

Anuj Agrawal  
Company Secretary & Compliance Officer

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



Encl: as above.

REG. OFFICE: PLOT NO. 5, PRESS COMPLEX, ZONE - I, M.P. NAGAR, BHOPAL-462011

CIN: L22120MP2010PLC024758

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

Madhya Pradesh Today Media Ltd.

Branch Office - 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 : 0761-4002555 Gwalior : 2, Samraahi Mansion Koteswar Road Vanav Nagar, Gwalior Raipur : 22/403, Ashok Ratan, Vidhansabha Road, VIP Estate, Raipur (CG), Delhi: B-14, Shashi Gardens Mayur Vihar-1 Delhi-1100091 Mumbai : Flat No. 402, Vandana Apartment Telephone Exchange Mahada Colony Andheri (West)

MADHYA PRADESH TODAY MEDIA LIMITED

**BOARD OF DIRECTORS**

Mr. Hradayesh Kumar Dixit	Chairman cum Managing Director
Mr. Shantanu Dixit	Whole-Time-Director & Chief Financial Officer
Mr. Kaustubh Dixit	Director
Mr. Nitin Maheshwari	Director
Ms. Ruchi Sohani	Director

**CHIEF FINANCIAL OFFICER**

Mr. Shantanu Dixit

**COMPANY SECRETARY**

Mr. Anuj Agrawal

**AUDITOR**

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

**SECRETARIAL AUDITOR**

M/s. Ritesh Gupta & Co., Company Secretary, Indore

**REGISTERED OFFICE**

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

**EMAIL**

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

**Website**

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

**CIN: L22120MP2010PLC024758**

**BANKERS**

ICICI Bank Limited  
IDBI Bank Limited  
State Bank of India  
HDFC Bank Limited  
Punjab National Bank  
Bank of Maharashtra  
Toyota Financial Services India Ltd  
Volkswagen Finance Pvt. Ltd.

**REGISTERED TRANSFER AGENT**

Bigshare Services Pvt. Ltd  
Bharat Tin Works Building, 1<sup>st</sup> Floor, Opp. Vasant Oasis  
Next to Keys Hotel, Makwana Road, Andheri – East  
Mumbai – 400059, India  
Direct: - 022-62638236

**INFORMATION TO SHAREHOLDERS**

Annual General Meeting  
Day & Date: Saturday, 29<sup>th</sup> September 2018  
Time: 02:00 PM  
Venue: Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal - 462011, MP  
Date of Book Closure: Sunday, 23<sup>rd</sup> September, 2018 to Sunday, 29<sup>th</sup> September, 2018 (both days inclusive)

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**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: 0755-3095555, 3095500

CIN: L22120MP2010PLC024758

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **8<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited** will be held on Saturday the September 29, 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:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend for the financial year 2017-18.
3. 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.
4. Appointment of Statutory Auditor of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(2) and other applicable provisions of the Companies Act, 2013(including any statutory modifications or re-enactment thereof for the time being in force) read with Companies(Audit and Auditors) Rules, 2014 M/s. P.K. Shishodiya & Co., Chartered Accountants, (Firms Registration No.003233C), be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years from conclusion of 8<sup>th</sup> Annual General Meeting until the conclusion of 13<sup>th</sup>Annual General Meeting at such remuneration plus applicable tax and out of pocket expenses for the financial year 2018-2019 as recommended by the audit committee and as may be mutually decided by the Managing Director of the Company and the Statutory Auditors.

**"RESOLVED FURTHER THAT** to give effect to above resolution, Board of Directors be and are hereby authorised to take all necessary steps and to do all such acts deeds, matters and things which may deem necessary in this behalf.

**SPECIAL BUSINESS:**

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

Revision in Remuneration payable to Mr. Hradayesh Kumar Dixit [DIN: 03146320], Managing Director of the Company:

**“RESOLVED THAT** pursuant to the provisions of Section 196,197,203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”), consent of the members of the Company be and is hereby accorded for payment of revised remuneration of Rs. 60,00,000/-per Annum. Mr. Hradayesh Kumar Dixit [DIN: 03146320], Managing Director, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter or vary the remuneration not exceeding the ceiling laid down in Schedule V till the remaining tenure of his appointment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

**Place: Bhopal**  
**Date: August 28, 2018**

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

**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 meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- 2). Every member entitled to vote at the 8<sup>th</sup> Annual General Meeting (AGM) of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the 8<sup>th</sup> and ending on the conclusion of the meeting. However, a prior notice of not less than 03 (Three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
- 3). Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 8<sup>th</sup> AGM as set out in the Notice is annexed hereto.
- 4). The Company has notified closure of Register of Members and Share Transfer Books from Sunday the September 23<sup>rd</sup>. 2018 to Saturday the September 29, 2018 (both days inclusive) Books for the purpose of 8<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited.
- 5). A route map showing directions to reach the venue of the 8<sup>th</sup> AGM is given along with this Annual Report as per requirement of the Secretarial Standards – 2 on General Meeting.
- 6). 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.**
- 7). Corporate members intending to send their authorised representatives to attend the 8<sup>th</sup> AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the 8<sup>th</sup> AGM.
- 8). In case of joint holders attending the 8<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 9). Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 8<sup>th</sup> AGM.
- 10). 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 2017 ~ 2018 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.
- 11). 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.
- 12). Members desiring any relevant information on accounts at the 8<sup>th</sup> AGM are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 8<sup>th</sup> AGM, so as to enable the Company to keep the information ready.
- 13). Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members

are requested to produce the attendance slip duly signed along with photo identity proof i.e. PAN Card / Driving licence / Passport Copy, if any, at the entrance of venue.

- 14). Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital & Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
- 15). 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.
- 16). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 17). Members please note that as a measure of economy, copies of the 8<sup>th</sup> Annual Report will not be distributed at the 8<sup>th</sup> AGM venue.
- 18). 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.
- 19). 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.
- 20). 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.
- 21). Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
- 22). In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the 8<sup>th</sup> AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday the September 22, 2018, may cast their vote electronically.
- 23). In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements [LODR]), Regulations, 2015 hereinafter referred to as "Listing Regulations (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the 8<sup>th</sup> AGM.
- 24). Shri Hemant Auti, Partner of M/s. HS Associates, Company Secretaries, C.P. No. 20786; Practicing Company Secretary [Membership No. ACS: 51703], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 25). The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.

- 26). The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 27). Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
- 28). Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Hemant Auti, Partner of M/s. HS Associates, Company Secretaries, C.P. No.20786; Practicing Company Secretary [Membership No. ACS: 51703], at the Registered Office of the Company not later than, Friday the September 28, 2018 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach to our Registered Office i.e. Madhya Pradesh Today Media Limited, Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011 not later than Friday the September 28, 2018 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
- 29). 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 25, 2018 at IST 9.00 a.m. and ends on Friday, September 28, 2018 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Saturday the September 22, 2018, i.e. the date prior to the commencement of book closure being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](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):
- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.
- C. **Other instructions:**
- 1). The e-voting period commence on Tuesday September 25, 2018 at IST 9.00 a.m. and ends on Friday, September 29, 2018 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday the September 22, 2018 may cast their vote electronically.
  - 2). The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Saturday the September 22, 2018.
  - 3). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 4). The scrutinizer shall, immediately after the conclusion of voting at the 8<sup>th</sup>AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the



same.

- 5). The Results declared along with the Scrutinizers Report shall be placed on the Company's website [www.centennialindia.com](http://www.centennialindia.com) and on the website of CDSL [www.evoting.cdsi.com](http://www.evoting.cdsi.com) immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- 6). The shareholders can also access the Annual Report 2017 ~ 2018 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e. [www.pradeshtoday.com](http://www.pradeshtoday.com) or on Stock Exchange website, which is [www.nseindia.com](http://www.nseindia.com).
- 7). Members are requested to come and occupy their seats at least 15 minutes before commencement of 8<sup>th</sup>AGM. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, pens with camera etc., will NOT be allowed along with members / proxies in the 8<sup>th</sup>AGM venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 8<sup>th</sup>AGM venue at the owners' risk.
- 8). Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
- 9). As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 8<sup>th</sup> AGM".

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

**Sd/-  
Anuj Agarwal  
Company Secretary**

**Place: Bhopal**  
**Date: August 28, 2018**  
**Registered Office:**  
**Plot No.5, Press Complex, Zone - I, M. P. Nagar,**  
**Bhopal - 462 011**

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

<b>Name of the Director</b>	Mr. Kaustubh Dixit
<b>Director Identification Number</b>	07219025
<b>Date of appointment</b>	July 28, 2017
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Mr. Kaustubh Dixit is Non-Executive Director of the Company 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>	20 Equity Shares
<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.

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013

## Item No.5:

Shri. Hradayesh Kumar Dixit (DIN: 00223346) was appointed as Managing Director of the Company w.e.f. 05<sup>th</sup> July, 2017 in the Board Meeting held on 05<sup>th</sup> July, 2017 and shareholders had given their consent in the Annual General Meeting held on 27<sup>th</sup> July, 2017. Shareholders' approval was also obtained for payment of remuneration as per Section 197 and Schedule V, however, as per the circular dated 12<sup>th</sup> September, 2016, the Schedule V has been revised and pursuant to which consent of the shareholders for the revised limit is to be obtained. The revised remuneration is recommended by the Nomination and Remuneration committee in its meeting held on 28<sup>th</sup> August, 2018 and approved in the Board Meeting held on 28<sup>th</sup> August, 2018.

Shri. Hradayesh Kumar Dixit (DIN: 00223346) is very qualified and holds a Master degree in Journalism. He has more than 20 years of experience in the publishing and newspaper business and has been a part of organization since inception. Under his assistance Pradesh Today Media Group publishes Hindi Daily Evening Newspaper called "Pradesh Today" in over 52 districts in Madhya Pradesh circulated daily. He is responsible for our long-term vision and monitoring our Company's performance and devising the overall business plans. Under his dynamic leadership with clear future vision, the Company has progressed to become one of the largest read newspaper of Madhya Pradesh and with multiple States.

The major terms and conditions proposed to be entered into by the Company with Shri. Hradayesh Kumar Dixit (DIN: 00223346) in respect of his revised remuneration, inter alia, contain the following:

**MAJOR TERMS AND CONDITIONS OF SHRI. HRADAYESH KUMAR DIXIT (DIN: 03146320)****I] Terms & Conditions**

1.	<b>Name &amp; Designation of Director</b>	:	<b>Mr. Hradayesh Kumar Dixit</b>
2.	Date of Appointment	:	<b>5<sup>th</sup> July, 2017</b>
3.	Period	:	<b>Remaining tenure of his appointment (i.e. from 1<sup>st</sup> October, 2018 to 4<sup>th</sup> July, 2022)</b>
4.	Salary (p.m.)	:	<b>5,00,000/- P.M.</b>
5.	<b>Minimum Remuneration</b>	:	<b>In the event of losses or insufficient profits, the company proposed to pay above mentioned remuneration as a minimum remuneration to alter or vary the remuneration not exceeding the ceiling laid down in Schedule V till the remaining tenure of his appointment.</b>

**II DUTIES & PERQUISITES:**

1. The Managing Director shall exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time determine, and subject to any directions, and restrictions, time to time given and imposed by the Board, he shall have the general control, management and superintendence of the business of the Company and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
2. The Managing Director shall throughout the said term devote the whole of his time, attention and abilities to the business of the Company, and shall obey the orders from time to time, of the Board and in all respects, conform to and comply with the directions and regulations made by the Board, and shall well and faithfully serve the company and use his utmost endeavors to promote the interest thereof.
3. The Company shall pay to the Managing Director during the continuance of this Agreement in consideration of the performance of his duties.
  - I. A salary at the rate of **Rs. 5,00,000/-** (Rupees Five Lakhs only) per month which may be reviewed by the

Board.

- II. The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company.
  - III. The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
  - IV. Reimbursement of medical and hospitalization expenses of the Managing Director and his family in accordance with the Company policy.
  - V. Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
  - VI. Bonus for the financial year, at the discretion of the board.
  - VII. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
  - VIII. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
  - IX. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
4. This agreement and the terms and conditions hereof shall be subject to the approval of the shareholders of the company in general meeting under the relevant provisions of the Companies Act, 2013 if necessary.

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 Annual 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.

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

General Information:

Particulars	2018	2017	2016
Gross Income	23,43,35,105	19,27,55,007	15,24,25,146
Profit before Tax	4,42,27,790	3,52,24,376	1,09,70,713
Profit after Tax	3,07,34,895	2,35,52,151	67,69,601
Net worth	21,67,28,189	4,69,74,263	2,34,22,112

(1) Foreign investments or collaborations, if any: Not Applicable

I. Information about the appointee:

<b>(a)</b>	<b>Back Ground Details</b>	<b>A brief Profile of Mr. Hradayesh Kumar Dixit is given herein below</b>
<b>(b)</b>	Past Remuneration	Rs. 3,00,000/-
<b>(c)</b>	Job profile and his suitability	Mr. Hradayesh Dixit (DIN: 03146320) 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 has been on the Board of Company since inception. He has more than 3 decade's experience in the publishing and newspaper business. Under his guidance Pradesh Today is Madhya Pradesh's biggest evening newspaper.
<b>(d)</b>	Remuneration proposed	Rs. 5,00,000/-
<b>(e)</b>	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. Hradayesh Kumar 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.
<b>(f)</b>	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any	Besides the proposed remuneration, Mr. Hradayesh Kumar Dixit does not have any other pecuniary relationship with the Company. Father of Mr. Shantanu Dixit and Mr. Kaustubh Dixit

II. 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.

Except Mr. Hradayesh Dixit, being appointee, Mr. Shantanu 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.

(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 ~

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

**Sd/-**

**Anuj Agarwal**  
**Company Secretary**

**Place: Bhopal**  
**Date: August 28, 2018**  
**Registered Office:**  
**Plot No.5, Press Complex, Zone - I, M. P. Nagar,**  
**Bhopal - 462 011**

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:0755-3095555,3095500  
CIN: L22120MP2010PLC024758

- ❖ **Form No. MGT – 11-Proxy Form**
- ❖ **Attendance Slip**
- ❖ **Form No. SH-13-Nomination Form**
- ❖ **Form No. SH-14**
- ❖ **Route Map**

## 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:0755-3095555,3095500  
 CIN: L22120MP2010PLC024758

Form No. MGT – 11

## PROXY FORM

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

Name of the Member(s): .....  
 Registered address: .....  
 E-mail ID:.....  
 Folio No. / DP ID and Client ID: .....

I/We, being the Member(s) of ..... Shares of the above-named Company, hereby appoint

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

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

3. Name:..... E-Mail ID: .....  
 Address: .....  
 Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Annual General Meeting, to be held on September 29<sup>th</sup>, 2018 at 2.00 p.m. at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

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

Resolution No.	Description	For	Against
	<b>Ordinary Businesses</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.		
2.	To confirm the payment of Interim Dividend for the financial year 2017-18.		
3.	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.		
4.	Appointment of M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), as a Statutory Auditor of the Company.		
	<b>Special Business</b>		
1.	Revision in Remuneration payable to Mr. Hradayesh Kumar Dixit [DIN: 00223346], Managing Director of the Company.		

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



**ANNUAL REPORT-2017-18**  
**MADHYA PRADESH TODAY MEDIA LIMITED**

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, 30955500

CIN: L22120MP2010PLC024758

**ATTENDANCE SLIP**

**Annual General Meeting**

**ATTENDANCE SLIP**

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

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

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday the September 29, 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



**FORM NO SH-13**

**Nomination Form**

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

To,  
Madhya Pradesh Today Media Limited  
Plot No.5, Press Complex, Zone – I,  
M. P. Nagar, Bhopal - 462011

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

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

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

PARTICULARS OF NOMINEE/S –

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

IN CASE NOMINEE IS A MINOR -

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

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



**Form No. SH-14**

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

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

I/We hereby cancel the nomination(s) made by me/us in favor of.....  
.....(name and address of the nominee) in respect of the below mentioned securities

Or

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

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

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

**PARTICULARS OF NOMINEE/S**

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

**IN CASE NOMINEE IS A MINOR -**

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

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

- The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.

2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s\_ Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059 Tel: (022) - 40430200 / 62638200 Email: info@bigshareonline.com  
  
The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
7. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
8. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
9. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.

**ROUTE MAP**







