

पूरा सच, बेहिचक

# प्रदेश टुडे

मप्र, छग, उप्र, गुजरात, जयपुर, महाराष्ट्र एवं नई दिल्ली से प्रकाशित



MADHYA PRADESH TODAY MEDIA LIMITED  
**ANNUAL REPORT**  
2019-2020



## MADHYA PRADESH TODAY MEDIA LTD.

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## INTRODUCTION



### MADHYA PRADESH TODAY MEDIA LTD.

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

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

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

Quick and accurate analysis is the key element, which is an ultimate derivative of stimulation of imagination, emergence of innovative ideas and

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

## **FOUNDATION OF PRADESH TODAY**

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

## **MOVING TO THE FUTURE**

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

Madhya Pradesh Today Media Ltd. meets this challenge with a determination to bond with clients, readers, and Subscribers even closer to the organization. It continues to be the Pradesh Today's primary purpose for the development of the state and helping the people to face the challenges of

tomorrow. At the same time the Pradesh Today will continue to improvise over its entire product range so that its latest products will always be ready to face the competition.

## **OUR BUSINESS STRATEGIES**

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

After very short period of time, Pradesh Today became popular evening newspaper of Madhya Pradesh. Keeping the journey and after covering entire evening market all over the Madhya Pradesh state (cities such as Bhopal, Indore, Gwalior, Jabalpur etc.). Pradesh Today penetrated further with the launch of morning newspaper in upcountry i.e all districts of Madhya Pradesh State. Due to both formats, we are getting double business in market which is helping us to get more Profit.

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

Pradesh Today is continuously organizing every year huge events for its brand promotion all over India. It is the only print media house that is conducting –International Auto Show from the beginning of the newspaper. Reputed international brands have already participated in this big event like Aston Martin, Ferrari, Lamborghini, Maserati, Porsche, Mercedes, Audi, BMW, Polaris etc. International Auto show provides local automobile dealers a big platform for their brand Promotions as well as Sale of Vehicle also. Pradesh Today is also organizing every year events including PatangMahotsav, Garbaa, Amrit Millan Samaroh.



## OUR VISION

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

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

## MISSION

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

## COMPANY'S MISSION STATEMENT

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

**MADHYA PRADESH TODAY MEDIA LIMITED  
CORPORATE INFORMATION**

<b>Board of Directors</b>	
<b>Mr. Hradayesh Kumar Dixit</b>	<b>Chairman cum Managing Director</b>
<b>Mr. Shantanu Dixit</b>	<b>Whole Time Director &amp; CFO</b>
<b>Mr. Kaustubh Dixit</b>	<b>Non-Executive Director</b>
<b>Mr. Nitin Maheshwari</b>	<b>Non-Executive Independent Director</b>
<b>Mrs. Ruchi Sogani</b>	<b>Non-Executive Independent Director</b>

<b>Chief Financial Officer</b>
<b>Mr. Shantanu Dixit</b>

<b>Company Secretary &amp; Compliance Officer</b>
<b>Mr. Anuj Agrawal</b>

<b>Auditor</b>
<b>M/s. P.K. Shishodiya &amp; CO., Chartered Accountants, Indore</b>

<b>Secretarial Auditor</b>
<b>M/s. HS Associates., Company Secretary, Mumbai.</b>

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

<b>Nomination and Remuneration Committee</b>		
<b>Name of the Directors</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Nitin Maheshwari	Chairman	Independent Director
Mrs. Ruchi Sogani	Member	Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

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

**Registered Office:**

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

**Bankers & Financial Institutions**

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

**Registered Transfer Agent**

Bigshare Services Pvt. Ltd  
CIN: U99999MH1994PTC076534  
Bharat Tin Works Building, 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: Tuesday, 29<sup>th</sup> September 2020  
Time: 02:00 PM  
Venue: Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal - 462011, MP

**Date of Book Closure**

Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020  
(both days inclusive)



## LETTER FROM CHAIRMAN

**“Silence becomes cowardice when occasion demands speaking out the whole truth and acting accordingly.”**

**Mahatma Gandhi**

**Dear Fellow Shareowners,**

**Congratulations on 10 successful years of our company. Over the 10 years, we have grown our business, expanded our readership base, and sustained our position as a credible and influential media company.**



**Hradayesh Kumar Dixit**  
**Chairman and Managing Director**

**I am pleased to share with you Company's financial performance for the FY 2019-20, As you already aware that These are tough times, but we shall prevail. The COVID-19 pandemic is testing the will of nations and the resilience of people around the world. It is a very painful test that continues to take away precious lives in many countries.**

**FY 2019-20 saw deepening slowdown in the economy, followed by the outbreak of the COVID-19 pandemic that led to the most stringent lockdown of the world in the last quarter of the financial year. The lockdown impacted the economy but uncertainties around the local lockdowns are proving to be still more difficult to cope with.**

**I am pleased to share our financials with our esteemed members of the company; In FY 2019-20, our total revenue amounted to Rs. 2796.54 Lakhs as against Rs. 2939.95 Lakhs in the previous year. The Operating Profit before Taxation (PBT) amounted to Rs. 593.10 Lakhs as against Rs. 628.70 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 435.35 Lakhs as against Rs. 447.20 Lakhs in previous year.**

**Our advertising revenues slightly decline by 1.42 % to 2312.07 Lakhs in FY 2019-20 against 2345.33 Lakhs in the previous year. Our circulation revenue decline by 8.20% to 419.10 Lakhs during FY 2019-20, compared to 456.588 Lakhs in FY 2018-19.**



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

We have never been in such uncertain times for as long as I can remember. However, as A Company, we acted with speed to sense the pandemic's impact, which helped us in timely initiation of actions. These steps included rationalizing cost and augmenting liquidity for smooth operations.

I assure that regardless of challenges and difficulties, we will always remain committed to work in the interests of our employees, business partners, shareholders, society and other stakeholders and will be agile to capitalise on any opportunity these bad times may offer.

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

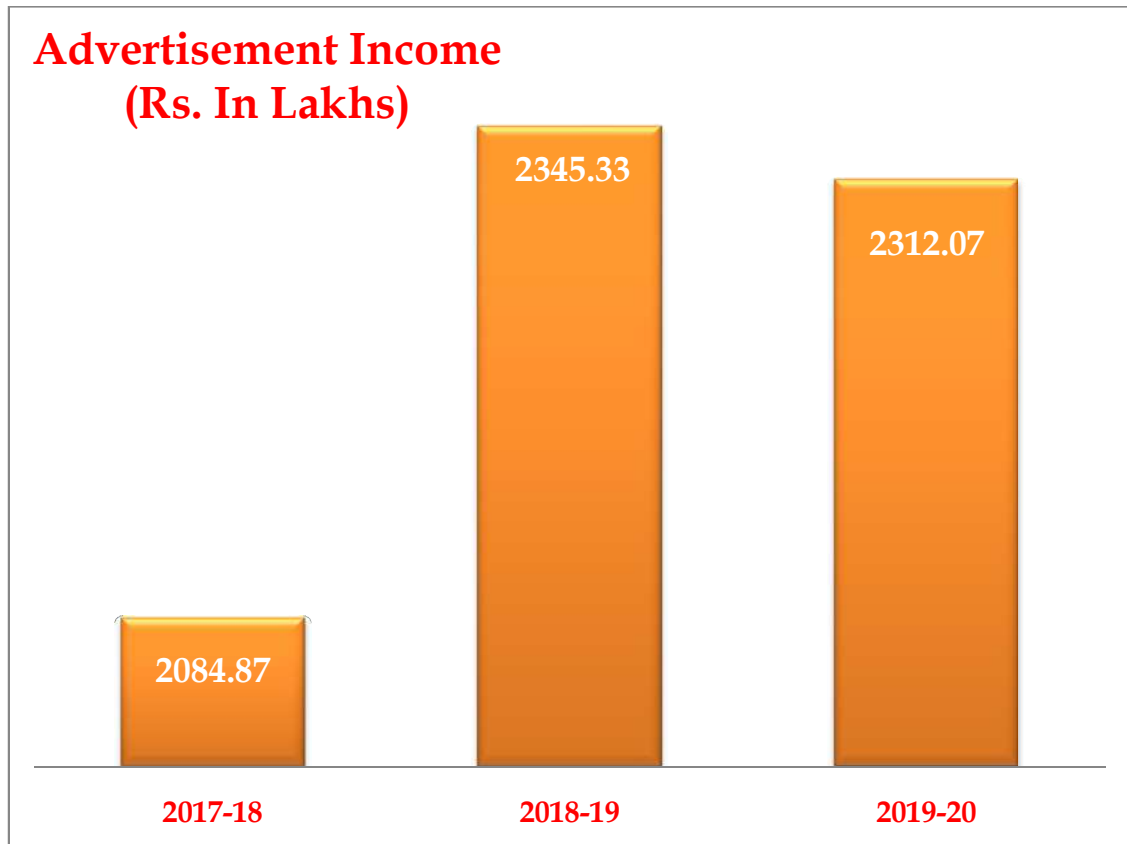
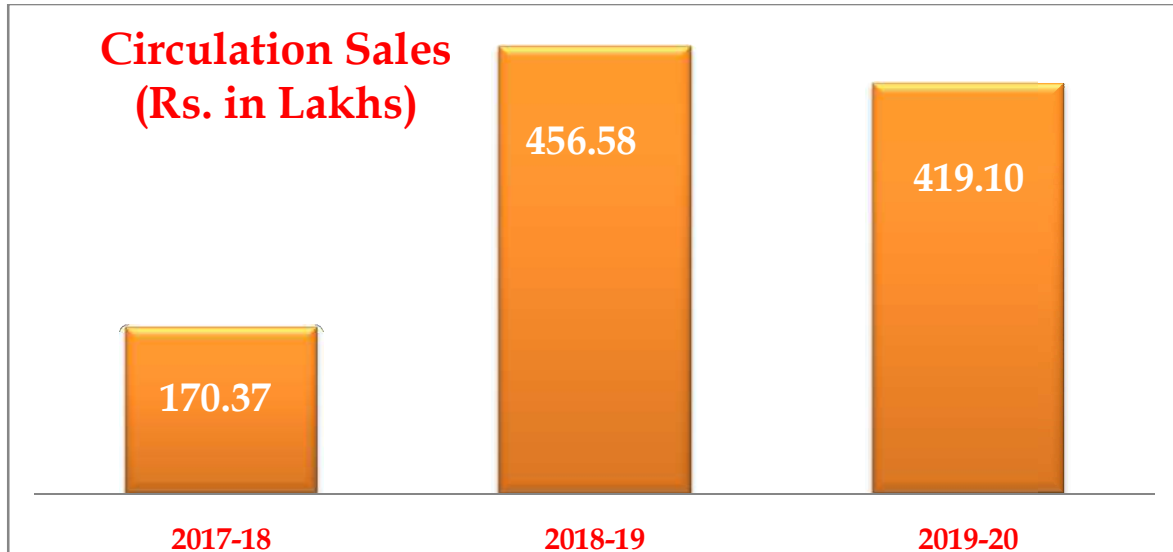
At a time when Fake News is threatening the very fundamentals of our society, we provide a credible, reliable, and familiar alternative. At the same time, providing greater returns to our advertisers will be a key aspect for future growth.

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

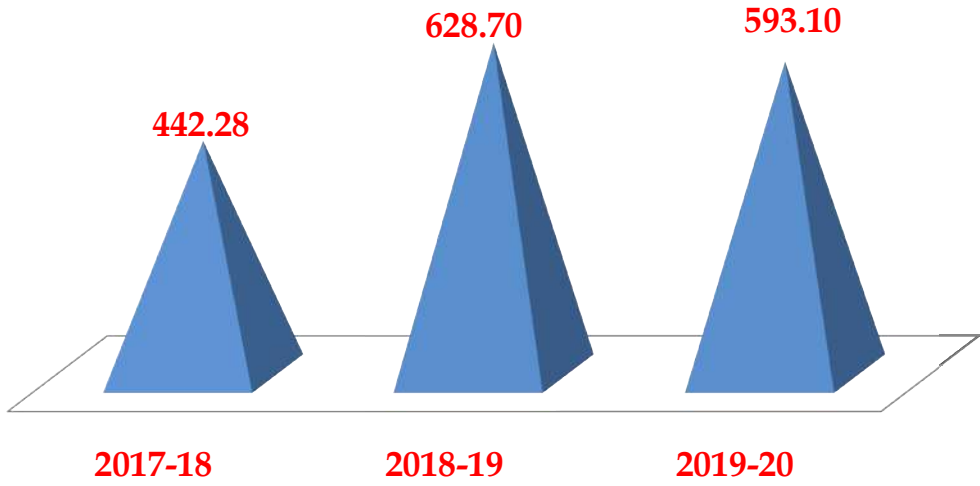
With best wishes,  
Sincerely,

Hradayesh Kumar Dixit  
Chairman and Managing Director

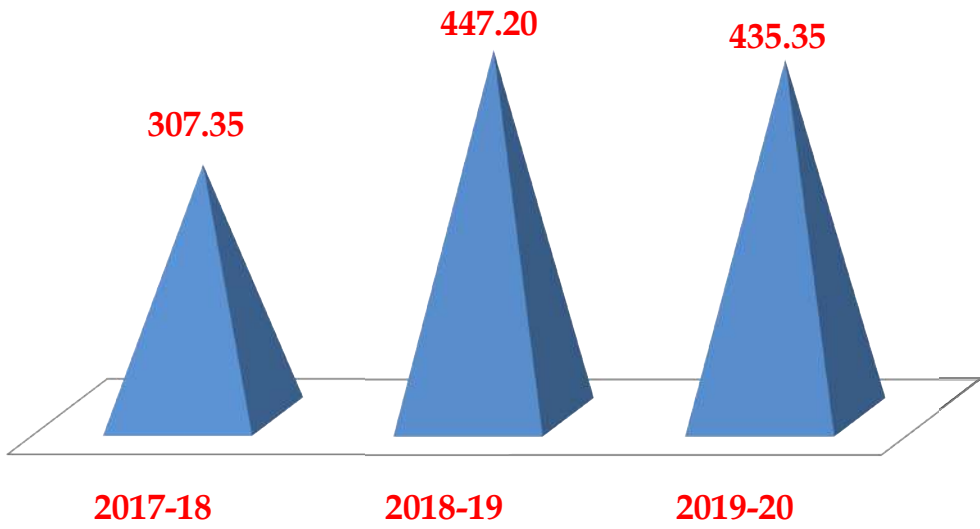
## Performance Highlights



### Profit Before Tax (In Lakhs)



### Profit After Tax (In Lakhs)



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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Tuesday the September 29, 2020 at 02:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Kaustubh Dixit (DIN: 07219025) who retires by rotation and being eligible, offers himself for reappointment.

### Special Business:

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

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

"RESOLVED THAT pursuant to provisions of Sections 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act"), the consent of the Company is hereby accorded for re-appointment of Mr. Shantanu Dixit [DIN: 03146408] as a Whole-Time Director of the Company with effect from August 2, 2020 for a period of 3 years on the terms and conditions as are set out in explanatory statement annexed hereto including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year with a liberty to Board of Directors to alter and vary terms and conditions of said appointment in such manner as may be agreed to between the Board and Mr. Shantanu Dixit [DIN: 03146408]".

**RESOLVED FURTHER THAT** Mr. Shantanu Dixit [DIN: 03146408] shall be entitled to receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the

Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the performance of his duties as the Whole-time Director of the Company.

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

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

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

**Sd/-  
Anuj Agarwal  
Company Secretary**

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

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



**NOTES:**

1. The ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies (Amendment) Act, 2017, the same is omitted w.e.f. 7<sup>th</sup> May, 2018.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 10<sup>th</sup> Annual General Meeting of the Members of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [hs@hsassociates.net](mailto:hs@hsassociates.net) with copies marked to the Company at [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org) and to its RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com).
5. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday 29<sup>th</sup> September, 2020 (both days inclusive) Books for the purpose of 10<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 10<sup>th</sup> AGM as set out in the Notice is annexed hereto.
7. Since the 10<sup>th</sup> AGM will be held through VC/OAVM, the route map is not annexed.

8. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account (PAN) every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to **M/s. Bigshare Services Pvt. Ltd.**
9. In case of joint holders attending the 10<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 10<sup>th</sup> AGM.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2019-2020 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
12. Members are advised to register / update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org) at least 7 days before the Meeting. The same will be replied by the Company suitably.
14. Members, who hold shares in:
  - a). Multiple De-mat accounts and/ or
  - b). One or more folios in physical form are advised to consolidate their holdings in single Demat account.
15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
16. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

17. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
18. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
19. Shri Hemant Shetye Partner of M/s. HS Associates, Company Secretaries, C.P. No.2827. ; Practicing Company Secretary [Membership No. FCS: 1483], has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
20. The instructions for e-voting are as under:

A. Instructions for Demat folios:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, September 26, 2020 at IST 9.00 a.m. and ends on Monday, September 28, 2020 at IST 5.00 p.m.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - [a]. For CDSL: 16 digits beneficiary ID, [b].For NSDL: 8 Character DP ID followed by 8 Digits Client ID, [c].Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login & password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. In case of members receiving the physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
- 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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

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

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

3. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is there forerecommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@pradeshtoday.org](mailto:cs@pradeshtoday.org) up to 28<sup>th</sup> September, 2020 (5:00 p.m. IST).Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on thescreen at the time of the Meeting.
8. Members who need technical assistance beforeor during the Meeting can send an email tohelpdesk.evoting@cdslindia.com or call 1800225533.

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

**Sd/-  
Anuj Agarwal  
Company Secretary**

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

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



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

**KAUSTUBH DIXIT**

<b>Name of the Director</b>	<b>Kaustubh Dixit</b>
<b>Director Identification Number</b>	<b>07219025</b>
<b>Date of appointment</b>	<b>28/07/2017</b>
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Mr. Dixit is the Non-Executive Director of the Madhya Pradesh Today Media Limited who has assist the chair, chief executive and executive directors in promoting the Media related activities. Mr. Dixit contributes to the development of strategy and provides its help to develop proposals on values and standards.
<b>No. of shares held in the Company</b>	<b>20 Equity Shares</b>
<b>Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)</b>	N.A.
<b>Inter-se relationships between Directors</b>	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Shantanu Dixit, Whole Time Director of the Company.

**SHANTANU DIXIT**

<b>Name of the Director</b>	<b>Shantanu Dixit</b>
<b>Director Identification Number</b>	<b>03146408</b>
<b>Date of appointment</b>	<b>02/08/2017</b>
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Mr. Shantanu Dixit (DIN: 03146408) aged 29 is well Educated and Qualified his B.B.A in 2012. Mr. Shantanu Dixit was appointed as a Whole Time Director and CFO of the Company. He looked after trading operations in Soya DOC, Rice, pulses in one of the group companies and also looked after Energy Projects related work in one of the group companies. Mr. Shantanu Dixit is with the rare combination of excellence, conscientious administration, dynamic management skills and academic depth. His contribution has led optimization of output, outcome and delivery. Under his leadership company received many awards and successfully organized 1st Auto Show of Madhya Pradesh
<b>No. of shares held in the Company</b>	<b>12,29,960 Equity Shares</b>
<b>Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)</b>	N.A.
<b>Inter-se relationships between Directors</b>	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Kaustubh Dixit, Non- Executive Director of the Company.

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

**Item No.3:**

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

He has completed B.B.A in 2012 from Punjab technical University. He commenced business of trading & Energy Projects in the year 2012. Mr. Shantanu Dixit is with the rare combination of excellence, conscientious administration, dynamic management skills and academic depth, contributed to research, education. His contribution has led to optimization of output, outcome and delivery. He is on the Board of Pradesh Today Media Group since 2012 and he is also providing advises to the Board of Director on all aspects of the organization's activities. Under his leadership, company received many awards and successfully organized Madhya Pradesh 1st Auto Show ever.

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

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

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

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

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

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

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

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

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

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

5. Remuneration:

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

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

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

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

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

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

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

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

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

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

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

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

ix). Company maintained car with driver.

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

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

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

8. The Whole Time Director shall be entitled to:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 10<sup>th</sup> Annual Report of the Company along with financial statement for the financial year ended 31<sup>st</sup> March, 2020. Further, in compliance with Companies Act, 2013 the Company has made all requisite disclosures in the Board Report with Objective of accountability and transparency in its operations and to make you aware about its performance and future prospective.

### 1. FINANCIAL RESULTS:

The financial performance of the Company for the financial Year ended 31<sup>st</sup> March, 2020 is summarized below:

(Amount In Lakhs)

<i>Particulars</i>	<i>2019-20</i>	<i>2018-19</i>
<i>Revenue from operation</i>	<b>2731.17</b>	<b>2802.67</b>
<i>Other Income</i>	<b>65.36</b>	<b>137.28</b>
<i>Total Revenue</i>	<b>2796.54</b>	<b>2939.95</b>
<i>Depreciation &amp; amortization expenses</i>	<b>119.51</b>	<b>102.28</b>
<i>Net Profit Before Exceptional Items &amp; Tax</i>	<b>593.10</b>	<b>628.70</b>
<i>Tax Expenses:</i>		
<i>Current Tax</i>	<b>158.11</b>	<b>180.18</b>
<i>Deffered Tax</i>	<b>(3.36)</b>	<b>1.29</b>
<i>Net Profit After Tax</i>	<b>435.35</b>	<b>447.20</b>
<i>Profit for the period from continued operations</i>	<b>435.35</b>	<b>447.20</b>
<i>Earning Per Shares (EPS):</i>		
<i>Basic</i>	<b>9.53</b>	<b>9.79</b>
<i>Diluted</i>	<b>9.53</b>	<b>9.79</b>

### 2. BUSINESS PERFORMANCE/STATE OF COMPANY AFFAIRS

The sales and other income for the year ended 31<sup>st</sup> March, 2020 were **Rs. 2796.54 Lakhs** as against **Rs. 2939.95 Lakhs** in the previous year. The Operating Profit before Taxation (PBT) amounted to **Rs. 590.09 Lakhs** as against **Rs. 628.69 Lakhs** in previous year. Total Income/Profit after Tax (PAT) amounted to **Rs. 435.35 Lakhs** as against **Rs. 447.20 Lakhs** in previous year.

### 3. SHARE CAPITAL:

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

### 4. DIVIDEND:

During the year under review, the Company has not issued any dividend to its Members of the Company.

**5. TRANSFER TO GENERAL RESERVE:**

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

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

Company has fully Utilized Proceeds from Initial Public Offer (“IPO”) hence there is no unutilized proceeds left.

**7. SUBSIDIARIES:**

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

**8. EXTRACT OF ANNUAL RETURN:**

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

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

During the financial year, the Board had met 7 (Seven) times on April 01, 2019, May 29, 2019, August 28, 2019, November 14, 2019, January 02, 2020, January 07, 2020 and March 20, 2020. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

**10. SECRETARIAL STANDARDS OF ICSI:**

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

**11. DIRECTORS RESPONSIBILITY STATEMENT:**

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

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

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

## 12. DECLARATION OF INDEPENDENT DIRECTORS:

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

A separate meeting of Independent Directors was held on February 21, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

## 13. COMMITTEES OF THE BOARD

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

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

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

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

### 'AUDIT COMMITTEE'

The Committee has formed audit committee in line with the provisions of section 177 of the Companies Act, 2013. Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee

During the year under review, Audit Committee met 2 (Two) times viz on May 29, 2019 and November 14, 2019.

The composition of the Committee and the details of meetings attended by its members are given below:

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

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting. Recommendations of Audit Committee have been accepted by the Board wherever/whenever given.

#### **Vigil Mechanism:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board.

The Whistle Blower Policy of the Company is available on the website of the Company [www.pradeshtoday.com](http://www.pradeshtoday.com)

#### **'NOMINATION AND REMUNERATION COMMITTEE'**

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

During the year under review, Nomination and Remuneration Committee met only 1 (one) time viz on January 2, 2020. The composition of the Committee and the details of meetings attended by its members are given below:

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

#### Nomination and Remuneration Policy:

In accordance with Section 134(3) of the Act, the amended Policy is also uploaded on the Company's website at [www.pradeshtoday.com](http://www.pradeshtoday.com)

#### 'STAKEHOLDERS RELATIONSHIP COMMITTEE'

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.,

During the year under review, Stakeholder's Grievance & Relationship Committee met 4 (Four) times viz on May 29, 2019, August 28, 2019, November 14, 2019 and March 20, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

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

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2020

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

The auditor's report for the financial year 2019 does not contain any qualifications, reservation or adverse remark. The Auditors Report is enclosed with the financial

statements in this Annual Report. However the Secretarial Audit Report contains qualification certain forms are not submitted to the Registrar of Companies, Madhya Pradesh.

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

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

**16. STATUTORY AUDITOR:**

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

**17. INTERNAL AUDITOR:**

The Company has appointed M/s. S.N. Gadiya & Co., Chartered Accountants as an internal auditor for the financial year 2020-2021.

**18. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.**

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

**19. SECRETARIAL AUDITOR**

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed HS Associates, Practicing Company Secretaries, Mumbai as Secretarial Auditor of the Company for the financial year 2020-2021.

**20. PUBLIC DEPOSITS:**

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



## 21. PARTICULARS OF EMPLOYEES:

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

## 22. DISCLOSURE OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

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

## 23. INTERNAL FINANCIAL CONTROLS

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

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

### (A) Conservation of energy: -

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

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

Avoiding use of Elevators to conserve Electric Energy.

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

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

**(B) Technology absorption:**

- i. **The efforts made towards technology absorption: N.A.**
- ii. **The benefits derived like product improvement, cost reduction product development or import substitution:**

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

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

No technology has been imported during previous three financial years.

- iv. **The expenditure incurred on Research and Development:**

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

**25. CORPORATE GOVERNANCE:**

During the financial year, the Company has voluntarily adopted Corporate Governance Report as per regulation 27 (3) of SEBI (LODR) Regulations, 2015, & submitted to quarterly Corporate Governance on The National Stock Exchange Ltd(NSE) Portal. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report of Directors under relevant heading.

**26. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Kaustubh Dixit (DIN: 07219025) Whole Time Director of the Company is retiring by rotation & being eligible offers himself for re-appointment.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard, of the person seeking re-appointment/ appointment as Director are also provided in Notes to the Notice convening the 10<sup>th</sup> Annual General meeting.

## **27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

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

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

During the Year, The Company has not given any loans or not made any investments, However the Company has given Corporate guarantee to group company for availing loan of Rs. 47,09,00,000/- (Rupees Forty-Seven Crore Nine Lacs Only) in 2015, pursuant to section 185 of the Companies Act, 2013. The said guarantee is still subsisting in the financial year 2019-20.

## **29. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

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

## **30. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:**

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

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

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

### 31. RISK MANAGEMENT POLICY:

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

The Company has adopted a Policy on Risk Management, to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

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

### 32. OTHER DISCLOSURES

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year 2019-2020: –

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

### 41. RATING:

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

#### 42. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

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

#### 43. POLICIES

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

#### 44. CORPORATE SOCIAL RESPONSIBILITY:

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

#### 45. PERFORMANCE EVALUATION OF THE BOARD:

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

#### 46. CAUTIONARY STATEMENT

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

#### 47. ACKNOWLEDGEMENTS:

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

**On Behalf of Board of Directors**

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

**Shantanu Dixit**  
**WTD & CFO**  
**DIN: 03146408**

**Place: Bhopal**

**Date: 03<sup>rd</sup> September, 2020**

**Annexure-A**
**FORM NO. MGT - 9  
EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

I	CIN	L22120MP2010PLC024758
II	Registration Date	18/11/2010
III	Name of the Company	MADHYA PRADESH TODAY MEDIA LIMITED
IV	Category/Sub-Category of the Company	Company limited by Shares-Non-Govt. company
V	Whether listed Company (Yes/No)	Yes
VI	Address of the Registered Office and contact details	Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal, Madhya Pradesh- 462011 India T. +91-0755-3095500 E-mail: <a href="mailto:cs@pradeshtoday.org">cs@pradeshtoday.org</a> Website: <a href="http://www.pradeshtoday.com">www.pradeshtoday.com</a>
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	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 <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: -**

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

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
01	Sale of newspapers	58131	15.35%
02	Advertisement revenue	58131	84.65%

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

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



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

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2019				No. of Shares held at the end of the year i.e.31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1) Indian									
a) Individual/HUF	2429900	0	2429900	53.19%	2429900	0	2439900	53.41	0.22%
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	100	0	100	0	100	0	100	0	0
Sub-Total (A)(1)									
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2430000	0	2430000	53.20%	2430000	0	2440000	53.42%	0.22%
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non- Institutions									
a) Bodies Corp.	233000	0	233000	5.10%	309000	0	309000	6.76%	1.66%
b) Indian	0	0	0	0	0	0	0	0	0
c) Overseas	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2019				No. of Shares held at the end of the year i.e.31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Individuals</b>									
<b>i)Individual shareholders holding nominal share capital upto Rs. 1 lakh</b>	721000	0	721000	15.78%	657000	0	657000	14.38%	-1.40%
<b>ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh</b>	832000	0	832000	18.21%	862301	0	862301	18.88	0.66%
<b>c) Others (specify)</b>	0	0	0	0	0	0	0	0	0
<b>Clearing Member</b>	166000	0	166000	3.63%	132349	0	132349	2.90%	-0.74%
<b>Non-Resident Indians</b>	14000	0	14000	0.31%	0	0	0	0	-0.31%
<b>Hindu Undivided Family</b>	172000	0	172000	3.77%	167350	0	167350	3.66%	-0.10
<b>Total Public Shareholding (B) (B)(1) + (B)(2)</b>	2138000	0	2138000	46.80%	2128000	0	2128000	46.58%	-0.22
<b>( C ) Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4568000</b>	<b>0</b>	<b>4568000</b>	<b>100.00</b>	<b>4568000</b>	<b>0</b>	<b>4568000</b>	<b>100.00</b>	<b>0</b>

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01-04-2019			Shareholding at the end of the year i.e. 31-03-2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Hradayesh Kumar Dixit	1209940	26.4873	0.00	1209940	26.4873	0.00	0.00
2	Shantanu Dixit	1219960	26.7066	0.00	1229960	26.9255	0.00	0.2189%
3	Avadhesh Dixit	20	0	0.00	20	0	0.00	0.00
4	Surekha Dixit	20	0	0.00	20	0	0.00	0.00
5	Pratiksha Dixit	20	0	0.00	20	0	0.00	0.00
6	Aastha Dixit	20	0	0.00	20	0	0.00	0.00
7	Kaustubh Dixit	20	0	0.00	20	0	0.00	0.00
	<b>Total</b>	<b>2430000</b>	<b>53.20%</b>	<b>0.00</b>	<b>2440000</b>	<b>53.42%</b>	<b>0.00</b>	<b>0.2189%</b>

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

Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason No. of Shares	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
	No. of Shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total Shares of the Company				No. of Shares	% of total shares of the Company
Hradayesh Kumar Dixit	1209940	26.4873%	01.04.2019	-	-	-	-
<b>Closing Balance</b>	1209940	26.4873%	31.03.2020	-	-	-	-
Shantanu Dixit	1219960	26.71%	26.07.2019	Increase 6000	Purchased	1225960	26.83%
				Increase 4000	Purchased	1229960	26.93%
<b>Closing Balance</b>	1229960	26.93%	31.03.2020				
Avadhesh Dixit	20	0.00	01.04.2019	-	-	-	-
<b>Closing Balance</b>	20	0.00	31.03.2020	-	-	-	-
Surekha Dixit	20	0.00	01.04.2019	-	-	-	-
<b>Closing Balance</b>	20	0.00	31.03.2020	-	-	-	-

Pratiksha Dixit	20	0.00	01.04.2019	-	-	-	-
<b>Closing Balance</b>	20	0.00	31.03.2020	-	-	-	-
Aastha Dixit	20	0.00	01.04.2019	-	-	-	-
<b>Closing Balance</b>	20	0.00	31.03.2020	-	-	-	-
Kaustubh Dixit	20	0.00	01.04.2019	-	-	-	-
<b>Closing Balance</b>	20	0.00	31.03.2020	-	-	-	-

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

Sr. No.	Name	No. of Shares at the Beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during the year	
						Number of Shares	% of total shares of the Company
01	Comfort Securities Limited-Client Account	132000	30-Mar-2019	0		132000	2.89%
			08-Nov-2019	-132000	Sell	0	0.00
			31-Mar-2020			0	0.00
02	Comfort Capital Private Limited	0	30-Mar-2019	0			
			08-Nov-2019	132000	Buy	132000	2.89%
			21-Feb-2020	-132000	Sell	0	0.00
			28-Feb-2020	132000	Buy	132000	2.89%
			31-Mar-2020	0		132000	2.89%
03	Amit R Agrawal	124000	30-Mar-2019	0		124000	2.71%
			31-Aug-2019	-124000	Sell	0	0.00
			06-Sep-2019	124000	Buy	124000	2.71%

			29-Feb-2020	-124000	Sell	0	0.00
			06-Mar-2020	124000	Buy	124000	2.71%
		124000	31-Mar-2020	0		124000	2.71%
04	Kavita Shashi Choudhary	92000	30-Mar-2019	0		92000	2.01%
			31-May-2019	-60000	Sell	32000	0.70%
			21-Jun-2019	-4000	Sell	28000	0.61%
			07-Feb-2020	-28000	Sell	0	0.00
		0	31-Mar-2020	0		0	0.00
05	Sparkle Securities solutions Private Limited	82000	30-Mar-2019	0		82000	1.80%
			05-Apr-2019	2000	Buy	84000	1.84%
			19-Apr-2019	2000	Buy	86000	1.88%
			26-Apr-2019	-2000	Sell	84000	1.84%
			03-May-2019	2000	Buy	86000	1.88%
			17-May-2019	2000	Buy	88000	1.93%
			07-Jun-2019	-2000	Sell	86000	1.88%
			21-Jun-2019	-2000	Sell	84000	1.84%
			26-Jul-2019	2000	Buy	86000	1.88%
			09-Aug-2019	4000	Buy	90000	1.97%
			30-Aug-2019	2000	Buy	92000	2.01%
			31-Aug-2019	-92000	Sell	0	0.00
			06-Sep-2019	90000	Buy	90000	1.97%
			13-Sep-2019	-6000	Sell	84000	1.84%

			27-Sep-2019	2000	Buy	86000	1.88%
			08-Nov-2019	-2000	Sell	84000	1.84%
			22-Nov-2019	2000	Buy	86000	1.88%
			06-Dec-2019	-2000	Sell	84000	1.84%
			27-Dec-2019	2000	Buy	86000	1.88%
			31-Dec-2019	-2000	Sell	84000	1.84%
			03-Jan-2020	4000	Buy	88000	1.93%
			14-Feb-2020	-6000	Sell	82000	1.80%
			29-Feb-2020	-82000	Sell	0	0.00
			06-Mar-2020	82000	Buy	82000	1.80%
			20-Mar-2020	-4000	Sell	78000	1.71%
		78000	31-Mar-2020	0		78000	1.71%
06	Aumit Capital Advisors		30-Mar-2019	0	Sell	0	0.00
			28-Feb-2020	4000	Buy	4000	0.09%
			01-Mar-2020	-4000	Sell	-4000	0.00%
			06-Mar-2020	4000	Buy	4000	0.09%/
			13-Mar-2020	-2000	Sell	2000	0.04%
			20-Mar-2020	74000	Buy	76000	1.66%
			27-Mar-2020	2000	Buy	78000	1.71%
			31-Mar-2020	2000	Buy	80000	1.75%
		80000	31-Mar-2020	80000		80000	1.75%

07	Snehal Bhupendra Shah	60000	30-Mar-2019	0		60000	1.31%
			31-Aug-2019	-60000	Sell	0	0.00
			06-Sep-2019	60000	Buy	60000	1.31%
			29-Feb-2020	-60000	Sell	0	0.00
			06-Mar-2020	60000	Buy	60000	1.31%
		60000	31-Mar-2020	0		60000	1.31%
08	Saraf Indra Narayan	58000	30-Mar-2019	0		58000	1.27%
			31-Aug-2019	-58000	Sell	0	0.00
			06-Sep-2019	58000	Buy	58000	1.27%
			29-Feb-2020	-58000	Sell	0	0.00
			06-Mar-2020	58000	Buy	58000	1.27%
		58000	31-Mar-2020	0		58000	1.27%
09	Hiren Paramananddas Shah	54000	30-Mar-2019	0		54000	1.18%
			31-Aug-2019	-54000	Sell	0	0.00
			06-Sep-2019	54000	Buy	54000	1.18%
			29-Feb-2020	-54000	Sell	0	0.00
			06-Mar-2020	54000	Buy	54000	1.18%
		54000	31-Mar-2020	0		54000	1.18%
10	Vipul Rajendrabhai Gandhi	0	30-Mar-2019		Sell	0	0.00
			26-Jul-2019	2000	Buy	2000	0.04%
			13-Sep-2019	2000	Buy	4000	0.09%
			20-Sep-2019	-2000	Sell	2000	0.04%



			04-Oct-2019	2000	Buy	4000	0.09%
			11-Oct-2019	4000	Buy	8000	0.18%
			01-Nov-2019	2000	Buy	10000	0.22%
			29-Nov-2019	2000	Buy	12000	0.26%
			13-Dec-2019	6000	Buy	18000	0.39%
			24-Jan-2020	18000	Buy	36000	0.79%
			07-Feb-2020	14000	Buy	50000	1.09%
			21-Feb-2020	-50000	Sell	0	0.00
			28-Feb-2020	50000	Buy	50000	1.09%
		50000	31-Mar-2020	0		50000	1.09%

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
A.	<b>DIRECTORS</b>				
1	Hradayesh Kumar Dixit (Managing Director & KMP)	1209940	26.4873%	1209940	26.4873%
2	Shantanu Dixit (Director & CFO, KMP)	1219960	26.7066%	1229960	26.93%
3	Kaustubh Dixit (Non Executive Director)	20	0.00	20	0.00
4	Nitin Maheshwari (Independent Director)	NIL	NIL	NIL	NIL
5	Ruchi Sogani	NIL	NIL	NIL	NIL
6	Anuj Agrawal	NIL	NIL	NIL	NIL

vi) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	79947468	-	-	79947468
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>79947468</b>	<b>-</b>	<b>-</b>	<b>79947468</b>
<b>Change in Indebtedness during the financial year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
* Addition	-	-	-	-
* Reduction	11261081	-	-	11261081
<b>Net Change</b>	<b>-11261081</b>	<b>-</b>	<b>-</b>	<b>-11261081</b>
<b>Indebtedness at the end of the financial year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
i) Principal Amount	68686387	-	-	68686387
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>68686387</b>	<b>-</b>	<b>-</b>	<b>68686387</b>

vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Hridayesh Kumar Dixit	Shantanu Dixit	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	36,00,000	96,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>60,00,000</b>	<b>36,00,000</b>	<b>96,00,000</b>
	<b>Ceiling as per the Act</b>			

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

B) Remuneration to other Directors:

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

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

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

viii) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR FINANCIAL YEAR ENDED ON MARCH 31, 2020.

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

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To,  
The Members,  
Madhya Pradesh Today Media Limited.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

VI. Further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test - check basis, the Company has complied with the following laws applicable specifically to the Company being in Industry.

- (a) Press and Registration of Books Act, 1867.
- (b) Registration of Newspapers (Central) Rules, 1956;

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

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

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

1. The Company has availed various car Loans for which no Charges were registered with MCA portal.

We further report that:

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

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

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

We further report that during the financial year March 31, 2020:

1. Obtained shareholders approval by Special Resolution in the Annual General Meeting held on September 27 2019 for Alteration of Memorandum of Association Pursuant to the provisions of Section 4, 13, 15 and any other applicable provisions of the Companies Act, 2013.
2. During the financial year, the Company has voluntarily adopted Corporate Governance Report as per regulation 27 (3) of SEBI (LODR) Regulations, 2015, & submitted to quarterly Corporate Governance on NSE Portal

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

For HS Associates  
Company Secretaries

ICSI UDIN: FOO2827B000651728

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

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

Annexure -1

To,  
The Members,  
Madhya Pradesh Today Media Limited

1. Our report of even date is to be read along with this letter.
2. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. This report is based on the data received from the Company partially through electronic mode as physical verification of the data and corresponding documents could not be accessed during the course of audit due to the ongoing nationwide COVID-19 pandemic

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

For HS Associates  
Company Secretaries

ICSI UDIN: FOO2827B000651728

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



## Annexure-C

### PARTICULARS OF EMPLOYEES AND MEDIAN REMUNERATION

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

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors	Remuneration	Ratio to median Remuneration
<b>Executive Directors</b>		
Hradyesh Kumar Dixit	Rs. 60.00 lacs	28.35 : 1
Shantanu Dixit	Rs. 36.00 lacs	17.01 : 1

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

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Hradayesh Kumar Dixit (CMD)	25.00%
Shantanu Dixit (Director & CFO)	16.13%
Anuj Agrawal(CS)	0%

- a) The median remuneration for the year 2018-19 is **Rs. 2,11,629/- p.a.**  
b) The percentage increase/(Decrease) in the median remuneration of employees in the financial year: 18.05 %  
c) The number of permanent employees on the rolls of Company: **217**  
d) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

(Amount in Lakhs)

Aggregate remuneration of key managerial personnel (KMP) in FY 31.03.2020	Amount
Revenue	2731.18
Remuneration of KMPs (as a % of revenue)	2.82%
Profit before Tax (PBT)	590.10
Remuneration of KMP (as a % of PBT)	22.41%

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

(Amount in INR)

Particulars	March 31, 2020	March 31, 2019	% Change
Market Capitalization	Rs. 7,53,72,000/-	Rs. 17,42,69,200/-	(56.75)
Price Earnings Ratio	1.731	3.8968	(55.57)

- b) Percentage increase over decrease in the market quotations of the shares of the Company incomparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2020	IPO	% Change
Market Price (NSE)	16.50	66.00	(75.00)%

- a) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average percentile increase in the salary of employee other than the managerial personnel was over 18.05 % during the financial year 2018-19, while the average increase in the managerial remuneration was 20.57%

- b) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

(Rs. in Lacs)

Particulars	Hradayesh Kumar Dixit	Shantanu Dixit	Anuj Agrawal
Remuneration in FY 2019	60.00	36.00	4.32
Revenue :2802.67			
Remuneration as % of Revenue	2.20%	1.32%	0.16%
Profit before Tax (PBT): 628.18			
Remuneration as % of Profit before Tax	10.17%	6.10%	0.73%

## Annexure-D

### MANAGEMENT DISCUSSION AND ANALYSIS

COVID-19 has delivered an enormous global shock, leading to steep recessions in many countries. The baseline forecast envisions a 5.2 percent contraction in global GDP in 2020—the deepest global recession in decades. Per capita incomes in most emerging and developing economies will shrink this year. The pandemic highlights the urgent need for policy action to cushion its consequences, protect vulnerable populations, and improve countries’ capacity to cope with similar future events. It is also critical to address the challenges posed by informality and limited safety nets and undertake reforms that enable strong and sustainable growth.

In India, growth is estimated to have slowed to 4.2 percent in FY 2019/20 (the year ending in March- 2020) and output is projected to contract by 3.2 percent in FY2020/21, when the impact of COVID-19 will largely materialize. Stringent measures to restrict the spread of the virus, which heavily curtail activity, will contribute to the contraction. Spillovers from contracting global growth and balance sheet stress in the financial sector will also adversely impact activity, despite some support from fiscal stimulus and continued monetary policy easing.

In this series of challenges, lockdown in the wake of outbreak of COVID-19 is a lethal blow which has created fear of contraction in the economy, though there is still a hope that worst will not come true and India may report flat to 1% growth as against the general belief that global economy will contract. There is nothing to be happy about it as in relation to size of Indian economy, this growth is meaningless.

### INDUSTRY OVERVIEW

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

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

While the newspaper industry is dwindling worldwide, India is one of the few countries where print media is not only dominant, but also growing in all aspects

including circulation, readership and sales. Print newspapers in India have been seeing a significant surge in revenue, making it the largest global market for the industry.

## PRINT INDUSTRY

At a time when fake news is more in circulation, readers have appreciated much more than ever before the importance of newspaper and the efforts of its journalists who even taking risk of life have worked hard to present the facts before them. This is why, despite several roadblocks in the way of delivery of newspapers, circulation started increasing quickly after initial drop to a record low level immediately after the first lockdown.

Circulation continues to be less than normal due to continued restrictions but once lockdown is lifted, it will not take much time to reach where it was. This phase is also fortifying the fact that readers do not pay for number of pages in a copy of newspaper. They pay for the content. Reduction in pages per copy in absence of advertisement is not deterring readers from paying the cover prices. Publishers should take note of it, stop commoditizing the newspaper and focus on improving content if they have to recover right price of content.

Large newspaper companies have strong balance sheets and will manage to sail through this crisis but the smaller ones or those who do not have strong balance sheets may face the worst, if the economic activities do not get normalised in next 3 - 4 months. Cost cutting, favourable newsprint prices, reduction in pages per copy will also not be able to help them much as they do not have scope of savings that can compensate revenue loss.

As far as current year is concerned, print industry is likely to record the highest ever de-growth in revenues but the comfort is that it should be in position to mitigate the impact to a large extent from saving in newsprint cost due to moderated newsprint prices which are likely to remain stable and saving in pages per copy. Besides this, austerity measures being applied to reduce fixed cost will immensely help.

There is no denying the fact that none of us may have seen time like this in our life time but at the same time these difficult times are also offering ample opportunity in many ways to improve sustainability of our businesses. Some of these areas to be looked at closely are increasing cover prices to level where selling newspaper itself makes business profitable, pricing the online content whether to be used by publisher on his own platform or by others on their platforms and sustaining most of the cost savings achieved now for future.

## COMPANY OVERVIEW

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

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

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

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

## FINANCIAL PERFORMANCE FY20

### REVENUE

The Company’s Total Revenue of Rs. 2731.17 Lakhs in the FY 2019-20 as against Rs. 2802.67 Lakhs in the FY 2018-19, was registering a -2.55% decline over the Previous Year. This decline was primarily driven by COVID-19 Pandemic and decrease in advisement revenue and Circulation Sales.

### NET PROFIT BEFORE EXCEPTIONAL ITEMS & TAX

The Company’s Net Profit Before exceptional Items & Tax increased to Rs. 593.10 Lakhs in the FY 2019-20 as against Rs. 628.20 Lakhs in the FY 2018-19 registering a

5.59% decline over the Previous Year. This decline was primarily driven by COVID-19 Pandemic and decrease in advisement revenue and Circulation Sales..

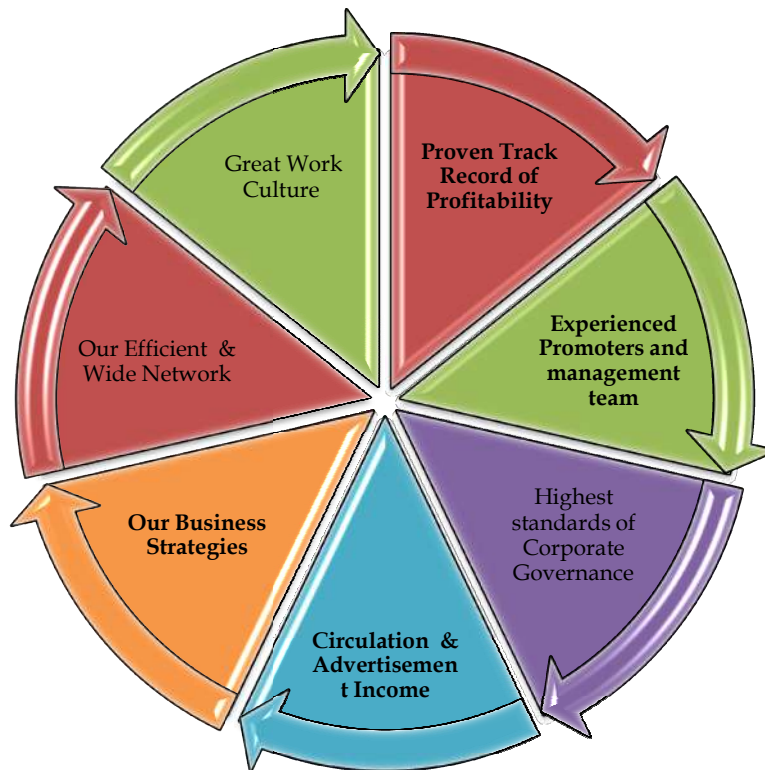
### NET PROFIT AFTER TAX

The Company’s Net Profit after Tax decreased to Rs. 435.35 Lakhs in the FY 2019-20 as against Rs. 447.20 Lakhs in the FY 2018-19, registering a -2.64% decline over the Previous Year. This decline was primarily driven by COVID-19 Pandemic and decrease in advisement revenue and Circulation Sales.

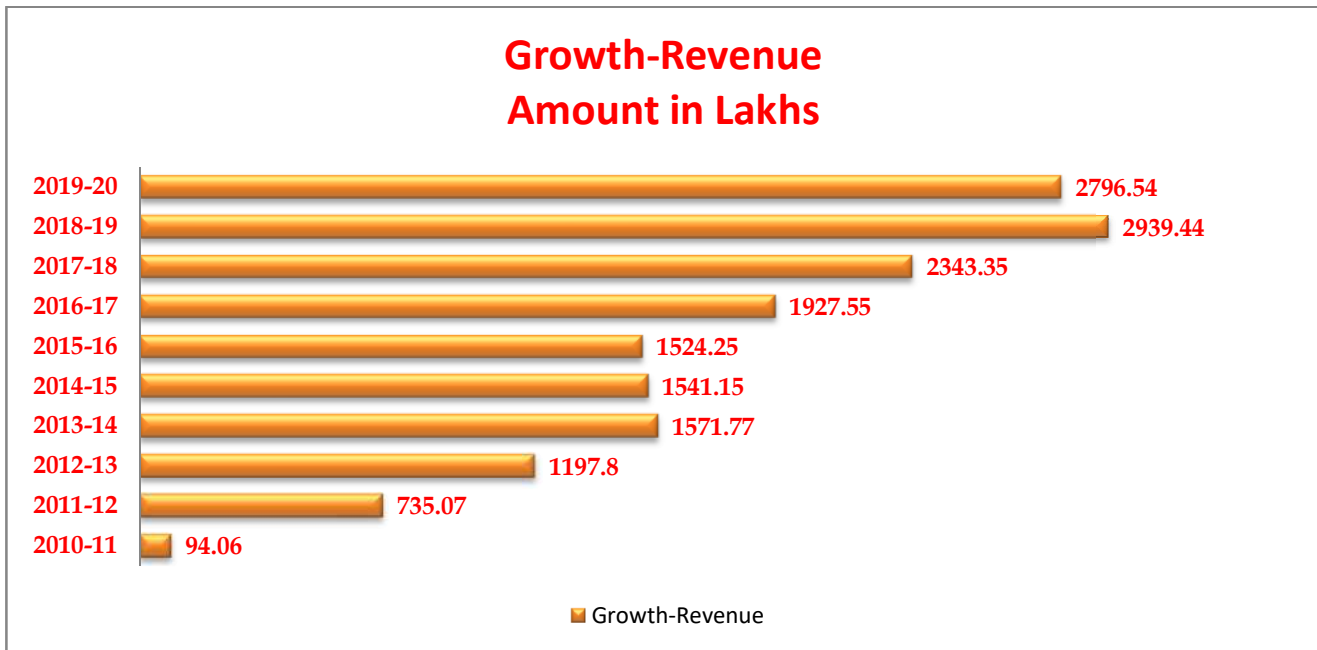
### DIVIDEND

During the year under review, the Company has not issued any dividend to its Members of the Company.

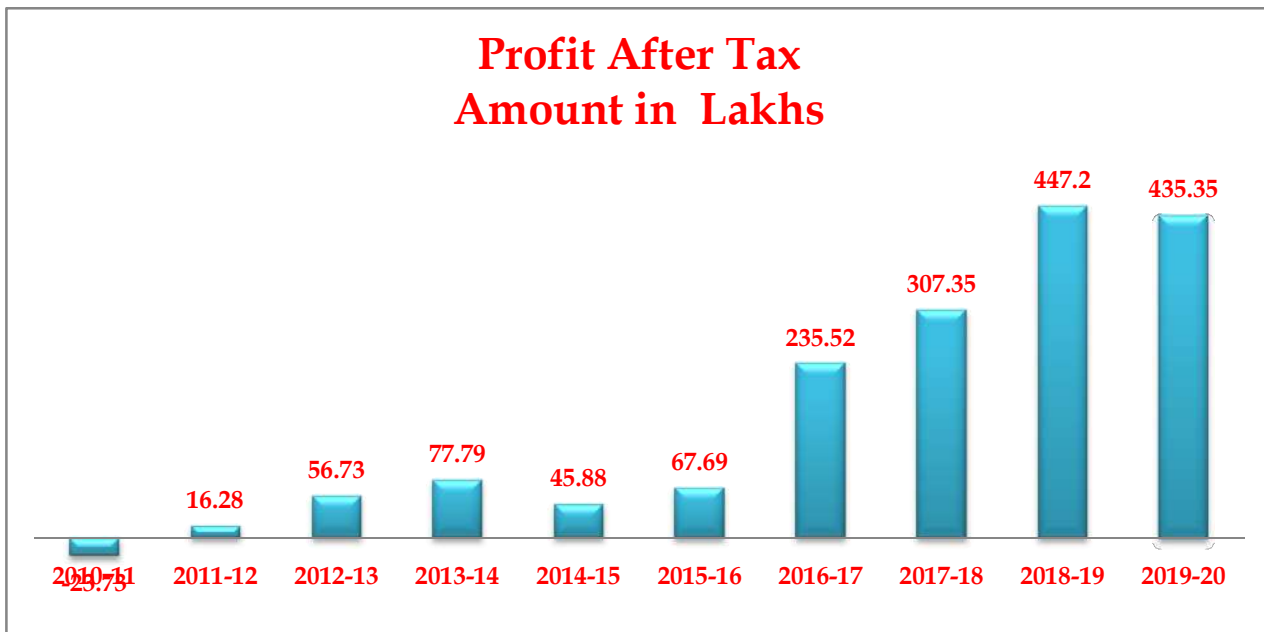
### OUR STRENGTHS



## Growth - Revenue

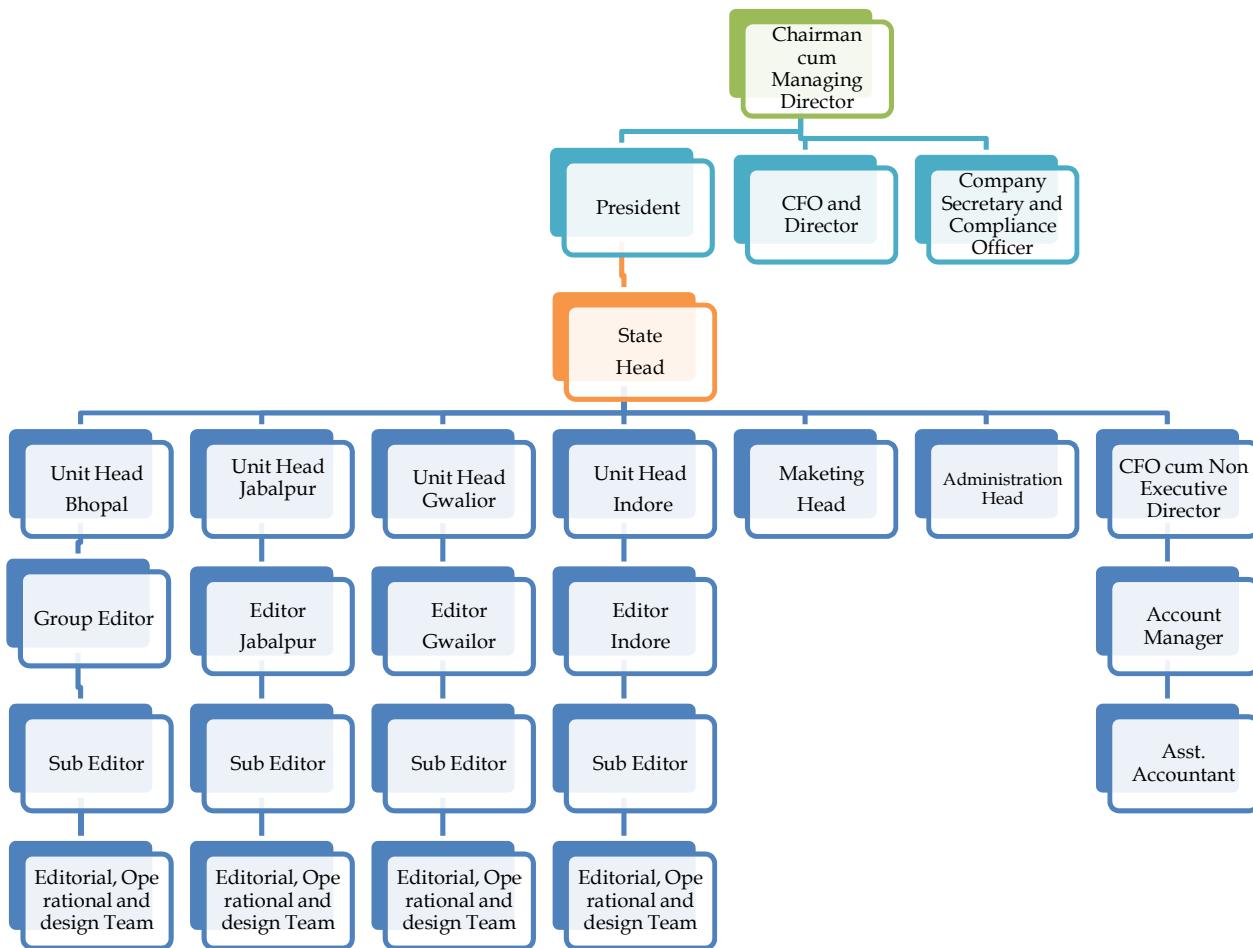


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## OUR ORGANIZATION STRUCTURE



## RISK GOVERNANCE FRAMEWORK

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

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

Potential risks are reviewed periodically and are managed as an integral part of decision-making. To sustain its competitive edge and to stay ahead of the curve, the



Company has taken various initiatives. These initiatives include enhancing the existing technological capabilities and digital properties, training and empowering employees, expanding geographic presence and continue investing in print facilities.

### **Outbreak of pandemic COVID-19:**

The COVID-19 declared a pandemic by WHO has caused socio economic disruption to the extent that the economic activities have come to grinding halt since the nationwide lockdown which began on March 25, 2020 and continues till date. Imposition of lockdown and its restrictions which include prohibition of even movement, are being modified gradually with the commencement of economic activities which are not expected to be normalised at least in the near future.

This has created an unprecedented environment which will result in significant de-growth in revenues, moderate to significant loss of profit or even loss and impairment of organisation's liquidity. Even post lockdown, industries like media industry which are dependent on discretionary spend will find it hard to come back to their normal level of operations, revenues, profits and liquidity. Accordingly, the pandemic poses a great threat to the existence of media & entertainment industry more than any other. We also expect this crisis may trigger consolidation in the industry.

### **Locations:**

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

- I. Receiving day to day feedback;
- II. Getting updated news of cities through our strong editorial team;
- III. Quick & Easy approach to manage work on the spot.
- IV. Workload can be balanced upon demand;
- V. Coordination and communication between customers and stakeholders;
- VI. Quicker response to customer request;
- VII. Healthy competition among divisions that boost overall business;
- VIII. Focus on customers' needs and preferences;
- IX. Promotes self-management by employees (greater job satisfaction because of more involvement);

- X. Faster decision making, reduced cycle time and improved responsiveness to customers;
- XI. Enables organization to use its resources efficiently (provides flexibility to assign staff to project requirements and reassign as needed);
- XII. Provides individuals an opportunity to work with different skills and expertise.

**We have following Offices including Unit Office all over India:**

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

## INTERNAL CONTROL

The Company has an effective system of internal control corresponding with its size, nature of business and complexity of operations. It ensures accurate, reliable and timely compilation of financial and management information reports and optimum utilisation of organisation resources. The internal control mechanism comprises a well-defined organisational structure with clearly defined authority levels and documented policies, guidelines and procedures covering all business areas and functions. These systems have been designed to safeguard the assets and interests of the Company, and also ensure compliance with the Company's policies, procedures and applicable regulations.

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

## HUMAN RESOURCE

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

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

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

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

## CAUTIONARY STATEMENT

Statement in the Management's Discussion and Analysis describing the Company's objectives, projections, estimate, expectations on a go "forward - looking statements" are within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation and industrial relations.

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Madhya Pradesh Today Media Limited

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of Madhya Pradesh Today Media Limited, which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Cash Flow Statement for the year ended, notes to the financial statement including a summary of significant accounting policies and other explanatory information(hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2020, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

**Basis for opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the accompanying financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the accompanying financial statements as a whole and in forming our opinion. Based on facts and circumstances of the entity under audit, we conclude that there are no key audit matters to communicate.

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

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

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

**Auditor's Responsibility for the Audit of the Financial Statements**

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

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

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

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

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

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

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

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

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

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



**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
  - c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

For P. K. Shishodiya & Co.  
Chartered Accountants

P.K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore: June 30, 2020

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

**ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF MADHYA PRADESH TODAY MEDIA LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020**

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

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

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

8. According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution, bank or government. The company has not issued any debentures.
9. The company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year. According to the information and explanation given to us the term loan of the company were applied for the purpose for which those are raised.
10. No fraud on or by the company has been noticed or reported during the year.
11. According to information and explanation given to us the company has paid or provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Companies Act, 2013.
12. The said company is not a Nidhi company. Hence the provisions of Nidhi company are not applicable.
13. According to information and explanation given to us the company has disclosed all the transactions with the related parties in compliance with the sections 177 and 188 of the Companies Act, 2013 and details have been enclosed in the Financial Statements as required by applicable accounting standard.
14. The company has not made any preferential allotment or private placements of shares.
15. According to information and explanation given to us the company has not entered into any non cash transactions with directors or persons connected with them.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For P. K. Shishodiya & Co.  
Chartered Accountants

P.K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore: June 30, 2020

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

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

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

We have audited the internal financial controls over financial reporting of MADHYA PRADESH TODAY MEDIA LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. K. Shishodiya & Co.  
Chartered Accountants

P.K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore: June 30, 2020

**NOTES ON ACCOUNTS:**

**1. Accounting Policies:**

**a. Accounting Convention:**

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

**b. Use of Estimates:**

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

**2. Accounting Standards:**

**a. Investments**

Long term Investments are stated at cost.

**b. Inventories**

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

**c. Property, Plant and equipment**

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

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

**d. Revenue recognition**

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

**e. Accounting policies, changes in Accounting estimates and errors.**

There is no change in accounting policies. As regards prior period item, those have been earmarked.

**f. Accounting for effects of change in Foreign Exchange**

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Assets and Liabilities related to foreign currency transactions, remaining unsettled at the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases. The premium payable on forward foreign exchange contracts is amortized over the period of contract. Exchange gains

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

/losses are to be recognized in the profit and loss account. There is no foreign currency transaction during the year.

g. Related parties disclosure

The related parties, as defined by Accounting Standard 24 'Related party disclosure' issued by The Institute of Chartered Accountants of India are as follows:

Name of the related parties and description of relationship.

Sr. No.	Particulars	Name of Party
1.	Key Management Personnel/Directors	Mr. Hradeyesh Dixit Mr. Shantanu Dixit
2.	Relatives of Key Management Personnel	--

Related party transaction

Sr. No.	Particulars	Key Management Personnel/Directors	Relatives of Key Management Personnel
1.	Salary	96,00,000	--
2.	Sitting fees	2,00,000	--

h. Earning per share

Sr. No.	Particulars	2019-20	2018-19
a.	Total number of shares at the end of the year	45,68,000	45,68,000
b.	Weighted average number of shares at the beginning and end of the year	45,68,000	45,68,000
c.	Net Profit after tax available for equity share holders	4,35,35,101	4,47,20,813
d.	Basic and Diluted earnings per share	9.53	9.79

i. Income Taxes

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

3. Contingent Liability:

Particulars	2020	2019
Income Tax Case ( Liability not provided for )	18,02,190	18,02,190
Corporate Guarantee (Third Party)	47,09,00,000	47,09,00,000

4. Capital Commitment:

(Rs. In Lacs)

Particulars	2020	2019
Capital Commitment	126.71	215.56



**MADHYA PRADESH TODAY MEDIA LIMITED**  
**L22120MP2010PLC024758**

5. In the opinion of the Board, the Current Assets, Loans and advances Debtors & Creditors have a value on realization in ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. However no confirmation has been obtained on the same.
6. Amount due to small industries for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.
7. Previous year's figures have been regrouped and rearranged wherever considered necessary.

For P. K. Shishodiya & Co.  
Chartered Accountants

P.K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore: June 30, 2020

**MADHYA PRADESH TODAY MEDIA LTD.**  
**CIN No. : L22120MP2010PLC024758**  
**BALANCE SHEET AS AT MARCH 31, 2020**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at March 31, 2020 (Rupees)</b>	<b>As at March 31, 2019 (Rupees)</b>
<b>ASSETS</b>			
<b>1 Non - current assets</b>			
(a) Property Plant and Equipment	4 (A)	8,41,87,187	7,54,34,076
(b) Intangible Assets	4 (B)	20,47,575	30,71,363
(c) Financial Assets			
(i) Investments	5 (A)	69,22,000	69,22,000
(ii) Loans and advances	5 (B)	90,88,077	61,65,970
(d) Other Non Current Assets	6	17,07,79,052	4,24,49,030
(e) Deferred Tax Assets (net)	26	33,77,192	30,40,504
<b>Total non-current assets</b>		<b>27,64,01,083</b>	<b>13,70,82,943</b>
<b>2 Current assets</b>			
(a) Inventories	7	74,70,607	1,10,95,730
(b) Financial Assets			
(i) Trade Receivables	8 (A)	11,29,44,411	8,76,66,914
(ii) Cash and Cash Equivalents	8 (B)	2,37,79,042	16,03,27,810
(c) Other Current Assets	9	1,28,50,721	1,39,38,674
<b>Total current assets</b>		<b>15,70,44,781</b>	<b>27,30,29,127</b>
<b>Total Assets</b>		<b>43,34,45,864</b>	<b>41,01,12,070</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	4,56,80,000	4,56,80,000
(b) Other Equity	11	25,80,07,184	21,44,72,107
<b>Total equity</b>		<b>30,36,87,184</b>	<b>26,01,52,107</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	1,71,18,767	2,42,66,724
(b) Provisions	14	1,08,83,462	1,02,05,077
<b>Total non- current liabilities</b>		<b>2,80,02,229</b>	<b>3,44,71,801</b>
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15 (A)	4,44,07,177	4,66,89,792
(ii) Trade Payables			
Total Outstanding of micro enterprises		-	-
Total Outstanding due of creditors	15 (B)	23,39,490	1,00,36,740
(iii) Other Financial Liabilities	15 (C)	71,60,443	89,90,951
(b) Current Tax Liability (Net)	16	2,08,653	24,23,934
(c) Other Current Liabilities	17	4,76,40,689	4,73,46,745
<b>Total current liabilities</b>		<b>10,17,56,451</b>	<b>11,54,88,162</b>
<b>Total equity and liabilities</b>		<b>43,34,45,864</b>	<b>41,01,12,070</b>

**See accompanying notes to the financial statements**

As per our Report of even date attached.

For P.K. Shishodiya & Co.  
Chartered Accountants

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

P. K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore : June 30, 2020

Hradayesh Dixit  
Managing Director  
DIN : 03146320

Shantanu Dixit  
Whole Time Director & CFO  
DIN : 03146408

Anuj Agrawal  
Company Secretary

**MADHYA PRADESH TODAY MEDIA LTD.**

CIN No. : L22120MP2010PLC024758

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

Particulars	Note No.	For the year ended March 31, 2020 (Rupees)	For the year ended March 31, 2019 (Rupees)
Revenue from Operations	18	27,31,17,777	28,02,67,114
Other Income	19	65,36,833	1,37,28,582
<b>Total Revenue</b>		<b>27,96,54,610</b>	<b>29,39,95,696</b>
<b>Expenses</b>			
Cost of materials consumed	20	5,09,94,047	7,13,65,836
Employee benefit expense	21	5,82,29,333	5,53,22,447
Finance cost	22	84,43,996	99,89,965
Depreciation and amortization expense	4 (A & B)	1,19,51,981	1,02,28,214
Other expenses	23	9,07,25,038	8,42,18,386
<b>Total Expenses</b>		<b>22,03,44,395</b>	<b>23,11,24,848</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>5,93,10,215</b>	<b>6,28,70,848</b>
<b>Exceptional Items</b>			
Prior period expenses	24	3,00,617	1,681
<b>Profit/(loss) before tax</b>		<b>5,90,09,598</b>	<b>6,28,69,167</b>
<b>Tax expense:</b>	25		
(i) Current tax		1,58,11,209	1,80,18,371
(ii) Deferred tax Liability/(Assets)		(3,36,688)	1,29,984
<b>Profit/Loss for the period</b>		<b>4,35,35,077</b>	<b>4,47,20,812</b>
Other Comprehensive Income		-	-
<u>Items that will not be reclassified to profit or loss</u>			
Total Comprehensive Income for the period		<b>4,35,35,077</b>	<b>4,47,20,812</b>
<b>Earnings per equity share (for continuing operations)</b>			
(i) Basic		9.53	9.79
(ii) Diluted		9.53	9.79

**See accompanying notes to the financial statements**

As per our Report of even date attached.

For P.K. Shishodiya &amp; Co.

Chartered Accountants

For and on behalf of Board of  
Madhya Pradesh Today Media LimitedP. K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore : June 30, 2020Hradayesh Dixit  
Managing Director  
DIN : 03146320Shantanu Dixit  
Whole Time Director & CFO  
DIN :03146408Anuj Agrawal  
Company Secretary

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**CIN No. : L22120MP2010PLC024758**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

<b>Particulars</b>	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
<b>A. Cash flow from operating activities</b>		
Net profit before tax & extraordinary items	5,93,10,215	6,28,70,848
Adjustments for :		
Depreciation	1,19,51,981	1,02,28,214
Interest paid	84,43,996	99,89,965
Others	(3,00,617)	(1,681)
Less : Interest and dividend received	(31,27,634)	(1,08,93,841)
Operating profit before working capital changes	<u>7,62,77,941</u>	<u>7,21,93,505</u>
Adjustment for :		
Trade and other receivables	(2,71,11,651)	(4,03,87,667)
Inventories	36,25,123	12,01,204
Trade and other payables	(89,40,202)	(72,69,058)
Cash generated from operations	<u>4,38,51,211</u>	<u>2,57,37,984</u>
Less: Direct Tax paid	(1,58,11,209)	(1,80,18,371)
Net cash from operating activities (A)	<u>2,80,40,002</u>	<u>77,19,613</u>
<b>B. Cash flow from investment activities</b>		
Sale of fixed assets (Net)	-	-
Purchase of Fixed Assets	(1,96,81,304)	(3,21,86,070)
Capital WIP, Cap. Adv. & Pre-op. Exps.	(12,83,30,023)	(18,00,000)
Interest received	31,27,634	1,08,93,841
Net cash from investment activities (B)	<u>(14,48,83,693)</u>	<u>(2,30,92,229)</u>
<b>C. Cash flow from financing activities</b>		
Proceed from issue of shares	-	-
Proceeds of borrowings	-	-
Repayment of borrowings	(1,12,61,081)	(99,70,612)
Interest paid	(84,43,996)	(99,89,965)
Dividend distributed including Distribution tax	-	(12,96,895)
Net cash from financing activities (C)	<u>(1,97,05,077)</u>	<u>(2,12,57,472)</u>
<b>Net increase in cash and cash equivalents TOTAL (A+B+C)</b>	(13,65,48,768)	(3,66,30,089)
Cash and cash equivalent at beginning of the year	16,03,27,810	19,69,57,898
Cash and cash equivalent at end of the year	<u>2,37,79,042</u>	<u>16,03,27,810</u>
	(0)	-

We have checked the above cash flow statement of Madhya Pradesh Today Media Limited, derived from the audited annual financial statement for the year ended 31st March, 2020 with the books and records maintained in the ordinary course of business and found the same to be in accordance therewith.

For P.K. Shishodiya & Co.  
Chartered Accountants

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

P. K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore : June 30, 2020

Hradayesh Dixit  
Managing Director  
DIN : 03146320

Shantanu Dixit  
Whole Time Director & CFO  
DIN :03146408

Anuj Agrawal  
Company Secretary

**MADHYA PRADESH TODAY MEDIA LIMITED**

CIN No. : L22120MP2010PLC024758

**Statement of Changes in Equity for the period ended on 31<sup>st</sup> March, 2020**

(In Rupees)

**Equity share capital**

<b>Authorised</b>	5,51,00,000
55,10,000 Equity Shares of Rs.10/- each (Previous Year 55,10,000 Equity Shares of Rs.10/- each)	
<b>Issued, Subscribed and Paid-up</b>	4,56,80,000
45,68,000 Equity Shares of Rs.10/- each fully paid up including 24,10,000 bonus shares	
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2019</b>	4,56,80,000
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	<b>4,56,80,000</b>

**Shareholder's Holding more than 5% shares**

Name of the shareholder	2020		2019	
	No. of shares held	Holding %age	No. of shares held	Holding %age
Shri Hradayesh Dixit	12,09,940	26.49%	12,09,940	26.49%
Shri Shantanu Dixit	12,29,960	26.93%	12,19,960	26.71%
<b>Total</b>	<b>24,39,900</b>	<b>53.41%</b>	<b>24,29,900</b>	<b>53.19%</b>

**Other Equity**

Particulars	Amount in Rs.		
	Reserves and Surplus		Total Other Equity
	Securities premium reserve	Retained earnings	
<b>Balance as at April 1, 2018</b>	<b>12,02,88,000</b>	<b>5,07,60,190</b>	<b>17,10,48,190</b>
Profit for the year		4,47,20,812	4,47,20,812
Dividend and tax thereon		(12,96,895)	(12,96,895)
Other comprehensive income for the year, net of income tax	-	-	-
<b>Balance as at April 1, 2019</b>	<b>12,02,88,000</b>	<b>9,41,84,107</b>	<b>21,44,72,107</b>
Profit for the year	-	4,35,35,077	4,35,35,077
Other comprehensive income for the year, net of income tax	-	-	-
<b>Balance as at March 31, 2020</b>	<b>12,02,88,000</b>	<b>13,77,19,184</b>	<b>25,80,07,184</b>

For P.K. Shishodiya & Co.  
Chartered AccountantsFor and on behalf of Board of  
Madhya Pradesh Today Media LimitedP. K. Shishodiya  
Proprietor  
M. No. 036015  
FR No. 03233C  
UDIN : 20036015AAAAAB9971  
Indore : June 30, 2020Hradayesh Dixit  
Managing Director  
DIN : 03146320Shantanu Dixit  
Whole Time Director & CFO  
DIN :03146408Anuj Agrawal  
Company Secretary

**Note No. 4 (A) : Property, Plant & Equipments**

	Leasehold Building	Plot	Lift	Furniture & Fixtures	Air Conditioners	Office Equipments	Power Backup System	Electrical Installation	Water Pump	Car*	Computers	TOTAL
<b>I. Cost</b>												
<b>Balance as at April 01, 2018</b>	<b>55,66,524</b>	<b>51,71,481</b>	<b>5,50,000</b>	<b>90,44,153</b>	<b>14,86,264</b>	<b>20,64,539</b>	<b>12,52,675</b>	<b>7,98,806</b>	<b>13,350</b>	<b>5,31,30,939</b>	<b>64,82,701</b>	8,55,61,432
Additions	94,39,207	-	-	76,48,667	41,406	33,57,211	-	10,51,536	-	1,05,64,399	83,644	3,21,86,070
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2019</b>	<b>1,50,05,731</b>	<b>51,71,481</b>	<b>5,50,000</b>	<b>1,66,92,820</b>	<b>15,27,670</b>	<b>54,21,750</b>	<b>12,52,675</b>	<b>18,50,342</b>	<b>13,350</b>	<b>6,36,95,338</b>	<b>65,66,345</b>	<b>11,77,47,502</b>
Additions	76,06,824	97,60,553	-	11,17,280	9,69,923	1,71,604	-	-	-	-	55,120	1,96,81,304
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2020</b>	<b>2,26,12,555</b>	<b>1,49,32,034</b>	<b>5,50,000</b>	<b>1,78,10,100</b>	<b>24,97,593</b>	<b>55,93,354</b>	<b>12,52,675</b>	<b>18,50,342</b>	<b>13,350</b>	<b>6,36,95,338</b>	<b>66,21,465</b>	<b>13,74,28,806</b>
<b>II. Accumulated depreciation/impairment</b>												
<b>Balance as at April 01, 2018</b>	<b>2,53,099</b>	-	<b>3,04,857</b>	<b>62,78,453</b>	<b>11,60,080</b>	<b>18,22,338</b>	<b>7,72,283</b>	<b>5,07,443</b>	<b>7,217</b>	<b>1,57,52,244</b>	<b>62,50,986</b>	<b>3,31,09,000</b>
Depreciation for the year	2,30,345	-	51,216	9,44,824	44,781	4,68,119	98,477	1,15,388	782	72,02,731	47,765	92,04,426
Written Back During the year	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2019</b>	<b>4,83,444</b>	-	<b>3,56,072</b>	<b>72,23,277</b>	<b>12,04,861</b>	<b>22,90,457</b>	<b>8,70,760</b>	<b>6,22,831</b>	<b>7,999</b>	<b>2,29,54,975</b>	<b>62,98,751</b>	<b>4,23,13,426</b>
Depreciation for the year	6,36,992	-	51,216	12,60,601	1,06,814	7,11,447	98,477	1,57,210	782	78,71,706	32,948	1,09,28,193
Written Back During the year	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2020</b>	<b>11,20,436</b>	-	<b>4,07,288</b>	<b>84,83,878</b>	<b>13,11,675</b>	<b>30,01,904</b>	<b>9,69,237</b>	<b>7,80,041</b>	<b>8,781</b>	<b>3,08,26,681</b>	<b>63,31,699</b>	<b>5,32,41,619</b>
<b>Net block (I-II)</b>												
<b>Balance as at March 31, 2020</b>	<b>2,14,92,119</b>	<b>1,49,32,034</b>	<b>1,42,712</b>	<b>93,26,222</b>	<b>11,85,918</b>	<b>25,91,450</b>	<b>2,83,437</b>	<b>10,70,301</b>	<b>4,569</b>	<b>3,28,68,657</b>	<b>2,89,766</b>	<b>8,41,87,187</b>
<b>Balance as at March 31, 2019</b>	<b>1,45,22,287</b>	<b>51,71,481</b>	<b>1,93,928</b>	<b>94,69,543</b>	<b>3,22,809</b>	<b>31,31,293</b>	<b>3,81,915</b>	<b>12,27,511</b>	<b>5,351</b>	<b>4,07,40,363</b>	<b>2,67,594</b>	<b>7,54,34,076</b>

\* Certain vehicles are hypothecated as primary security to the bank/FIs for loan against such vehicles.

## Note No. 4 (B) - Intangible assets

Description of asset	IPO Expenses	Brand Development	Total
<b>I. Cost</b>			
<b>Balance as at April 1, 2018</b>	51,18,939	32,45,043	83,63,982
Additions	-	-	-
<b>Balance as at March 31, 2019</b>	<b>51,18,939</b>	<b>32,45,043</b>	<b>83,63,982</b>
Additions	-	-	-
Deletion	-	-	-
<b>Balance as at March 31, 2020</b>	<b>51,18,939</b>	<b>32,45,043</b>	<b>83,63,982</b>
<b>II. Accumulated impairment losses</b>			
<b>Balance as at April 1, 2018</b>	10,23,788	32,45,043	42,68,831
Amortization for the year	10,23,788	-	10,23,788
<b>Balance as at March 31, 2019</b>	<b>20,47,576</b>	<b>32,45,043</b>	<b>52,92,619</b>
Amortization for the year	10,23,788	-	10,23,788
<b>Balance as at March 31, 2020</b>	<b>30,71,364</b>	<b>32,45,043</b>	<b>63,16,407</b>
<b>Net block (I-II)</b>			
<b>Balance as at March 31, 2020</b>	<b>20,47,575</b>	-	<b>20,47,575</b>
<b>Balance as at March 31, 2019</b>	<b>30,71,363</b>	-	<b>30,71,363</b>



**NOTES TO THE FINANCIAL STATEMENTS:**

	2020	2019
<b>Note No. 5 : Financial Assets</b>		
(A) Investments		
6,92,200 Equity Shares of Rs. 10/- each Global Metal & Energy Pvt. Ltd. (Previous year 6,92,200 equity shares of Rs.10 each)	69,22,000	69,22,000
(B) Loans and Advances [Unsecured, considered good]		
Security Deposits	90,88,077	61,65,970
	<b>1,60,10,077</b>	<b>1,30,87,970</b>

**Note No. 6 : Other Non Current Assets**

Capital Advances	16,95,31,953	4,24,49,030
Capital WIP	12,47,099	-
	<b>17,07,79,052</b>	<b>4,24,49,030</b>

**Note No. 7 : Inventories**

Newsprint Paper	<b>74,70,607</b>	<b>1,10,95,730</b>
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**Note No. 8 : Financial Assets**

(a) Trade Receivables [Unsecured, considered good]	<b>11,29,44,411</b>	<b>8,76,66,914</b>
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**Notes for Receivables :**

1) The average credit period is 30-90 days from the date of invoice. No interest is recovered on trade receivables for payments received after due date.

2) At 31 March, 2020, the Company had 2 customers (31 March 2019: 1 customers) that owed the Company more than Rs. 1 crore each and accounted for approximately 57.59% of all the receivables outstanding (31 March, 2019: 51.74%).

3) The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information alongwith changes in credit risk of specific parties/companies. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

**Age of receivables****Particulars**

0-180 days past due	4,29,22,981	1,20,84,413
> 180 days	7,00,21,430	7,55,82,500
	<b>11,29,44,411</b>	<b>8,76,66,914</b>

**(b) Cash and cash equivalents****(i) Balances with Banks :**

In deposit account *	-	14,68,16,991
In current account	2,31,09,611	1,25,15,935

**(ii) Cash on Hand**

	6,69,431	9,94,883
	<b>2,37,79,042</b>	<b>16,03,27,810</b>

\*Deposits on lien with bank as security against guarantee

**Note No. 9 : Other Current Assets**

Prepaid Expenses	3,12,017	3,10,719
Advance to Employees	-	50,816
Advance to Suppliers	24,03,372	32,24,906
Balance with revenue authorities	49,39,000	49,39,516
Advance to Others	51,96,332	54,12,717
	<b>1,28,50,721</b>	<b>1,39,38,674</b>

**Note No. 10 : Equity share capital**

<b>Authorised</b>	5,51,00,000
55,10,000 Equity Shares of Rs.10/- each (Previous Year 55,10,000 Equity Shares of Rs.10/- each)	
<b>Issued, Subscribed and Paid-up</b>	4,56,80,000
45,68,000 Equity Shares of Rs.10/- each fully paid up including 24,10,000 bonus shares	
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2019</b>	4,56,80,000
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	<b>4,56,80,000</b>

**Shareholder's Holding more than 5% shares**

Name of the shareholder	2020		2019	
	No. of shares held	Holding %age	No. of shares held	Holding %age
Shri Hridayesh Dixit	12,09,940	26.49%	12,09,940	26.49%
Shri Shantanu Dixit	12,29,960	26.93%	12,19,960	26.71%
<b>Total</b>	<b>24,39,900</b>	<b>53.41%</b>	<b>24,29,900</b>	<b>53.19%</b>

**(d) Terms/ Right attached to Shares**

(i) The equity shares of the Company, having par value of Rs. 10 each, rank pari passu in all respects including voting rights and entitlement to dividend.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No. 11 : Other Equity**

Particulars	As at March 31,	As at March 31,
	2020	2019
<b>Reserve and surplus</b>		
(a) Security premium	12,02,88,000	12,02,88,000
(b) Retained earnings	13,77,19,184	9,41,84,107
<b>Total</b>	<b>25,80,07,184</b>	<b>21,44,72,107</b>

**Description of nature and purpose of each reserve****(a) Security premium reserve :**

Securities premium reserve is used to record the premium on issue of shares. The reserve will be utilised in accordance with provisions of the Act.

**(b) Retained earnings :**

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

2020

2019

**Note No. 12 : Non Current Financial Liabilities**

Secured Borrowings :

Vehicle Loans from Banks	60,95,643	80,80,855
Vehicle Loans from Finance Companies	1,10,23,125	1,61,85,869
	<u>1,71,18,767</u>	<u>2,42,66,724</u>

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

Sr. no.	Nature of Security	Terms of Repayment
1	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from January, 2016 Last installment due in December,2020. Rate of Interest 9.35% p.a. as at year end.
2	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded.	Repayable in 84 equal monthly installments commencing from August 2016 Last installment due in July ,2023. Rate of Interest 10.50% p.a. as at year end.
3	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December,2021. Rate of Interest 9.45% p.a. as at year end.
4	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December,2021. Rate of Interest 9.45% p.a. as at year end.
5	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from August, 2016 Last installment due in July,2021. Rate of Interest 10.00% p.a. as at year end.
6	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from April 2018 Last installment due in March ,2023. Rate of Interest 8.71% p.a. as at year end.
7	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 84 equal monthly installments commencing from April, 2018 Last installment due in March,2025. Rate of Interest 9.50% p.a. as at year end.

**Note No. 14 : Non Current Provision**

Provision for Gratuity

1,08,83,4621,02,05,077

**Note No. 15 : Financial Liabilities**

## (A) Secured Borrowings :

Working Capital	2,61,43,156	2,65,28,955
Overdraft Account	1,82,64,021	2,01,60,837
	<u>4,44,07,177</u>	<u>4,66,89,792</u>

1. Working capital from bank is secured by hypothecation of inventory, book debts and collateral security of fixed assets besides personal guarantee of promoter directors.

2. Overdraft is secured by immovable property besides personal guarantee of promoter directors.

(B) Creditors	<u>23,39,490</u>	<u>1,00,36,740</u>
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## (C) Other Financial Liabilities

Current Maturities of Vehicle Loans	<u>71,60,443</u>	<u>89,90,951</u>
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**Note No. 16 : Current Tax Liability**

Provision for income Tax	1,58,11,209	1,80,18,371
Less : Advance Tax	1,56,02,556	1,55,94,437
	<u>2,08,653</u>	<u>24,23,934</u>

**Note No. 17 : Other Current Liabilities**

Salary Payable	52,44,832	45,32,205
Statutory Liabilities	9,14,487	4,43,653
Debtors having credit balance	4,76,253	-
Security Deposits	1,13,39,915	1,99,92,091
Other Payables	12,000	40,87,995
Others Expenses Payable	2,96,53,203	1,82,90,801
	<u>4,76,40,689</u>	<u>4,73,46,745</u>

**Note No. 18 : Revenue from Operation**

Circulation Sales	4,19,10,753	4,56,58,851
Advertisement	23,12,07,024	23,45,33,938
Other Operating Revenue	-	74,326
	<u>27,31,17,777</u>	<u>28,02,67,114</u>

**Note No. 19 : Other Income**

Interest Income on Fixed Deposits	31,27,634	1,08,93,841
Foreign Exchange Fluctuation Gain	13,60,909	50,758
Sundry Balances Written-off	1,96,180	7,28,674
Miscellaneous Income	18,52,110	20,55,309
	<u>65,36,833</u>	<u>1,37,28,582</u>

**Note No. 20 : Cost of Material Consumed**

Opening Stock	1,10,95,730	1,22,96,933
Add: Purchases	4,29,38,864	6,64,26,036
Freight Inward	13,09,626	11,86,115
Clearing, Forwarding, Loading and Unloading Expenses	31,20,434	25,52,481
	<u>5,84,64,654</u>	<u>8,24,61,566</u>
Less : Closing Stock	74,70,607	1,10,95,730
	<u>5,09,94,047</u>	<u>7,13,65,836</u>

**Note No. 21 : Employees' Benefit Expenses**

Salary and wages	4,59,23,596	4,38,82,433
Contribution to Welfare funds	4,03,136	3,14,241
Staff & Labour welfare & Hospitality	23,02,601	32,25,773
Directors' Remuneration	96,00,000	79,00,000
	<u>5,82,29,333</u>	<u>5,53,22,447</u>

**Note No. 22 : Finance Cost**

## Interest :

- Working Capital	56,18,210	61,36,991
- Vehicle Loans	27,03,736	36,15,453
Other financial charges	1,22,050	2,37,521
	<b>84,43,996</b>	<b>99,89,965</b>

**Note No. 23 : Other Expenses**

## (i) Operating Expenses:

Newspaper Printing Charges	3,19,79,382	3,52,59,872
Magazine Printing with paper	2,79,473	2,03,400
Power & Fuel Expenses	20,11,528	18,34,175
Subscription for News Procurement	2,56,508	1,55,885
Bureau Expenses	1,06,82,692	69,28,905
Media House Rent	23,93,484	22,89,371
Other Operating Expenses	1,36,370	25,859

<b>A</b>	<b>4,77,39,437</b>	<b>4,66,97,467</b>
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## (ii) Office &amp; Administrative Expenses:

Office Rent	28,67,353	27,23,607
Godown Rent	1,86,000	2,16,000
Stationery & Printing	3,15,613	3,88,182
Postage & Courier Expenses	1,35,903	2,26,387
Telephone Expenses	4,42,910	6,08,537
Legal & Professional Charges	57,89,439	25,09,926
Listing Fees	10,000	10,000
Tour & Travelling Expenses	9,86,776	15,58,475
Conveyance	4,73,543	3,82,455
Repairs and Maintenance :		
Building	20,70,696	-
Vehicles	1,02,853	1,00,432
Others	39,87,376	8,24,231
Web Server Expenses	1,27,935	1,89,441
Membership Expenses	65,000	1,74,000
Donation	1,39,000	21,000
Insurance	7,47,827	6,30,045
Festival Expenses	4,36,951	4,27,332
Rates & Taxes	2,500	2,500
Office Expenses	20,06,563	10,80,396
Bank Charges	1,13,853	1,03,825
Interest on taxes	1,21,918	23,322
Directors' Travelling & Other Expenses	3,24,350	3,97,059
Directors' Sitting Fee	2,00,000	2,00,000
Auditor Remuneration*	4,20,880	4,19,418

<b>B</b>	<b>2,20,75,238</b>	<b>1,32,16,570</b>
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## (iii) Selling Expenses:

Business Promotion Expenses	52,47,434	73,00,059
Transportation	2,02,325	1,45,995
Programme & Event Expenses	12,41,280	11,83,785
Selling & Distribution Expenses	19,30,346	20,94,063
Survey Expenses	91,03,843	1,09,33,326
Advertisement & Publicity	20,56,577	25,16,340
Other selling expenses	11,28,558	1,30,781

<b>C</b>	<b>2,09,10,363</b>	<b>2,43,04,349</b>
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<b>(A+B+C)</b>	<b>9,07,25,038</b>	<b>8,42,18,386</b>
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\*Audit Fee - 250000

Tax Audit Fees - 100000

Return Filing Fee - 50000

Out of pocket expenses - 20880 (Previous year 19418)

**Note No. 24 : Prior Period Expenses**

Other Expenses	3,00,617	-
Interest on Income Tax	-	1,681
	<u>3,00,617</u>	<u>1,681</u>

**Note No. 25 : Tax Expenses**

Income Tax	1,58,11,209	1,80,18,371
Deferred Tax (Assets)/Liability	(3,36,688)	1,29,984
<b>TOTAL</b>	<u>1,54,74,521</u>	<u>1,81,48,355</u>

**Note No. 26 : Deferred Tax**

Deferred Tax Liability On account of timing difference

Particulars	Transitional Adjustment as at 01/04/2019	Arising during the year	Balance carried as at 31/03/2020
Deferred Tax Liability On account of timing difference			
A. Depreciation	(2,01,452)	(1,53,052)	(3,54,504)
B. Deferred Revenue	(28,39,052)	(1,83,636)	(30,22,688)
<b>Total</b>	<u>(30,40,504)</u>	<u>(3,36,688)</u>	<u>(33,77,192)</u>
Deferred Tax Assets On account of timing difference	-	-	-
<b>Total</b>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Net</b>	<b>(30,40,504)</b>	<b>(3,36,688)</b>	<b>(33,77,192)</b>



पूरा सच, बेहिकवक  
**प्रदेश टुडे**

भा. धन. प्र. मुकत. अवर. मरकरण एव नई दिल्ली से प्रकाशित  
**7 राज्य, 27 संस्करण**