



**MADHYA PRADESH TODAY MEDIA LTD.**

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## **MADHYA PRADESH TODAY MEDIA LTD.**

Our Company was originally incorporated as Madhya Pradesh Today Media Private Limited (“Pradesh Today”) on 18<sup>th</sup> 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 5<sup>th</sup> 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 coloured 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 newspapers and there was a vacuum for evening newspaper. Pradesh Today in 2010 was founded to encash 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 Promotion as well as Sale of Vehicle also. Pradesh Today is also organizing every year events including Patang Mahotsav, Garba, 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>Name of Directors'</b>	<b>DIN</b>	<b>Designation</b>
Mr. Hradayesh Kumar Dixit	03146320	Chairman cum Managing Director
Mr. Kaustubh Dixit	07219025	Non-Executive Director
Mr. Nitin Maheshwari	07860370	Non-Executive Independent Director
Mrs. Gunjan Kaur Duggal	08151517	Non-Executive Independent Director
Mr. Shantanu Dixit (w.e.f.27 <sup>th</sup> June 2025)	03146408	Whole Time Director

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

<b>Company Secretary &amp; Compliance Officer</b>
Ms. Megha Neema (Membership No.: A39643)

<b>Auditor</b>
M/s. S. N. Gadiya & Co., Chartered Accountants, Indore

<b>Secretarial Auditor</b>
M/s. HSPN & Associates LLP, Company Secretaries, Mumbai

<b>Internal Auditor</b>
M/s. Tanishq Tharani & Co., Chartered Accountants, Indore

<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. Gunjan Kaur Duggal	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. Gunjan Kaur Duggal	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. Gunjan Kaur Duggal	Member	Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

<b>Registered Office:</b>
Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011 Website: <a href="http://epaper.pradeshtoday.com">epaper.pradeshtoday.com</a> Email Id: cs@pradeshtoday.org, Phone: 0755-30955555, 3095500 CIN: L22120MP2010PLC024758

<b>Bankers &amp; Financial Institutions</b>
ICICI Bank Limited
IDBI Bank Limited
HDFC Bank Limited
Punjab National Bank
Bank of Maharashtra
Volkswagen Finance Pvt. Ltd
Kotak Mahindra Prime Bank

<b>Registrar and Share Transfer Agent</b>
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

<b>Information to Shareholders</b>
Annual General Meeting Day & Date: Monday, 29 <sup>th</sup> September 2025 Time: 04:00 P.M. Through Video Conferencing/Audio-Visual Means.

<b>Date of Book Closure</b>
Tuesday, 23 <sup>rd</sup> September 2025 to Monday, 29 <sup>th</sup> September 2025 (Both days inclusive)

## LETTER FROM CHAIRMAN

**“Freedom of the Press is a precious privilege that no country can forego.”**

**Mahatma Gandhi**

Dear Fellow Shareowners,

We completed 15 Years and I must acknowledge that we have come a long way and we appreciate everyone’s efforts. 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 our financials with our esteemed members of the company; Our print business reported satisfactory revenue growth. In FY 2024-25, our total revenue including other income amounted to Rs. 2224.47 Lakhs. The Operating Profit before Taxation (PBT) amounted to Rs. 375.75 Lakhs as against Rs. 360.25 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 318.85 Lakhs as against Rs. 252.63 Lakhs in previous year.

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.

A new India is emerging - confident, bold and ready to stake its position as a global economic powerhouse and lead millions of people towards prosperity. As part of the country's one of the leading Media Groups, we are cognizant of our role and responsibility of disseminating credible information and insights that shape the future of the world’s largest democracy.

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. As we move forward, we remain committed in our commitment to responsible growth, which forms the core of all our strategies

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

**MADHYA PRADESH TODAY MEDIA LIMITED**  
**Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011**  
**Website: [www.epaper.pradeshtoday.com](http://www.epaper.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 15<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Monday the 29<sup>th</sup> September 2025 at 04:00 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, 2025, together with the Reports of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Kaustubh Dixit [DIN: 07219025], as a Director who retires by rotation in terms of Section 152(6) and being eligible, offers himself for reappointment.

#### **Special Business**

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

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

"**RESOLVED THAT** pursuant to the provisions of Section 2(54), 196, 197, 203 & Schedule V and any other applicable provisions, if any, of the Companies Act, 2013( including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members at the Annual General Meeting of the Company, be and is hereby accorded for the re-appointment of Mr. Hradayesh Kumar Dixit (DIN:03146320), Director of the Company whose office is not liable to determine by retirement by rotation , for a period of 3 (Three) years w.e.f. 05<sup>th</sup> Day of July, 2025 and payment of remuneration not exceeding of Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand only) per month, inclusive of all perquisites linked incentives and other facilities as may be agreed to by the Board of Directors of the Company.

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

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

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

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

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

Appointment of Mr. Shantanu Dixit (DIN: 03146408), as a Whole Time Director.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any under the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Shantanu Dixit (DIN: 03146408), who was appointed as an Additional Director (Whole-time Director) and, with effect from June 27 2025, be appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152, 196, 197, 203, and other applicable provisions, if any, read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee of the Board), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Shantanu Dixit (DIN: 03146408), as an Whole-time Director of the Company, designated as Whole-Time Director & Chief Financial Officer, liable to retire by rotation, to hold office for a period of 3(three) years commencing from 27<sup>th</sup> June 2025 upto June 26 2028 (both days are inclusive), on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board and Mr. Shantanu Dixit (DIN: 03146408), in accordance with the Act.

5. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution: “

RESOLVED THAT pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) to borrow any sum(s) of money, from time to time, including by way of issuance of debentures/bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs.200 Crore (Rupees Two Hundred Crore Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

6. MAKING INVESTMENT(S) AND/OR PROVIDING LOAN(S) AND GIVE GUARANTEE (S) IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs.200 Crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).

7. To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

Appointment of Secretarial Auditor.

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. HSPN & Associates LLP Company Secretaries, Company Secretaries (Peer review No. 6035/2024) as the Secretarial Auditor of the Company for a period of five (5) years, commencing from FY 2025-2026 to till FY 2029-2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

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

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

**Sd/-  
Megha Neema  
Company Secretary  
(Membership No. A39643)**

**Place: Bhopal  
Date: 4<sup>th</sup> September 2025  
Registered Office:  
MADHYA PRADESH TODAY MEDIA LIMITED  
CIN: L22120MP2010PLC024758  
Plot No.5, Press Complex, Zone - I, M. P. Nagar,  
Bhopal - 462 011  
Tel: 0755-7185600  
[epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)**

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

**Item No. 3**

Mr. Hradayesh Kumar Dixit was appointed as the Managing Director of the Company for a period of five years effective from July 05, 2022 till July 04, 2025, and the said re-appointment was approved by the Shareholders at the Annual General Meeting held on 30<sup>th</sup> September 2022. Considering the significant contribution made by Mr. Hradayesh Kumar Dixit towards the growth of the Company during last 10 years, the Board of Directors of the Company at its meeting held on June 27, 2025 has, subject to the approval of the Shareholders and re-appointed Mr. Hradayesh Kumar Dixit as Managing Director of the Company for term of 3 (Three) years with effect from July 5, 2025 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

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

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

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

Shareholders' approval is hereby sought for the reappointment and remuneration payable to Mr. Hradayesh Kumar Dixit as Managing Director of the Company for a period of 3 (Three) years effective from July 5, 2025. The Board recommends the Resolution as set out under business item no. 3 in the notice of this meeting for approval of the Members by means of a Special Resolution.

**I. General Information**

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

(d) Financial performance based on given indicators

Particulars	2022-2023	2023-2024	2024 - 2025
Gross Income	2202.14	2176.06	2224.47
Profit before Tax	346.54	360.25	375.75
Profit after Tax	243.88	252.63	318.85
Net worth	3887.95	4459.44	4140.59

(e) Foreign investments or collaborations, if any.

II. Information about the appointee:

S. No.	Particulars	
a)	Background Details	Mr. Hradayesh Kumar Dixit was Managing Director of the Company
b)	Past Remuneration	Rs. 2,50,000 P.M.
c)	Recognition or Awards	N.A.
d)	Job profile and his Suitability	His current term of appointment as a Managing Director of the Company was expired on 05th July 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Hradayesh Kumar Dixit should be available to the Company.
e)	Remuneration Proposed	Rs.2,50,000/- (Rupees Two Lacs Fifty Thousand only) .
f)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position & person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Hradayesh Kumar Dixit has vast experience in Management. Mr. Dixit has rich experience of handling various areas of business and is well known in Media industry. Mr. Dixit has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
g)	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any.	Mr. Hradayesh Kumar Dixit has a relationship with the Company as Managing Director. Also Mr. Dixit is holding 12,09,940 consisting of 26.49% shares of the Company. Mr. Shantanu Dixit, Whole Time Director and Mr. Kaustubh Dixit, Non-Executive Director of the Company both are sons of Mr. Dixit.

### III. Other information

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

Your directors recommend Resolution No. 3 as a Special Resolution for approval by the members, except Shri Mr. Hradayesh Kumar Dixit, being an appointee and Mr. Shantanu Dixit, Executive Director and Chief Financial Officer and Mr. Kaustubh Dixit, Promoter Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

#### Item No. 4

Pursuant to the provisions of Sections 152, 196, 197, 203 and schedule V of the Companies Act, 2013 read with relevant rules as may be amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof, for the time in being in force) and Article of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 27 2025, have approved the appointment of Mr. Shantanu Dixit (DIN: 03146408) as an Additional Director (Whole-time Director) for a period of three years commencing from June 27 2025 to June 26 2028, who shall hold office upto the date of the forthcoming General Meeting .He shall be liable to retire by rotation.

Accordingly, the appointment of Mr. Shantanu Dixit (DIN: 03146408) as a Whole-time Director of the Company, designated as Whole-Time Director, would require the approval of members of the Company.

Mr. Shantanu Dixit (DIN: 03146408) is well Educated and Qualified his B.B.A Mr. Shantanu Dixit was appointed as a Whole Time Director 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 1<sup>st</sup> Auto Show of Madhya Pradesh

The principal terms and conditions of re-appointment of Mr. Shantanu Dixit (DIN: 03146408) (hereinafter referred to as "the appointee") are given below:

1. Name & Designation of Director: Mr. Shantanu Dixit (DIN: 03146408), Whole Time Director.
2. Date of Appointment: June 27 2025.
3. Period: 03 years (from June 27 2025 to June 26 2028).
4. 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. The Whole Time Director shall devote his whole-time attention and abilities to the business of the Company. 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. Salary (p.m.): Rs.1,50,000/- (Rupees One Lacs Fifty Thousand Only) p.m. with power to Board to vary from time to time within the limits of schedule V of the Companies Act.

## II. PERQUISITES:

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.

- (a) Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) 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.
- (c) Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs.12,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- (d) Holiday passage for children studying outside India/family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.

- (e) Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- III. Salary and perquisites specified herein shall be payable to the Whole Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- IV. The whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Director or committee thereof.
- V. The whole Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the company.

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

Mr. Shantanu Dixit (DIN: 03146408), is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority. Mr. Shantanu Dixit (DIN: 03146408), as a Whole Time Director designated is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

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

I. General Information

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

d.	Financial performance based on given indicators (Rs. In Lakhs)	Particulars	2022-2023	2023-2024	2024 - 2025
		Gross Income	2202.14	2176.06	2224.47
		Profit before Tax	346.54	360.25	375.75
		Profit after Tax	243.88	252.63	318.85
		Net worth	3887.95	4459.44	4140.59
e	Foreign investments or collaborations, if any.	There are no direct foreign investments or collaborations in the Company.			

## II. Information about the appointee:

a.	Background Details	Mr. Shantanu Dixit (DIN: 03146408) was appointed as a Whole Time Director.
b	Past Remuneration	N.A
c.	Recognition or Awards	N.A.
d.	Job profile and his suitability	Mr. Shantanu Dixit (DIN: 03146408) is well Educated and Qualified his B.B.A Mr. Shantanu Dixit was appointed as a Whole Time Director 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
e.	Remuneration proposed	Rs.1,50,000/- (Rupees One Lacs Fifty Thousand only)
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position & person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by him, the proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in related industry.
g.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any.	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Kaustubh Dixit, Non- Executive Director of the Company.

### III. Other information

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

Your directors recommend Resolution No.4 as a Special Resolution for approval by the members, except Mr. Shantanu Dixit, being an appointee and Mr. Hradayesh Kumar Dixit, Managing Director and Mr. Kaustubh Dixit, Promoter Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

#### Item No. 5:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on September 4 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to board of directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.200 crores. (Rupees Two Hundred crores only)

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorship and shareholding in the Company (if any). Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 6:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on September 4 2025 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate amount of Rs.200 Crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security(ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item no. 7:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. HSPN & Associates LLP, (HSPN) Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from financial year 2025-2026 to 2029-2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending HSPN for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse, its existing experience in the Company's business segments. HSPN was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of HSPN appointment include a tenure of five years, from financial year 2025-2026 to 2029-2030. The fixed remuneration for the Secretarial Audit for the year 2025 is set at Rs.1,35,000/- (Rupees One Lacs Thirty-Five Thousand only), plus applicable taxes and other. The proposed fees are determined based on the scope of work, and the time and expertise required by HSPN to conduct the audit effectively. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with HSPN, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2029 will also be approved by the Board and/ or the Audit Committee.

HSPN has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of HSPN as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCA Circulars"]

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare
3. Bigshare Services Pvt. Ltd. for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare.
4. In accordance with the circulars issued by MCA and SEBI, the Notice of the 15<sup>th</sup> AGM along with Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

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

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [epaper.pradeshtoday.com/investors/investors.aspx](http://epaper.pradeshtoday.com/investors/investors.aspx) The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of M/s. Bigshare Services Pvt. Ltd. (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to [hs@hspnassociates.in](mailto:hs@hspnassociates.in)/[kunal@hspnassociates.in](mailto:kunal@hspnassociates.in) 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).
10. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 23<sup>rd</sup> September, 2025 to Monday, 29<sup>th</sup> September, 2025 (both days inclusive) Books for the purpose of 15<sup>th</sup> Annual General Meeting of Madhya Pradesh Today Media Limited.
11. Since the 15<sup>th</sup>AGM will be held through VC/OAVM, the route map is not annexed.
12. 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.**
13. In case of joint holders attending the 15<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote.
14. 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 15<sup>th</sup>AGM.
15. A member holding shares either in physical or dematerialized form, as on cut-off date, i.e., as on Monday September 22, 2025, may cast their votes electronically. The e-voting period commences on Friday, September 26, 2025 (9:00 a.m. IST) and ends on Sunday, September 28, 2025 (5:00 p.m. IST). The e-voting module will be disabled by Bigshare thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Monday September 22, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

16. 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 2024-25 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.
17. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. Monday the September 22, 2025, may obtain the login ID and password by sending a request at Bigshare Services Pvt. Ltd. However, if he / she is already registered with Bigshare for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. Monday the September 22, 2025, may follow steps mentioned in the Notice under "Instructions for e-voting"
18. 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.
19. 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.
20. 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.
21. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
22. 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.
23. 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.

24. 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.
25. The Company has appointed Mr. Hemant Shetye, Company Secretary, having Membership No. FCS-2827 & Certificate of Practice No. 1483 and/or Mr. Kunal Sakpal, having Membership No. ACS: 75123 & Certificate of Practice No.27860 Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on Friday, September 26, 2025 (9:00 a.m. IST) and ends on Sunday, September 28, 2025 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 22<sup>nd</sup> September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <ul style="list-style-type: none"> <li>▪ After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "<b>VIEW EVENT DETAILS (CURRENT)</b>" under 'EVENTS' option, Select event for which you are desire to attend the AGM/EGM under the dropdown option, click on the option <b>VOTE NOW</b> on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "<b>VIDEO CONFERENCE LINK</b>" option.</li> </ul> <p>1) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p>

	<p>2) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your</p>

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

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

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

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

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.

- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

### Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### 4. Procedure for joining the AGM/EGM through VC/ OAVM:

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.

- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

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

**Sd/-  
Megha Neema  
Company Secretary  
(Membership No. A39643)**

**Place: Bhopal  
Date: 4<sup>th</sup> September 2025  
Registered Office:  
MADHYA PRADESH TODAY MEDIA LIMITED  
CIN: L22120MP2010PLC024758  
Plot No.5, Press Complex, Zone - I, M. P. Nagar,  
Bhopal - 462 011  
Tel: 0755-7185600  
[epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)**

Additional information on directors recommended for appointment / reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

### Details of Directors seeking Appointment/Re-appointment at the 15<sup>th</sup> Annual General Meeting

Name of Director	Kaustubh Dixit	Mr. Hradayesh Kumar Dixit	Mr. Shantanu Dixit
<b>Director Identification Number (DIN)</b>	07219025	03146320	03146408
<b>Designation/ category of the Director</b>	Non- Executive Director	Managing Director	Whole Time Director
<b>Date of Birth / Age</b>	14-08-1995 Age: 30	27-06-1968 Age: 57	10-12-1991 Age: 34
<b>Date of the first appointment on the Board</b>	28-07-2017	18-11-2010	27-06-2025
<b>Qualifications</b>	BMBS	Master's degree in Journalism from Makhanlal University, Bhopal	B.B.A
<b>Brief Profile, Experience, and Expertise in specific functional areas</b>	He is the Non-Executive Director of the Madhya Pradesh Today Media Limited. He has completed BMBS from Daly College Business School (DMU, Leicester) in the year 2016. He is currently advising to the board an independent view on the running of our business, governance and boardroom best practice	He is the Co-Founder of Madhya Pradesh Today Media Limited (Pradesh Today Media Group). He is Presently Chairman & Managing Director of Pradesh Today Media Group. He holds Master's degree in Journalism from Makhanlal University, Bhopal. He has been on the Board of Company since inception. He has more than 20 years of experience in the publishing and newspaper business. Under his guidance Pradesh Today Media Group publishes Hindi Daily Evening Newspaper called Pradesh Today in over 52 districts, in Madhya Pradesh with a largest circulation daily. Pradesh Today is	Mr. Shantanu Dixit (DIN: 03146408) is well Educated and Qualified his B.B.A Mr. Shantanu Dixit was appointed as a Whole Time Director 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 1 <sup>st</sup> Auto

		Madhya Pradesh's biggest evening newspaper. Under his dynamic leadership with clear future vision, the company has progressed to make Pradesh Today one of largest read newspaper of the Madhya Pradesh.	Show of Madhya Pradesh
<b>Directorships held in other companies including listed companies (^) and excluding Foreign companies as of the date of this Notice</b>	N.A.	N.A.	N.A.
<b>Relationship between Directors inter-se</b>	1. Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company. 2. Brother of Mr. Shantanu Dixit, CFO of the Company.	Father of Mr. Shantanu Dixit and Mr. Kaustubh Dixit.	Son of Mr. Hradayesh Kumar Dixit, Managing Director of the Company and brother of Mr. Kaustubh Dixit, Non-Executive Director of the Company
<b>Terms and condition of appointment / reappointment</b>	Re-appointment in terms of Section 152(6) of the Companies Act, 2013..	Reappointment of Managing Director.	Appointed as an whole time Director
<b>Name of listed entities from which the person has resigned in the past three years</b>	Nil	Nil	Madhya Pradesh Today Media Limited.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	20 Equity Shares (0.00%)	12,09,940 (Twelve Lacs Nine Thousand Nine Hundred Forty Only) (26.49%)	12,29,960 (26.93%) (Twelve Lacs Twenty-Nine Thousand Nine Hundred Sixty only)

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 15<sup>th</sup> Annual Report of the Company along with financial statement for the financial year ended 31<sup>st</sup> March, 2025. 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, 2025 is summarized below:

(Amount In Lakhs)

<i>Particulars</i>	<i>2024-25</i>	<i>2023-24</i>
<i>Revenue from operation</i>	<b>2196.56</b>	<b>2155.70</b>
<i>Other Income</i>	<b>54.91</b>	<b>20.36</b>
<i>Total Revenue</i>	<b>2224.47</b>	<b>2176.06</b>
<i>Depreciation &amp; amortization expenses</i>	<b>85.76</b>	<b>85.49</b>
<i>Net Profit Before Exceptional Items &amp; Tax</i>	<b>362.54</b>	<b>361.62</b>
<i>Net Profit Before Tax</i>	<b>375.75</b>	<b>360.25</b>
<i>Tax Expenses:</i>		
<i>Current Tax</i>	<b>95.89</b>	<b>97.73</b>
<i>Deferred Tax</i>	<b>-38.99</b>	<b>9.89</b>
<i>Tax for earlier years/written back</i>	<b>-</b>	<b>-</b>
<i>Net Profit After Tax</i>	<b>318.85</b>	<b>252.63</b>
<i>Profit for the period from continued operations</i>	<b>318.85</b>	<b>252.63</b>
<i>Earning Per Shares (EPS):</i>		
<i>Basic</i>	<b>6.98</b>	<b>5.53</b>
<i>Diluted</i>	<b>6.98</b>	<b>5.53</b>

### 2. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement is a Part of Annual Report. Consolidated Financial Statement is not applicable to the Company.

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

The sales and other income for the year ended 31<sup>st</sup> March, 2025 were Rs.2196.56 Lakhs as against Rs. 2176.06 Lakhs in the previous year. The Operating Profit before Taxation (PBT) amounted to Rs. 375.75 Lakhs as against Rs. 360.25 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 318.85 Lakhs as against Rs. 252.63 Lakhs in previous year.

### 4. SHARE CAPITAL:

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

- Disclosure regarding issue of equity shares with differential rights

All the equity shares issued by the Company carry similar voting rights and the Company has not issued any equity shares with differential voting rights during the financial year under review.

- Buy Back of Securities

The Company has not bought back any of its securities during the financial year under review.

- Sweat Equity

The Company has not issued any Sweat Equity Shares during the financial year under review.

- Bonus Shares

No Bonus Shares were issued during the financial year under review.

- Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees during the financial year.

### 5. DIVIDEND:

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

**6. TRANSFER TO GENERAL RESERVE:**

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

**7. 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.

**8. SUBSIDIARIES:**

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

**9. SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

**10. LISTING ON STOCK EXCHANGES**

The Equity shares of the Company are listed on SME Emerged Platform of National Stock Exchange of India Limited. The Company has paid the annual listing fees for the financial year 2025-2026.

**11. EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)

**12. REPORTING OF FRAUDS BY AUDITOR:**

Reporting of frauds by auditors During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### **13. 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.

### **14. 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

### **15. DECLARATION OF INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 read with schedules and rules issued thereunder. They have also confirmed that they meet the requirements of "Independent Director" as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Pursuant to Data Bank Notification relating to IICA dated 22nd October, 2019 Companies (Accounts) Amendments Rules, 2019, Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, all the existing Independent Directors have registered themselves with Indian Institute of Corporate Affairs.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

#### 16. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors held their meeting on 14.02.2025, without the attendance of Non-Independent Directors and members of the management. All Independent Directors were present at the meeting.

#### 17. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### Composition of Board of Directors:

During the period under review, the Board of Directors of the Company duly constituted as per provisions of the Companies Act, 2013.

As on 31<sup>st</sup> March, 2025, The Board of company consists of Four (4) Directors. The composition and category of Directors are as follows:

Sr.	Name of the Director	DIN	Designation
1.	Mr. Hradayesh kumar dixit	03146320	Managing Director
2.	Mr. Kaustubh Dixit	07219025	Promoter Director
3.	Mr. Shantanu Dixit (w.e.f.27th June 2025.)	03146408	Additional Director (whole Time Director)
4.	Mr. Nitin Maheshwari	07860370	Independent Non-Executive Director.
5.	Ms. Gunjan Kaur Duggal	08151517	Independent Non-Executive Director.

Frequency and Quorum at these Meetings were in conformity with the provisions of the Companies Act, 2013 and the "Listing Regulation" and the listing agreements entered into by the company with the Stock Exchange. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The following changes were made in the Board of Directors and Key Managerial Personnel of the company.

- \* Mr. Shantanu Dixit, appointed as an additional (whole Time Director) w.e.f. 27<sup>th</sup> June, 2025 your requested to re-appoint himself in the ensuing annual general meeting
- \* Re-appointment of Mr. Hradayesh Kumar Dixit, Chief Executive Officer and Managing Director (CEO & MD), for a period of 03 (Three) years from July 5, 2025 to July 4, 2028 subject shareholders' approval in the ensuing Annual General Meeting.

Retirement by Rotation:

In terms of Section 152 of the Companies Act, 2013, Mr. Kaustubh Dixit (DIN: 7219025), Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offered himself for re-appointment.

The Board confirms that none of the Directors of the Company is disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and necessary declaration has been obtained from all the Directors in this regard.

Pecuniary relationship or transactions with the Company During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company.

During the year under review, the Company does not have any Holding or Subsidiary Company. Therefore, no Managing Director or Whole time Director has received such Remuneration or commission and the provisions is not applicable.

### **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

#### **A) '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 3 (Three) times viz on May 30, 2024, September 5, 2024 and November 14, 2024.

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

<b>S. No.</b>	<b>Name of Committee Member</b>	<b>Category</b>	<b>Designation</b>	<b>No. of meetings attended</b>
<b>1.</b>	Mr. Nitin Maheshwari	Independent Director	Chairman	3
<b>2.</b>	Mrs. Gunjan Kaur Duggal	Independent Director	Member	3
<b>3.</b>	Mr. Kaustubh Dixit	Non-Executive Director	Member	3

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 behaviour 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 [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)

### **B) 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, 1 (One) Meeting of Nomination and Remuneration Committee was held on February 14, 2025. 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	1
2.	Mrs. Gunjan Kaur Duggal	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 [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)

### **C) 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, 1 (One) Meeting of Stakeholders Relationship Committee was held on February 14, 2025.

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

<b>S. No.</b>	<b>Name of Committee Member</b>	<b>Category</b>	<b>Designation</b>	<b>No. of meetings attended</b>
<b>1</b>	Mrs. Gunjan Kaur Duggal	Independent Director	Chairman	1
<b>2</b>	Mr. Nitin Maheshwari	Independent Director	Member	1
<b>3</b>	Mr. Kaustubh Dixit	Non-Executive Director	Member	1

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2025.

### **18. STATUTORY AUDITOR:**

At the 13<sup>th</sup> AGM held on Saturday the September 30, 2023, Members appointed M/s. S. N. Gadiya & Co., Chartered Accountants, (Firms Registration No.002052C), Indore, as Statutory Auditors of the Company, for a period of five years from the conclusion of the 13<sup>th</sup> AGM till the conclusion of the 18<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 M/s. S. N. GADIYA & CO., Chartered Accountants, certifying that if they are appointed as Auditors, their appointment would be as per the conditions prescribed by the said Sections.

19. **SECRETARIAL AUDITOR**

The Company has appointed M/s. HSPN And Associates LLP (Formerly known as HS Associates), Practicing Company Secretaries, as Secretarial Auditor of the Company to carry out the Secretarial Audit for the Financial Year 2024-2025 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Their report is appended to this Annual Report as Annexure A to Director's Report.

Further, the Board has appointed M/s. HSPN & Associates LLP, Practicing Company Secretary to conduct Secretarial Audit of the Company for a period of 5 years i.e. from FY2025-26 to 2029-30, subject to approval of the Members at the ensuing AGM.

20. **INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 & the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the board of directors of the company on recommendation of Audit Committee, at their meeting held on May 30 2024 had appointed M/s. Tanishq Tharani & Co, Chartered Accountants of India, having membership number 029091C, as Internal Auditors to conduct Internal Audit for the financial year 2024-25.

21. **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 2024 - 25 does not contain any qualifications, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

Observations of Secretarial Auditor:

- (a) The Company has received Show Cause Notice dated 12<sup>th</sup> June, 2024 from National Stock Exchange of India Limited (NSE) for Violation of Regulation 6(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 i.e., with regards to same default of Non-appointment of Company Secretary for the interim period between 22<sup>nd</sup> September, 2023 to 5<sup>th</sup> March, 2024. National Stock Exchange of India Limited (NSE) vide its Show Cause Notice, levied a penalty of Rs. 76,700/- (Rs. 65,000+ GST 18%).

Board's Reply: The Company filed application on 20<sup>th</sup> June, 2024, for waiver of penalty of Rs. 76,700 which was levied by the NSE vide their letter dated 12<sup>th</sup> June, 2024. The waiver application was rejected by NSE vide their communication on 15<sup>th</sup> August, 2024. Thereafter, the Company paid the said penalty of Rs. 76,700/- (Rs. 65,000+ GST 18%) to the NSE on 21<sup>st</sup> August, 2024. The matter is now closed from the Company's side.

**22. CORPORATE GOVERNANCE:**

Since the Company is listed on SME Emerge Platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("LODR") the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company. Hence, Corporate Governance Report does not form part of this Annual Report.

**23. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:**

The Company has complied with the provisions of the Maternity Benefit Act, 1961, and during the year, there was no claim for maternity benefits by any woman employee. The Company continues to comply with the provisions of the Maternity Benefit Act, 1961, The Company remains committed to fostering an inclusive and supportive workplace for its women employees.

**24. 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.

**25. 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).

**26. 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 B).

There have been no employees other than Managing Director, CFO and CS who is drawing the remuneration as specified in Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore the required details are not provided in this report.

**27. DISCLOSURE OF SEXUAL HARASSEMENT 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.

The details as required under the law for the compliant is provided below:

<b>Number of complaints of sexual harassment received in the year;</b>	<b>Number of complaints disposed off during the year</b>	<b>Number of cases pending for more than ninety days</b>
NIL	NIL	NIL

**28. COST RECORDS AND COST AUDIT**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

**29. 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.

**30. 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 in cost.

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

(a) No technology has been imported during previous three financial years.

(b) The year on import - Not Applicable

(c) Whether the technology been fully absorbed - Not Applicable

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. - Not Applicable

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

No expenditure exclusively on Research and Development has been incurred during

**Foreign exchange earnings and out-go are set out below:**

<b>Particulars</b>	<b>Financial year ended on March 31, 2025 (in INR (in Lakhs)</b>	<b>Financial year ended on March 31, 2024 (in INR (in Lakhs)</b>
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

(Including capital goods and other expenditure)

**31. 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'.

**32. 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.

**33. 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.

### **34. 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.

### **35. 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.

### **36. 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 2024-2025.

1. Deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Company does not have any Employees' Stock Option Scheme.
5. 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.
6. The Company has not received any complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
7. 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.
8. No fraud has been reported by the Auditors to the Audit Committee or the Board.
9. There was no change in the nature of business of the Company, during the year under review.

**37. RATING:**

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

**38. 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 annexed to this Report.

**39. 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 [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)

**40. 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.

#### **41. 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.

#### **42. FAMILIARISATION PROGRAMME FOR DIRECTORS:**

Upon appointment of a new Independent Director, the Company issues a formal Letter of Appointment, which sets out in detail, inter-alia, the terms and conditions of appointment, their duties, responsibilities and expected time commitments. The terms and conditions of their appointment are disclosed on the Company's website.

The Board members are provided with the necessary documents, presentation, reports and policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the meetings of Board and its Committees, on Company's performance. Detailed presentations on the Company's businesses and updates on relevant statutory changes and important laws are also given in the meetings

The policy on Company's familiarization program for Independent Directors is posted on Company's website at [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com)

#### **43. INSOLVENCY AND BANKRUPTCY CODE:**

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

#### **44. DISCLOSURE UNDER RULE 8(5)(XII) OF THE COMPANIES (ACCOUNTS) RULES, 2014:**

During the year, there were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions. The requirement to disclose the details of difference between amount of valuation done at the time of onetime settlement and valuation done while taking loan from the Banks and Financial Institutions along with the reasons thereof is also not applicable.

#### **45. 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.

#### **46. 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**

**Sd/-**

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

**Place: Bhopal  
Date: 04<sup>th</sup> September, 2025**

Form No. MR-3  
SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2025.

[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, 2025, 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 31<sup>st</sup> March 2025, 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 - **Not applicable as there was no reportable event during the financial year under review.**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021. - **Not applicable as there was no reportable event during the financial year under review.**

- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not applicable as there was no reportable event during the financial year under review;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client – Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – Not applicable as there was no reportable event during the financial year under review;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not applicable as there was no reportable event during the financial year under review.

VI. Management has identified and confirmed the following laws as being specifically applicable to the Company.

- (a) Press and Registration of Books Act, 1867; and
- (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 April 1<sup>st</sup>, 2024.
- 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 elsewhere in this report.

We further report that:

- 1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- 2. 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.

3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 hereby report the following observations during the audit for the financial period:**

- (a) The Company received Show Cause Notice dated 12<sup>th</sup> June, 2024 from NSE for similar violation of Regulation 6(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 i.e., with regards to same default of Non-appointment of Company Secretary for the interim period between 22<sup>nd</sup> September, 2023 and 5<sup>th</sup> March, 2024, and levied penalty of Rs. 76,700/- (Rs. 65,000+ GST 18%). The Company then filed application with the NSE asking for waiver of the said penalty on 20<sup>th</sup> June, 2024, which was rejected by the NSE on 15<sup>th</sup> August, 2024. Thereafter, the Company paid the said penalty of Rs. 76,700 to the NSE on 21<sup>st</sup> August, 2024.

Date: 4<sup>th</sup> September, 2025  
Place: Mumbai  
ICSI UDIN: A021874G001166699  
Peer Review No.: 6035/2024

FOR HSPN & ASSOCIATES LLP  
Company Secretaries

sd/-

Uravshi Rathi  
Partner  
ACS No.: 21874  
CP No.: 26434

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.

To,  
The Members,  
Madhya Pradesh Today Media Limited

Our report of even date is to be read along with this letter.

1. 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.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.
5. The Compliance of the provisions of applicable laws, rules, regulations, standards is the responsibility of Management. Any fraud, error, misstatements arising, if any would be the responsibility of the Board and 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 efficiency or effectiveness with which the Management has conducted the affairs of the company.

Date: 4<sup>th</sup> September, 2025  
Place: Mumbai  
ICSI UDIN: A021874G001166699  
Peer Review No.: 6035/2024

FOR HSPN & ASSOCIATES LLP  
Company Secretaries

Sd/-

Uravshi Rathi  
Partner  
ACS No.: 21874  
CP No.: 26434

**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:

- a. **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>		
Hradayesh Kumar Dixit	30.00 per annum.	62.50%

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 /(decrease) in remuneration in the financial year
Hradayesh Kumar Dixit (CMD)	No Change
Shantanu Dixit (CFO)	No Change
Megha Neema (CS)	-

- c. The median remuneration for the year 2024-25 is Rs. 48,00,000/- p.a.
- d. The percentage increase/(Decrease) in the median remuneration of employees in the financial year: 13.32%
- e. The number of permanent employees on the rolls of Company: 195

- f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of key managerial personnel (KMP) in FY 31.03.2025	(Amount in Lakhs)
	Amount
Revenue	2224.47
Remuneration of KMPs (as a % of revenue)	2.16%
Profit before Tax (PBT)	375.75
Remuneration of KMP (as a % of PBT)	12.77%

- g. **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 decreased in the salary of employee other than the managerial personnel was over 13.32% during the financial year 2024-25. Further During the year there has been no change in remuneration of KMP of the company.**

**h. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

(Rs. in Lacs)

<b>Particulars</b>	<b>Hridayesh Kumar Dixit</b>	<b>Megha Neema</b>
<b>Remuneration in FY 2025</b>	<b>30.00</b>	<b>2.22</b>
<b>Remuneration as % of Revenue</b>	<b>1.35%</b>	<b>0.10%</b>
<b>Remuneration as % of Profit before Tax</b>	<b>8.00%</b>	<b>0.60%</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

The global economy delivered modest yet stable growth in (calendar year) CY 2024, navigating a complex macroeconomic landscape shaped by residual disruptions and evolving geopolitical dynamics. Strong real income growth and easing interest rates supported activity in select regions; however, these tailwinds were offset by subdued consumer sentiment, fiscal tightening, and shifting global trade patterns. The imposition of new tariffs by the United States, followed by reciprocal actions from key trading partners, added further uncertainty to the global trade environment.

Global GDP growth was estimated at 3.3% in CY 2024, slight decline from the previous year. Advanced economies experienced a slowdown, reflecting the delayed impact of earlier monetary tightening – particularly in the US and Europe – where elevated interest rates constrained investment and consumption. In contrast, emerging and developing economies showed greater resilience, supported by robust domestic demand and more accommodative policy frameworks. Global headline inflation eased to 5.8% in CY 2024 from 6.7% in CY 2023, driven by tighter monetary policy, declining energy prices, and reduced supply chain pressures. Nonetheless, the global outlook remained vulnerable to downside risks. Escalating trade tensions and policy uncertainty contributed to increased market volatility and constrained capital flows, particularly in highly indebted economies. While many emerging markets sustained growth, they faced growing headwinds from tightening global financial conditions and weaker external buffers.

Source: Basis World Economic Outlook, July 2025 Report

The medium-term global economic outlook remains to an extent uncertain, shaped by rising trade barriers, heightened geopolitical tensions, and increasing policy unpredictability. These headwinds are expected to dampen investment activity and household consumption, resulting in a projected 5.8% in CY 2024 to 4.2% in CY 2025E, and further to 3.6% in CY 2026E, supported by weakening demand and improving supply-side conditions.

The macroeconomic outlook for FY 2025–26E reflects a balance of strong domestic fundamentals and emerging external challenges. Robust domestic demand, improving supply-side conditions, and prudent fiscal management continue to support growth. However, elevated geopolitical risks, commodity price volatility, and tight global financial conditions necessitate ongoing policy vigilance to preserve economic momentum.

Source: Basis RBI Annual Report, 2025.

### Economic Outlook

India's economic outlook for FY 2025–26E remains broadly optimistic, anchored by strong domestic fundamentals and a supportive policy environment. The government's continued focus on capital expenditure, alongside a calibrated approach to fiscal consolidation, has helped sustain growth momentum. A robust banking sector – with well-capitalized institutions – and strengthened corporate balance sheets, coupled with resilient financial markets, provide a solid foundation for continued economic expansion. The services sector remains a key growth driver, while improving consumer and business sentiments continue to support aggregate demand.

For the first time, Digital media emerged as the largest segment within the M&E landscape, surpassing Television – despite a deceleration in its growth rate. This performance reflects shifting consumer preferences, with digital consumption solidifying its dominance, albeit tempered by market maturity and evolving content dynamics.

Print media remained slightly subdued during the year, with flat-ish subscription growth and limited overall momentum. Nonetheless, premium advertising formats posted a relatively strong performance, supported by a rise in print-led innovations and a boost from high-profile events. However, evolving consumer preferences and likely cover price action in certain instances contributed to some decline in subscription volumes.

In CY 2024, India's Print media sector remained flat with the total segment unchanged at INR 260 bn. This muted performance was driven by modest 0.7% increase in advertising revenues to INR 179 bn, and offset by a 1.2% decline in circulation revenues which stood at INR 81 bn. Print retained its appeal among premium audiences and brands prioritizing credibility in messaging.

## **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 and Second lockdown.

Print advertising is one of the oldest and most widespread forms of media, which includes newspapers and consumer magazines. It is a creative, engaging, versatile and readily available form of advertising easily accessible to most people across the globe. In addition, it offers numerous advantages, such as in-depth analysis, coverage of events and mass circulation of quick, inexpensive, and tangible news and advertisements. As a result, it is widely preferred by advertisers worldwide. 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.

In CY 2024, India's Media & Entertainment (M&E) sector reached a significant milestone, reaching INR 2,502 bn – a year-on-year growth of 3.3%. While this marked a moderation from the 8.3% expansion in CY 2023, the sector's performance was underpinned by a strong 8.1% rise in advertising revenues, led primarily by digital platforms. However, traditional segments continued to face structural challenges, particularly in subscription revenues, which remained under pressure. For the first time, Digital media emerged as the largest segment within the M&E landscape, surpassing Television – despite a deceleration in its growth rate. This performance reflects shifting consumer preferences, with digital consumption solidifying its dominance, albeit tempered by market maturity and evolving content dynamics.

Advertising remained the backbone of revenue, showcasing the sector's inherent resilience despite still lagging behind pre-pandemic benchmarks. English dailies gained a 2% share in advertising volumes based from CY 2022, while regional papers saw a corresponding decline. Hindi publications maintained their leadership, contributing 38% of total advertising volumes due to their expansive reach. The Auto, Services, and Education sectors collectively drove approximately 45% of total print advertising volumes. Government and PSU advertising saw a temporary dip due to the Model Code of Conduct restrictions during the 2024 General Elections during CY 2024. Also, Print increasingly ventured into metro-focused events, contributing to growth in ancillary revenue streams.

## **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 11 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 FY24-25.**

### **REVENUE**

The Company's Total Revenue of Rs.2169.56 Lakhs in the FY 2024-25 as against Rs. 2155.70 Lakhs in the FY 2023-24, registering 0.64% increase over the Previous Year.

## NET PROFIT BEFORE TAX

The Company's Net Profit Before Tax decreased to Rs. 375.75 Lakhs in the FY 2024-25 as against Rs. 360.25 Lakhs in the FY 2023-24 registering a 4.30% increase over the Previous Year.

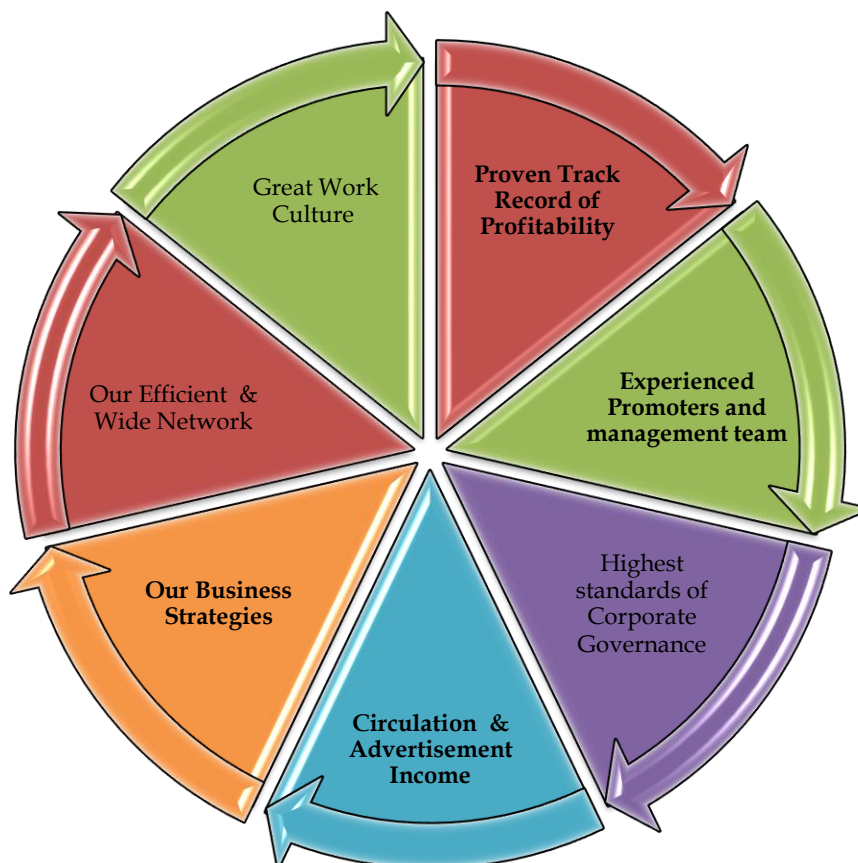
## NET PROFIT AFTER TAX

The Company's Net Profit after Tax decreased to Rs. 318.85 Lakhs in the FY 2024-25 as against Rs. 252.63 Lakhs in the FY 2023-24, registering a 26.21% increase over the Previous Year.

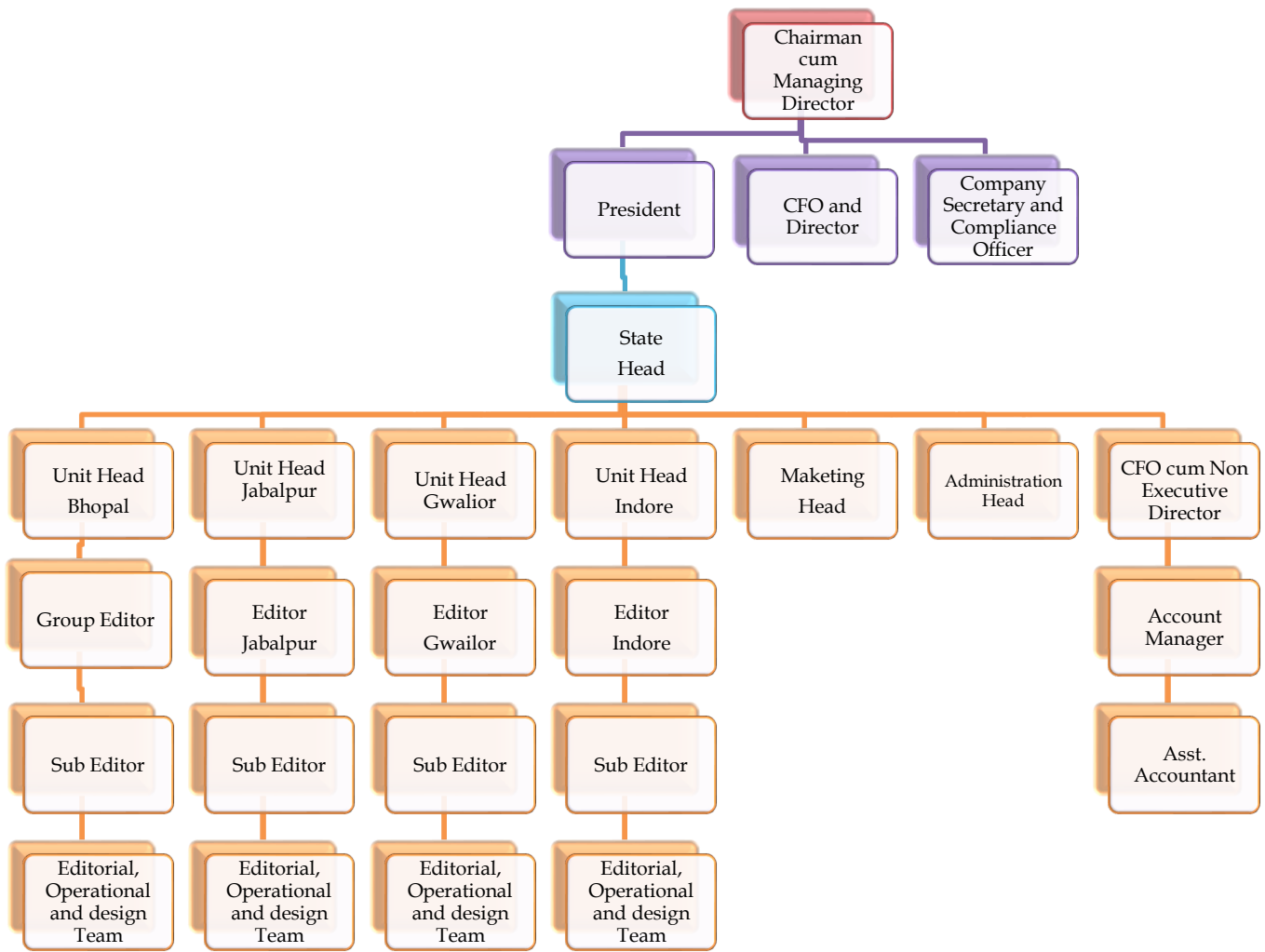
## DIVIDEND

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

## OUR STRENGTHS



## 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. Imposition of lockdown and its restrictions which include prohibition of even movement, are being modified gradually with the commencement of economic activities which are 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 utilization of organization resources. The internal control mechanism comprises a well-defined organizational 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 [epaper.pradeshtoday.com](http://epaper.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 recognize 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.

## CHAIRMAN'S DECLARATION ON CODE OF CONDUCT

To,  
The Members,  
Madhya Pradesh Today Media Limited,

This is certified that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and copy of the Code is put on the Website of the Company viz [epaper.pradeshtoday.com](http://epaper.pradeshtoday.com).

It is further confirmed the all the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, as approved by the Board, for the financial year ended on March 31, 2025.

**By the Order of the Board for  
Madhya Pradesh Today Media Limited**

**Sd/-**

**Place: Bhopal  
Date: September 4 2025**

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

**Certification by Chief Financial Officer (CFO)**

**Pursuant to Regulation 33(2) (a) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015**

**To,  
The Board of Directors,  
Madhya Pradesh Today Media Limited,  
Plot No.5, Press Complex, Zone - I,  
M. P. Nagar, Bhopal - 462 011**

I, Shantanu Dixit (Chief Financial Officer) of **Madhya Pradesh Today Media Limited** to the best of our knowledge and belief, hereby certify that:

**A.** We have received financial statements and Cash Flow Statements of Madhya Pradesh Today Media Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:

1. these Statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the Company's Affairs and are in compliance with existing accounting standards, applicable laws and regulations.

**B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

**C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal Control Systems pertaining to financial reporting and we have disclosed to the auditors and audit Committee, deficiencies in the design or operation of such internal controls, in any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. We have not come across any reportable deficiencies in the Design or operation of such internal controls.

**D.** We have indicated to the Auditors and Audit Committee:

1. that there are no significant changes in internal control over financial reporting during the year;

2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements, if any and

3. instances of significant fraud of which we have become aware and the involvement therein; if any of the management or any employee having a significant role in the company internal control system over financial reporting.

**By the Order of the Board for  
Madhya Pradesh Today Media Limited**

**Sd/-**

**Place: Bhopal  
Date: September 4 2025**

**Mr. Shantanu Dixit  
Chief Financial Officer**

## **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, 2025, 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, 2025, 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, 2025. 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 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 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.

### **Report on Other Legal and Regulatory Requirements**

1. 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, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows 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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

2. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

For S. N. Gadiya & Co.  
Chartered Accountants

Sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN: 27071229BMIGTM1957  
Indore: May 30, 2025

## **ANNEXURE ‘A’ 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, 2025 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, 2025, 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 S. N. Gadiya & Co.  
Chartered Accountants

Sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Indore: May 30, 2025

**ANNEXURE 'B' 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, 2025**

**3(i) Property, Plant and Equipment**

- (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company has maintained proper records showing full particulars of intangible assets;
- (b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and in accordance with the confirmation provided by the management there was no material discrepancy found on such verification;
- (c) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company;
- (d) There was no revaluation of Property, Plant and Equipment or intangible assets during the year under audit;
- (e) There have been no proceedings found initiated or are pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and Rules made there under;

**3(ii) Inventories**

- (a) Physical verification of inventory has been conducted as at reasonable intervals by the management and in our opinion, the coverage and the procedure adopted for such verification by the management is found appropriate. As per the information provided by the management, there was no major discrepancy noticed during the course of verification;
- (b) The company has not been enjoying working capital limits in excess of Rs. 5 Crore in aggregate, from banks on the basis of security of current assets. Therefore, we have no comment to offer under this paragraph;

**3(iii) Investments, guarantees, loans and advances.**

The company has made investments, provided guarantee or security or granted any loans and advances in the nature of loans, secured or un-secured, to companies, firms, LLPs or any other party except bank guarantees in favour of Govt. Departments and advances for supplies in normal course of business which are not prejudicial to the interest of the company. The details of which are as under;

<b>Particulars</b>	<b>During the year</b>	<b>Balance as on 31.03.2025</b>
Investments	Nil	Rs. 69.22 Lacs
Corporate Guarantee	Nil	Rs. 4700.00 Lacs
Advances	Nil	Nil

This has been going on for last number of years and have not been found prejudicial to the interest of the company;

**3(iv) Compliance of section 185 and 186 of The Companies Act, 2013**

The company has adhered to the provisions of section 185 and 186 of The Companies Act, 2013 in respect of loans, investments, guarantees and security;

**3(v) Deposits U/s 73 to 76 of The Companies Act, 2013**

The company has not accepted deposits or amounts which are deemed to be deposits and thereby the provisions of section 73 to 76 or any other relevant provisions of The Companies Act and the Rules framed there under as well as directives issued by Reserve Bank of India have been complied with;

**3(vi) Maintenance of cost records**

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;

**3(vii) Statutory dues**

The company is regular in depositing statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities except followings which have not been deposited or deposited under protest since the demand is sub-judice being in appeal:

Particulars

Name of statute	Income Tax
Amount	Rs. 94,59,690/-
Period to which the amount relates	A.Y. 2018-19
Forum where the dispute is pending	CIT
Due date for payment	Not specified
Arrears in amount at the balance sheet date	Rs. 94,59,690/-
Reason for arrears	It is a disputed demand since assessee has opted for appeal.

**3(viii) Unrecorded transactions**

During the course of audit, we have not come across any transaction not recorded in the books of account required to be surrendered or disclosed as income during the year in the tax assessments under The Income Tax Act, 1961;

**3(ix) Long term funds and its utilization**

- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) The company has not been declared willful defaulter by any bank or financial institution or other lender;
- (c) As per our scrutiny, term loans borrowed during the year were applied for the purpose for which the loans were obtained;
- (d) We have not come across any instance of fund raised on short term basis having been utilized for long term purposes;
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, associates or joint ventures;
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

**3(x) Public Money and Preferential Allotments**

- (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and therefore we have no comments to offer whether the raised funds were applied for the purposes for which those are raised;
- (b) The company has not made any preferential allotment or private placement of shares of convertible debentures (fully, partially or optionally convertible) during the year and thereby there is no contravention of Section 42 and 62 of The Companies Act, 2013;

**3(xi) Fraud, Fraudulent Transactions and Whistle Blowing**

- (a) We have not noticed any fraud by the company or any fraud on the company which has been reported during the year;
- (b) We have not come across an offence of fraud while performing our duties as an Auditor which is required to be reported under sub-section (12) of section 143 of The Companies Act, 2013;
- (c) We have not found any whistle blower complaint received during the year by the company;

**3(xii) Compliance of Provisions related to Nidhi Companies**

The provisions related to a Nidhi company are not applicable to the company being not a Nidhi Company;

**3(xiii) Related party transactions**

All transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, where applicable and relevant details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

**3(xiv) Internal audit under section 138 of The Companies Act, 2013**

- (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the internal auditor for the period under audit are placed on record and reviewed by us before finalizing the audit report;

**3(xv) Non cash transactions**

During the course of our random checking, we have not come across any non-cash transaction with directors or persons connected with directors by the company or vice versa;

**3(xvi) NBFC related provisions**

The company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934 (2) of 1934 since the company has neither conducted any Non-banking Financial or Housing Finance Activities nor investment activities;

**3(xvii) Cash losses**

The company has not incurred cash losses in the financial year and in the immediately preceding financial year;

**3(xviii) Resignation of auditor**

There has not been any resignation of the Statutory Auditors during the year under audit;

**3(xix) Financial Ratio Analysis**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of the Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report about the company's capability of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date;

**3(xx) Corporate Social Responsibility under section 135 of The Companies Act, 2013**

It is not applicable to the company for the year under audit;

**3(xxi) Consideration of consolidate components**

We have no comments to offer under this paragraph of CARO being no consolidation of financial statements during the year under audit;

For S. N. Gadiya & Co.

Chartered Accountants

Sd/-

S. N. Gadiya

Proprietor

M. No. 071229

FR No. 002052C

UDIN : 27071229BMIGTM1957

Place: Indore

Date : May 30 2025

**BALANCE SHEET AS AT 31st MARCH, 2025**

(Rs. In Lacs)

<b>PARTICULARS</b>	<b>Note No.</b>	<b>2025</b>	<b>2024</b>
<b>ASSETS</b>			
<b>1 Non - current assets</b>			
(a) Property Plant and Equipment	4 (A)	644.69	560.80
(b) Intangible Assets	4 (B)	-	-
(c) Financial Assets			
(i) Investments	5 (A)	69.22	69.22
(ii) Loans and advances	5 (B)	38.89	68.31
(d) Deferred Tax Asset		25.14	-
(e) Other Non Current Assets	6	1,696.39	1,696.39
<b>Total non-current assets</b>		<b>2,474.33</b>	<b>2,394.72</b>
<b>2 Current assets</b>			
(a) Inventories	7	165.01	278.33
(b) Financial Assets			
(i) Trade Receivables	8 (A)	1,439.50	1,372.89
(ii) Cash and Cash Equivalents	8 (B)	487.52	478.50
(c) Other Current Assets	9	279.39	135.01
<b>Total current assets</b>		<b>2,371.42</b>	<b>2,264.73</b>
<b>Total Assets</b>		<b>4,845.75</b>	<b>4,659.45</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	456.80	456.80
(b) Other Equity	11	4,002.64	3,683.79
<b>Total equity</b>		<b>4,459.44</b>	<b>4,140.59</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	-	-
(b) Provisions	13	20.11	36.06
(c) Deferred Tax (Asset) / Liability	25	-	13.85
<b>Total non- current liabilities</b>		<b>20.11</b>	<b>49.91</b>
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14 (A)	117.98	192.43
(ii) Trade Payables			
Micro and small enterprises		-	-
Other than micro and small enterprises	14 (B)	22.82	20.01
(iii) Other Financial Liabilities	14 (C)	-	48.65
(b) Current Tax Liability (Net)	15	17.19	26.11
(c) Other Current Liabilities	16	208.21	181.75
<b>Total current liabilities</b>		<b>366.20</b>	<b>468.94</b>
<b>Total equity and liabilities</b>		<b>4,845.75</b>	<b>4,659.45</b>
		<b>0.00</b>	<b>(0.00)</b>

**See accompanying notes to the financial statements**

As per our Report of even date attached.

For S. N. Gadiya & Co.

Chartered Accountants

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

sd/-

sd/-

sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Place: Indore :  
Date: 30th May 2025

Hradayesh Dixit  
(Chief Managing Director)  
DIN : 03146320

Shantanu Dixit  
( CFO)  
DIN :03146408

sd/-  
Megha Neema  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Rs. In Lacs except EPS)

Particulars	Note No.	2025	2024
<b>Income</b>			
Revenue from Operations	17	2,169.56	2,155.70
Other Income	18	54.91	20.36
<b>Total Income</b>	<b>I</b>	<b>2,224.47</b>	<b>2,176.06</b>
<b>Expenses</b>			
Cost of material consumed	19	425.84	457.36
Employee benefit expense	20	429.67	488.34
Finance cost	21	44.39	53.73
Depreciation and amortization expense	4 (A & B)	85.76	85.49
Other expenses	22	876.27	729.52
<b>Total Expenses</b>	<b>II</b>	<b>1,861.93</b>	<b>1,814.44</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>362.54</b>	<b>361.62</b>
<b>Exceptional Items</b>			
Excess Gratuity Provision Written Back		(15.96)	-
Prior period expenses	23	2.74	1.37
<b>Profit/(loss) before tax</b>		<b>375.75</b>	<b>360.25</b>
<b>Tax expense:</b>	24		
(i) Current tax		95.89	97.73
(ii) Deferred tax Liability/(Asset)		(38.99)	9.89
(iii) Tax for earlier years / written back		-	-
<b>Profit/Loss for the period</b>		<b>318.85</b>	<b>252.63</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income for the period</b>		<b>318.85</b>	<b>252.63</b>
<b>Earnings per equity share (for continuing operations)</b>			
(i) Basic		6.98	5.53
(ii) Diluted		6.98	5.53

**See accompanying notes to the financial statements**

As per our Report of even date attached.

For S. N. Gadiya & Co.  
Chartered Accountants

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

sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Place: Indore :  
Date: 30-05-2025

sd/-  
Hradayesh Dixit  
(Chief Managing Director)  
DIN : 03146320

sd/-  
Shantanu Dixit  
( CFO)  
DIN :03146408

sd/-  
Megha Neema  
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

(Rs. In Lacs)

<b>Particulars</b>	<b>2025</b>	<b>2024</b>
<b>A. Cash flow from operating activities</b>		
Net profit before tax & extraordinary items	375.75	360.24
Adjustments for :		
Depreciation	85.76	85.49
Interest paid	44.39	53.73
Others	-	-
Less : Interest and dividend received	(43.68)	(20.29)
Operating profit before working capital changes	<u>462.22</u>	<u>479.17</u>
Adjustment for :		
Trade and other receivables	(66.61)	30.93
Inventories	113.32	114.21
Other Current Assets	(144.38)	
Trade and other payables	(44.24)	(223.43)
Cash generated from operations	<u>320.30</u>	<u>400.88</u>
Less: Direct Tax paid	(95.89)	(97.73)
Net cash from operating activities	<b>(A) 224.42</b>	<b>303.16</b>
<b>B. Cash flow from investment activities</b>		
Purchase / (sale) of Fixed Assets	(169.65)	(28.36)
Capital WIP, Cap. Adv. & Pre-op. Exps.	29.42	-
Interest received	43.68	20.29
Net cash from investment activities	<b>(B) (96.55)</b>	<b>(8.07)</b>
<b>C. Cash flow from financing activities</b>		
Repayment of borrowings	(74.45)	(108.38)
Interest paid	(44.39)	(53.73)
Net cash from financing activities	<b>(C) (118.84)</b>	<b>(162.11)</b>
<b>Net increase in cash and cash equivalents</b>	<b>TOTAL (A+B+C) 9.03</b>	<b>132.98</b>
Cash and cash equivalent at beginning of the year	478.49	345.51
Cash and cash equivalent at end of the year	<u>487.52</u>	<u>478.49</u>

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, 2024 with the books and records maintained in the ordinary course of business and found the same to be in accordance therewith.

For S. N. Gadiya & Co.  
Chartered Accountants

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

sd/-

sd/-

sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Place: Indore :  
Date: 30-05-2025

Hradayesh Dixit  
(Chief Managing Director)  
DIN : 03146320

Shantanu Dixit  
( CFO)  
DIN :03146408

sd/-  
Megha Neema  
Company Secretary

**Statement of Changes in Equity for the year ended on March 31, 2025**

(Rs. In Lacs)

**Equity share capital**

<b>Authorised</b>	551.00
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>	456.80
45,68,000 Equity Shares of Rs.10/- each fully paid up including 24,10,000 bonus shares	
<b>Changes in equity share capital during the year</b>	-
<b>Balance as at March 31, 2023</b>	456.80
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2024</b>	<b>456.80</b>

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

**2025**

**2024**

Name of the shareholder	No. of shares held (in Lacs)	Holding %age	No. of shares held (in Lacs)	Holding %age
Shri Hradayesh Dixit	12.10	26.49%	12.10	26.49%
Shri Shantanu Dixit	12.30	26.93%	12.30	26.93%
<b>Total</b>	<b>24.40</b>	<b>53.41%</b>	<b>24.40</b>	<b>53.41%</b>

**Other Equity**

(Rs. In Lacs)

Particulars	Reserves and Surplus		Total Other Equity
	Securities premium reserve	Retained earnings	
<b>Balance as at April 1, 2023</b>	<b>1,202.88</b>	<b>2,228.28</b>	<b>3,431.16</b>
Profit for the year	-	252.63	252.63
Other comprehensive income for the year, net of income tax	-	-	-
<b>Balance as at April 1, 2024</b>	<b>1,202.88</b>	<b>2,480.91</b>	<b>3,683.79</b>
Profit for the year	-	318.85	318.85
Other comprehensive income for the year, net of income tax	-	-	-
<b>Balance as at March 31, 2025</b>	<b>1,202.88</b>	<b>2,799.76</b>	<b>4,002.64</b>

For S. N. Gadiya & Co.  
Chartered Accountants

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

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Place: Indore :

Hradayesh Dixit  
(Chief Managing Director)  
DIN : 03146320

Shantanu Dixit  
( CFO)  
DIN :03146408

Megha Neema  
Company Secretary

## **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/attributionable expenses and reflected under capital work in progress.

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

**g Foreign currency transactions:**

No foreign currency transaction is made during the year.

**h 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.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Name of Party</b>
1	Key Management Personnel/Directors	Mr. Hradeyesh Dixit (CMD)
		Mr. Shantanu Dixit (CFO)
		Mr. Kaushtubh Dixit (Non-executive Director)
		Mr. Nitin Maheshwari (Independent Director)
		Mrs. Ruchi Sogani (Independent Director)
		Mrs. Gunjan Kuar Duggal (Independent Director)
		Ms. Megha Neema
2	Relatives of Key Management Personnel	--

**Related party transaction**

(Rs. In Lacs)

Sr. No.	Particulars	Key Management Personnel/ Directors	Relatives of Key Management Personnel
1	<b>Directors remuneration :</b>		
	Mr. Hradeyesh Dixit	30.00	-
	Mr. Shantanu Dixit	18.00	-
2	<b>Board sitting fees :</b>		
	Mr. Kaustubh Dixit	-	-
	Mr. Nitin Maheshwari	-	-
	Mrs. Ruchi Sogani	-	-
	Mrs. Gunjan Kuar Duggal	-	-
3	<b>Salary :</b>		
	Ms. Megha Neema	0.15	-
	Mr. Anuj Agrawal	2.60	-

**i Earning per share**

(Figures in Lacs, except EPS)

Sr. No.	Particulars	2024-25	2023-24
a.	Total number of shares at the end of the year	45.68	45.68
b.	Weighted average number of shares at the beginning and end of the year	45.68	45.68
c.	Net Profit after tax available for equity share holders	318.85	252.63
d.	Basic and Diluted earnings per share	6.98	5.53

**j Income Tax**

- 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:**

(Rs. In Lacs)

Sr. No.	Particulars	2024-25	2023-24
a.	Income Tax Case ( Liability not provided for )	94.60	94.60
b.	Corporate Guarantee (Third Party)	4,709.00	4,709.00

(Rs. In Lacs)

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

	Leasehold / Freehold Building / Flat	Plot	Lift	Furniture & Fixtures	Air Conditioners	Office Equipments	Power Backup System	Electrical Installation	Water Pump	Car*	Computers	TOTAL
<b>I. Cost</b>												
Balance as at April 01, 2023	266.98	162.72	5.50	179.29	24.98	57.80	13.45	19.47	0.41	555.87	75.24	1,361.72
Additions	28.02			0.25		0.09					-	28.36
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>295.00</b>	<b>162.72</b>	<b>5.50</b>	<b>179.54</b>	<b>24.98</b>	<b>57.89</b>	<b>13.45</b>	<b>19.47</b>	<b>0.41</b>	<b>555.87</b>	<b>75.24</b>	<b>1,390.08</b>
Additions	-	1.03	-	-	0.16	0.84	-	-	-	167.61	-	169.65
Disposals										-		-
<b>Balance as at March 31, 2025</b>	<b>295.00</b>	<b>163.75</b>	<b>5.50</b>	<b>179.54</b>	<b>25.14</b>	<b>58.73</b>	<b>13.45</b>	<b>19.47</b>	<b>0.41</b>	<b>723.48</b>	<b>75.24</b>	<b>1,559.72</b>
<b>II. Accumulated</b>												
Balance as at April 01, 2023	35.59	-	5.23	121.73	17.09	51.29	11.97	12.13	0.16	418.75	69.84	743.78
Depreciation for the year	8.24		-	10.30	1.24	3.66	0.46	1.35	0.03	56.82	3.38	85.49
Written Back During the year										-		-
<b>Balance as at March 31, 2024</b>	<b>43.84</b>	<b>-</b>	<b>5.23</b>	<b>132.03</b>	<b>18.33</b>	<b>54.96</b>	<b>12.44</b>	<b>13.48</b>	<b>0.19</b>	<b>475.57</b>	<b>73.22</b>	<b>829.27</b>
Depreciation for the year	9.35		-	10.97	1.41	0.67	0.23	1.34	0.05	61.75	-	85.76
Written Back During the year												-
<b>Balance as at March 31, 2025</b>	<b>53.19</b>	<b>-</b>	<b>5.23</b>	<b>143.00</b>	<b>19.74</b>	<b>55.63</b>	<b>12.67</b>	<b>14.82</b>	<b>0.24</b>	<b>537.31</b>	<b>73.22</b>	<b>915.03</b>
<b>Net block (I-II)</b>												
Balance as at March 31, 2025	241.81	163.75	0.28	36.54	5.39	3.11	0.78	4.65	0.17	186.17	2.02	644.69
Balance as at March 31, 2024	251.16	162.72	0.28	47.51	6.64	2.93	1.01	5.99	0.22	80.31	2.02	560.80

	2025	(Rs. In Lacs) 2024
<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	69.22
(B) Loans and Advances [Unsecured, considered good]		
Security Deposits	38.89	68.31
	<b>108.11</b>	<b>137.53</b>
<b>Note No. 6 : Other Non Current Assets</b>		
Capital Advances	<b>1,696.39</b>	<b>1,696.39</b>
<b>Note No. 7 : Inventories</b>		
Newsprint Paper	<b>165.01</b>	<b>278.33</b>
<b>Note No. 8 : Financial Assets</b>		
(a) Trade Receivables	<b>1,439.50</b>	<b>1,372.89</b>
[Unsecured, considered good]		

**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) 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.

3) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

**As at March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered	871.41	349.92	160.76	57.41	-	1,439.50
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered	-	-	-	-	-	-
<b>Total</b>	<b>871.41</b>	<b>349.92</b>	<b>160.76</b>	<b>57.41</b>	<b>-</b>	<b>1,439.50</b>

**As at March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered	667.04	341.54	165.02	77.32	121.96	1,372.88
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered	-	-	-	-	-	-
<b>Total</b>	<b>667.04</b>	<b>341.54</b>	<b>165.02</b>	<b>77.32</b>	<b>121.96</b>	<b>1,372.88</b>

(b) Cash and cash equivalents

(i) Balances with Banks :

    In deposit account

    In current account

(ii) Cash on Hand

1.00	1.00
473.67	472.24
12.85	5.26
<b>487.52</b>	<b>478.50</b>

(Rs. In Lacs)

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

Prepaid Expenses	1.06	0.69
Advance to Employees	5.58	6.25
Advance to Suppliers	232.87	4.91
Balance with revenue authorities	24.87	106.68
Advance to Others	15.00	16.48
	<b>279.39</b>	<b>135.01</b>

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

<b>Authorised</b>	551.00	551.00
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>	456.80	456.80
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, 2024</b>	456.80	456.80
Changes in equity share capital during the year	-	-
<b>Balance as at March 31, 2025</b>	<b>456.80</b>	<b>456.80</b>

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

Name of the shareholder	2025		2024	
	No. of shares held (in Lacs)	Holding %age	No. of shares held (in Lacs)	Holding %age
Shri Hradayesh Dixit	12.10	26.49%	12.10	26.49%
Shri Shantanu Dixit	12.30	26.93%	12.30	26.93%
<b>Total</b>	<b>24.40</b>	<b>53.41%</b>	<b>24.40</b>	<b>53.41%</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.

**Details of shares held by promoters****As at March 31, 2025**

Promoter Name	No. of shares at the beginning of the year (in Lacs)	Change during the year	No. of shares at the end of the year (in Lacs)	% of Total Shares	% change during the year
Indian- Individuals (Resident Individuals/ Hindu undivided Family)					
Shri Hradayesh Dixit	12.10	-	12.10	26.49%	-
Shri Shantanu Dixit	12.30	-	12.30	26.93%	-
Foreign - Individuals (NonResident Individuals/ Foreign Individuals)	-	-	-	-	-
<b>Total</b>	<b>24.40</b>	<b>-</b>	<b>24.40</b>	<b>53.41%</b>	<b>-</b>

**As at March 31, 2024**

Promoter Name	No. of shares at the beginning of the year (in Lacs)	Change during the year	No. of shares at the end of the year (in Lacs)	% of Total Shares	% change during the year
Indian- Individuals (Resident Individuals/ Hindu undivided Family)					
Shri Hradayesh Dixit	12.10	-	12.10	26.49%	-
Shri Shantanu Dixit	12.30	-	12.30	26.93%	-
Foreign - Individuals (NonResident Individuals/ Foreign Individuals)	-	-	-	-	-
<b>Total</b>	<b>24.40</b>	<b>-</b>	<b>24.40</b>	<b>53.41%</b>	<b>-</b>

(Rs. In Lacs)

**Note No. 11 : Other Equity****Reserve and surplus**

(a) Security premium	1,202.88	1,202.88
(b) Retained earnings	2,799.76	2,480.91
<b>Total</b>	<b>4,002.64</b>	<b>3,683.79</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.

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

## Secured Borrowings :

Vehicle Loans from Banks	-	11.94
	-	<b>11.94</b>

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

Sr. no.	Nature of Security	Terms of Repayment
1		

**Note No. 13 : Non Current Provision**

## Provision for Gratuity

	<b>20.11</b>	<b>36.06</b>
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**Note No. 14 : Financial Liabilities**

(Rs. In Lacs)

## (A) Secured Borrowings :

Working Capital	117.98	186.16
Overdraft Account	-	6.27
	<b>117.98</b>	<b>192.43</b>

1. Working capital from bank is secured by hypothecation of inventory, book debts and collaterally secured by immovable property besides personal guarantee of promoter directors.

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

## (B) Trade payables

Total outstanding due of micro and small	-	-
Total outstanding due of creditors other than	22.82	20.01
	<b>22.82</b>	<b>20.01</b>

**Trade payables Ageing Schedule**

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23.70	-	-	-	<b>23.70</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro	-	-	-	-	-

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-		-		-
Total outstanding dues of creditors other than micro enterprises and small enterprises	20.01		-		20.01
Disputed dues of micro enterprises and small enterprises	-		-		-
Disputed dues of creditors other than micro enterprises and small enterprises	-		-		-
<b>Total</b>	<b>20.01</b>		<b>-</b>		<b>20.01</b>

(C) Other Financial Liabilities

Current Maturities of Vehicle Loans	-	27.05
Current Maturities of ODIP	-	21.60
	<u>-</u>	<u>48.65</u>

(Rs. In Lacs)

**Note No. 15 : Current Tax Liability**

Provision for income Tax	95.89	97.73
Less : Advance Tax / TDS	78.70	71.62
Net Payable / (Refund)	<u>17.19</u>	<u>26.11</u>

**Note No. 16 : Other Current Liabilities**

Salary Payable	65.97	46.93
Statutory Liabilities	8.00	3.56
Debtors having credit balance		-
Security Deposits	115.57	112.17
Others	18.67	19.08
	<u>208.21</u>	<u>181.75</u>

**Note No. 17 : Revenue from Operation**

Circulation Sales	391.34	277.33
Advertisement	<u>1778.22</u>	<u>1,878.37</u>
	<b>2,169.56</b>	<b>2,155.70</b>

**Note No. 18 : Other Income**

Interest Income on Fixed Deposits	43.68	20.29
Miscellaneous Income	<u>11.22</u>	<u>0.07</u>
	<b>54.91</b>	<b>20.36</b>

**Note No. 19 : Cost of Material Consumed**

Opening Stock	278.33	392.54
Add: Purchases	309.93	334.63
Freight Inward	<u>2.59</u>	<u>8.52</u>
	590.85	735.69
Less : Closing Stock	<u>165.01</u>	<u>278.33</u>
	<b>425.84</b>	<b>457.36</b>

**Note No. 20 : Employees' Benefit Expenses**

Salary and wages	362.04	404.84
Contribution to Welfare funds	15.11	13.16
Staff & Labour welfare & Hospitality	22.52	22.34
Directors' Remuneration	<u>30.00</u>	<u>48.00</u>
	<b>429.67</b>	<b>488.34</b>

**Note No. 21 : Finance Cost**

Interest :		
- Working Capital & ODIP	40.32	44.49
- Vehicle Loans	1.69	9.06
Other financial charges	<u>2.39</u>	<u>0.18</u>
	<b>44.39</b>	<b>53.73</b>

(Rs. In Lacs)

**Note No. 22 : Other Expenses**

(i) Operating Expenses:		
Newspaper Printing Charges	253.76	208.58
Magazine Printing with paper	6.95	10.49
Power & Fuel Expenses	16.29	14.98
Subscription for News Procurement	0.80	0.80
Bureau Expenses	46.06	30.31
Media House Rent	90.02	85.73
Other Operating Expenses	<u>75.78</u>	<u>45.56</u>
	<b>489.66</b>	<b>396.46</b>

A

(ii) Office & Administrative Expenses:		
Rent	33.64	35.65
Stationery & Printing	1.53	1.29
Postage & Courier Expenses	0.70	1.15
Telephone Expenses	4.77	0.53
Legal & Professional Charges	55.48	47.79
Listing Fees	0.37	0.27
Tour & Travelling Expenses	8.56	11.89
Conveyance	7.64	4.87
Repairs and Maintenance :	-	-
Building	-	57.70
Vehicles	20.97	0.19
Others	18.57	31.24
Web Server Expenses	2.57	1.75
Membership Expenses	1.56	1.03
Donation	0.05	0.15
Insurance	1.96	4.22
Festival Expenses	4.33	3.25
Rates & Taxes	56.60	0.05
Office Expenses	33.10	12.70
Interest on taxes	-	0.10
Directors' Travelling & Other Expenses	-	11.65
Directors' Sitting Fee	2.70	0.50
Auditor Remuneration	5.00	5.00
<b>B</b>	<b>260.08</b>	<b>232.96</b>

(iii) Selling Expenses:		
Business Promotion Expenses	39.52	27.60
Transportation	1.44	1.94
Programme & Event Expenses	3.27	3.22
Selling & Distribution Expenses	25.41	25.22
Survey Expenses	50.85	40.29
Advertisement & Publicity	4.28	1.18
Commission paid	1.76	0.44
Other selling expenses	-	0.20
<b>C</b>	<b>126.52</b>	<b>100.09</b>

**(A+B+C) 876.27 729.52**

(Rs. In Laacs)

**Note No. 23 : Prior Period Expenses**

Other Expenses (earlier year expenses)	2.74	1.37
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**Note No. 24 : Tax Expenses**

Income Tax	95.89	97.73
Deferred Tax Liability	38.99	9.89
<b>TOTAL</b>	<b>134.88</b>	<b>107.62</b>

**Note No. 25 : Deferred Tax**

Deferred Tax Liability On account of timing difference

Particulars	Transitional Adjustment as at 01/04/2024	Arising during the year	Balance carried as at 31/03/2025
<b>Deferred Tax Liability</b>			
On account of timing difference			
A. Depreciation	(22.04)	47.60	25.55
<b>Deferred Tax Assets</b>			
On account of timing difference			
43 B Disallowances	8.19	(8.61)	(0.41)
<b>Net</b>	<b>(13.85)</b>	<b>38.99</b>	<b>25.14</b>

**Note No. 26 : Additional information to the financial statements**

S. No.	Particulars	2025	2024
(a)	Principal amount remaining unpaid to any supplier as at the end of the accounting year;	-	-
(b)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	-	-
(c)	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to supplier beyond the appointed day during each accounting year;	-	-
(d)	The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
(e)	The amount of interest accrued and remaining unpaid at the end of the accounting year;	-	-

(f)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-
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**Note 27 - Ratio Analysis and its elements**

<b>Ratio</b>	<b>Numerator</b>	<b>Denominator</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>	<b>% change</b>
Current ratio	Current Assets	Current Liabilities	6.48	4.83	34.09%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	-	0.01	-100.00%
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.07	0.07	9.83%
Inventory Turnover ratio	Cost of goods sold	Average Inventory	1.92	2.50	-23.02%
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	1.54	1.76	-12.14%
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	15.63	11.49	36.05%
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	1.08	1.20	-9.87%
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.15	0.12	25.41%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.11	0.12	-4.53%

## 28 Capital Commitment:

(Rs. In Lacs)

Particulars	2025	2024
Capital Commitment	156.25	156.25

## 29 Segment reporting

### I Business segments

The Company is primarily engaged in print media. Accordingly, there is no other separate reportable segment.

### II Geographical segments

The Company provides all its circulation from India only and hence location of plant is considered to be in India only, thus the Statement of profit and loss and Balance sheet depicts the picture of segment results and the Segmental assets and liabilities.

**30** 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.

**31** Amount due to small industries for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.

**32** Previous year's figures have been regrouped and rearranged wherever considered necessary.

For S. N. Gadiya & Co.  
Chartered Accountants

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

sd/-

S. N. Gadiya  
Proprietor  
M. No. 071229  
FR No. 002052C  
UDIN : : 27071229BMIGTM1957  
Place: Indore :  
Date : 30-05-2025

sd/-

Hradayesh Dixit  
(Chief Managing Director)  
DIN : 03146320

sd/-

Shantanu Dixit  
( CFO)  
DIN :03146408

sd/-

Megha Neema  
Company Secretary