

October 3, 2018

To,
National Stock Exchange Limited
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051

Sub: Intimation under regulation 34 of SEBI (LODR) Regulations, 2015 for Submission of Annual Report 2017-18.

Ref: Symbol : MPTODAY
Series : SME

Dear Sir,

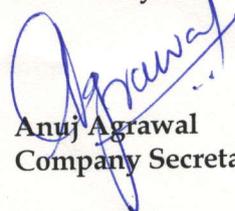
Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2017-18 approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 8th Annual General Meeting of the Company held on Saturday, September 29, 2018 at 02:00 P.M. and concluded at 03:45 P.M. at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011.

The above is also uploaded on Company's website i.e. www.pradeshtoday.com

This is for your information and record.

Thanking you,
Yours faithfully,

For Madhya Pradesh Today Media Limited


Anuj Agrawal
Company Secretary & Compliance Officer



Encl: as above.

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

Website: www.pradeshtoday.com Email Id: cs@pradeshtoday.org

Phone: 0755-30955555, 3095500

CIN: L22120MP2010PLC024758

Madhya Pradesh Today Media Ltd.

CORPORATE OFFICE : Plot No.-5, Press Complex Zone-1 MP Nagar, Bhopal-11 Ph. 0755-30955555, 3095500 **INDORE** : Balarao Engle Parisar, MTH Compound, Indore Press Club, MG Road, Indore Ph.:0731-3024651 **JABALPUR** : Block No.-7, Second Floor, JDA Building, Civic Center, Jabalpur Ph. 0761-3071300 **GWALIOR** : Sada Bhawan, City Centre Gwalior (MP) Ph. 0751-3056500 **UJJAIN** : 10 Kalidas Marg, Near AK Building, Maksi Road, Ujjain (MP) Ph. 0734-255511 **KATNI** : Prem Ramayan samaj Bhawan, Barhi Road, Katni (MP) **REWA** : 8/216, Anand Nagarm Bodabagh, Rewa (MP) **CHHINDWARA** : Patni News Agency, Sukludana Seoni Road, Chhindwara (MP) **SAGAR**: Banglow No. 01, Sadar Bazar, Sagar, Pin-470002 (MP) Ph.: 07582-422121 **RAIPUR**: 22/403, Ashok Ratan, Vishansabha Road, VIP Estate, Raipur (CG) Ph.:0771-2236981 **DELHI**: 18, Bank Enciave, Gita Nagar, New Delhi **MUMBAI**: 408, 4th Floor, Land Mark Building, Opp. Raheja Classic Complex, New Link Road, Andheri (W) Mumbai-400053, Ph.: 022-26740076 **AHMEDABAD**: M-301, 4th

MADHYA PRADESH TODAY MEDIA LIMITED

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

Mr. Shantanu Dixit

COMPANY SECRETARY

Mr. Anuj Agrawal

AUDITOR

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

SECRETARIAL AUDITOR

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

REGISTERED OFFICE

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

EMAIL

cs@pradeshtoday.org

Website

www.pradeshtoday.com

CIN: L22120MP2010PLC024758

BANKERS

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

REGISTERED TRANSFER AGENT

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

INFORMATION TO SHAREHOLDERS

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

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MADHYA PRADESH TODAY MEDIA LIMITED

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

Website: www.pradeshtoday.com Email Id: cs@pradeshtoday.org,

Phone: 0755-30955555, 3095500

CIN: L22120MP2010PLC024758

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Saturday the September 29, 2018 at the Registered Office of the Company situated at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India at 02:00 P.M.to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend for the financial year 2017-18.
3. To consider appointment of a Director in place of Mr. Kaustubh Dixit (DIN: 07219025) who retires by rotation and being eligible, offers himself for reappointment.
4. Appointment of Statutory Auditor of the Company.

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

Sd/-
Anuj Agarwal
(Company Secretary)

Place: Bhopal
Date: August 28, 2018

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

NOTES:

- 1). **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- 2). Every member entitled to vote at the 8th Annual General Meeting (AGM) of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the 8th and ending on the conclusion of the meeting. However, a prior notice of not less than 03 (Three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
- 3). Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 8th AGM as set out in the Notice is annexed hereto.
- 4). The Company has notified closure of Register of Members and Share Transfer Books from Sunday the September 23rd, 2018 to Saturday the September 29, 2018 (both days inclusive) Books for the purpose of 8th Annual General Meeting of Madhya Pradesh Today Media Limited.
- 5). A route map showing directions to reach the venue of the 8th AGM is given along with this Annual Report as per requirement of the Secretarial Standards – 2 on General Meeting.
- 6). The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account (PAN) every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to **M/s. Bigshare Services Pvt. Ltd.**
- 7). Corporate members intending to send their authorised representatives to attend the 8th AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the 8th AGM.
- 8). In case of joint holders attending the 8th AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 9). Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 8th AGM.
- 10). In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2017 ~ 2018 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
- 11). Members are advised to register / update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
- 12). Members desiring any relevant information on accounts at the 8th AGM are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 8th AGM, so as to enable the Company to keep the information ready.
- 13). Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members

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

- 14). Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital & Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
- 15). Members, who hold shares in:
 - a). Multiple De-mat accounts and/ or
 - b). One or more folios in physical form are advised to consolidate their holdings in single Demat account.
- 16). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 17). Members please note that as a measure of economy, copies of the 8th Annual Report will not be distributed at the 8th AGM venue.
- 18). Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 19). Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
- 20). Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
- 21). Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
- 22). In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the 8th AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday the September 22, 2018, may cast their vote electronically.
- 23). In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements [LODR]), Regulations, 2015 hereinafter referred to as "Listing Regulations (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members through Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the 8th AGM.
- 24). Shri Hemant Auti, Partner of M/s. HS Associates, Company Secretaries, C.P. No. 20786; Practicing Company Secretary [Membership No. ACS: 51703], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 25). The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remove e-voting or by ballot form shall be above to exercise their right at the meeting.

- 26). The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 27). Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
- 28). Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Hemant Auti, Partner of M/s. HS Associates, Company Secretaries, C.P. No.20786; Practicing Company Secretary [Membership No. ACS: 51703], at the Registered Office of the Company not later than, Friday the September 28, 2018 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to cs@pradeshtoday.org by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach to our Registered Office i.e. Madhya Pradesh Today Media Limited, Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011 not later than Friday the September 28, 2018 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
- 29). The instructions for e-voting are as under:

A. Instructions for Demat folios:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 25, 2018 at IST 9.00 a.m. and ends on Friday, September 28, 2018 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Saturday the September 22, 2018, i.e. the date prior to the commencement of book closure being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
[a]. For CDSL: 16 digits beneficiary ID, [b]. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, [c]. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to

- keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login & password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.
- C. **Other instructions:**
- 1). The e-voting period commence on Tuesday September 25, 2018 at IST 9.00 a.m. and ends on Friday, September 29, 2018 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday the September 22, 2018 may cast their vote electronically.
 - 2). The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Saturday the September 22, 2018.
 - 3). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - 4). The scrutinizer shall, immediately after the conclusion of voting at the 8thAGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the

same.

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

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

Sd/-
Anuj Agarwal
Company Secretary

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

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

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

EXPLANATORY STATEMENT
As required by Section 102 of the Companies Act, 2013

Item No.5:

Shri. Hradayesh Kumar Dixit (DIN: 03146320) was appointed as Managing Director of the Company w.e.f. 05th July, 2017 in the Board Meeting held on 05th July, 2017 and shareholders had given their consent in the Annual General Meeting held on 27th July, 2017. Shareholders' approval was also obtained for payment of remuneration as per Section 197 and Schedule V, however, as per the circular dated 12th September, 2016, the Schedule V has been revised and pursuant to which consent of the shareholders for the revised limit is to be obtained. The revised remuneration is recommended by the Nomination and Remuneration committee in its meeting held on 28th August, 2018 and approved in the Board Meeting held on 28th August, 2018.

Shri. Hradayesh Kumar Dixit (DIN: 03146320) is very qualified and holds a Master degree in Journalism. He has more than 20 years of experience in the publishing and newspaper business and has been a part of organization since inception. Under his assistance Pradesh Today Media Group publishes Hindi Daily Evening Newspaper called "Pradesh Toady" in over 52 districts in Madhya Pradesh circulated daily. He is responsible for our long-term vision and monitoring our Company's performance and devising the overall business plans. Under his dynamic leadership with clear future vision, the Company has progressed to become one of the largest read newspaper of Madhya Pradesh and with multiple States.

The major terms and conditions proposed to be entered into by the Company with Shri. Hradayesh Kumar Dixit (DIN: 03146320) in respect of his revised remuneration, inter alia, contain the following:

MAJOR TERMS AND CONDITIONS OF SHRI. HRADAYESH KUMAR DIXIT (DIN: 03146320)

I] Terms & Conditions

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

II DUTIES & PERQUISITES:

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

Board.

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

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

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

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

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

General Information:

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

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

I. Information about the appointee:

(a)	Back Ground Details	A brief Profile of Mr. Hradayesh Kumar Dixit is given herein below
(b)	Past Remuneration	Rs. 3,00,000/-
(c)	Job profile and his suitability	Mr. Hradayesh Dixit (DIN: 03146320) is the Co-Founder of Madhya Pradesh Today Media Limited (Pradesh Today Media Group). He is Presently Chairman & Managing Director of Pradesh Today Media Group. He has been on the Board of Company since inception. He has more than 3 decade's experience in the publishing and newspaper business. Under his guidance Pradesh Today is Madhya Pradesh's biggest evening newspaper.
(d)	Remuneration proposed	Rs. 5,00,000/-
(e)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no Companies of the same size in the industry; as such there is no statistics available of comparative remuneration profiles. While deciding the remuneration payable to Mr. Hradayesh Kumar Dixit, the Nomination and Remuneration Committee and the Board inter alia considered the compensations levels for similar positions in the Media industry and comparable organisations and have considered the proposed levels as appropriate and reasonable.
(f)	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any	Besides the proposed remuneration, Mr. Hradayesh Kumar Dixit does not have any other pecuniary relationship with the Company. Father of Mr. Shantanu Dixit and Mr. Kaustubh Dixit

II. Other information:

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

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

(IV). Disclosures:

1. The shareholders of the company shall be informed the remuneration package of the managerial person.
2. The following disclosures shall be mentioned in the Board of Directors report under the heading "Corporate Governance" if any attached to the annual report:
 - (i) All elements of remuneration package such as salary benefits, bonuses, stock options, pension, etc to all the directors.
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria.
 - (iii) Service contracts notice period severance fees
 - (iv) Stock option details, if any and whether the same has been issued at a discount as well as the period over which occurred and over which exercisable.

~ As mentioned in the Annual Report ~

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

Sd/-

Anuj Agarwal
Company Secretary

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

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 8th Annual Report and the audited accounts for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS:

The financial performance of the Company for the financial Year ended 31st March, 2018 is summarized below:
(Amount In Lakhs)

<i>Particulars</i>	<i>2017-18</i>	<i>2016-17</i>
<i>Revenue from operation</i>	2258.83	1908.24
<i>Other Income</i>	84.51	19.31
<i>Total Revenue</i>	2343.34	1927.55
<i>Depreciation & amortization expenses</i>	57.27	49.97
<i>Net Profit Before exceptional Items & Tax</i>	530.95	352.24
<i>Tax Expenses:</i>		
<i>Current Tax</i>	155.24	111.21
<i>Deffered Tax</i>	(20.32)	5.51
<i>Net Profit After Tax</i>	307.35	235.52
<i>Profit for the period from continued operations</i>	307.35	235.52
<i>Earning Per Shares (EPS):</i>		
<i>Basic</i>	8.74	9.73
<i>Diluted</i>	8.74	9.73

2. BUSINESS PERFORMANCE/STATE OF COMPANY AFFAIRS

The sales and other income for the year ended 31st March, 2018 were Rs. 2343.34 Lakhs as against Rs. 1927.55 Lakhs in the previous year. The Operating Profit before Taxation (PBT) amounted to Rs. 442.27Lakhs as against Rs. 352.24 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 307.35 Lakhs as against Rs. 235.52 Lakhs in previous year.

3. CHANGE THE NAME OF THE COMPANY

During the year Company intended to expand its business operation which is favourable to the Company, The Status of the Company is changed from Private Limited Company to Public Limited Company. On Friday, 30th June 2017, The Members of the Company considered that it is desirable and necessary to change the status of the Company from 'MADHYA PRADESH TODAY MEDIA PRIVATE LIMITED to "MADHYA PRADESH TODAY MEDIA LIMITED."

4. SHARE CAPITAL:

During the year Share Capital of the Company has been increased from existing Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lakhs Only) divided into 12,50,000 (Twelve Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 5,51,00,000 (Rupees Five Crore Fifty One Lakhs Only) divided into 55,10,000 (Fifty Five Lakhs Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional amount of Rs. 4,26,00,000 (Rupees Four Crore Twenty Six Lakhs Only) divided into 42,60,000 (Forty Two Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

Further, During the year Company has been issued of 12,10,000 (Twelve Lakh Ten Thousand) Equity Shares of face value of Rs. 10/- each and credited as fully paid-up "Bonus Shares" in proportion of 01 (One) such new Equity share for every 01 (one) existing equity share.

During the year Company has successfully completed its Initial Public Offer (IPO), pursuant to which 21,48,000 equity shares of Rs.10/- each were allotted at price of Rs. 66/- per equity share.

We are pleased to inform you that the equity shares of the company listed and admitted to dealings on the EMERGE SME platform of the Exchange w.e.f. September 29, 2017.

5. DIVIDEND:

The Board of Directors of the Company at its meeting held on October 05, 2017 has declared first Interim Dividend of Rs. 0.50/- per equity share (on the face value of Rs. 10/- per share) for the financial year 2017-18.

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)

Total IPO Proceeds	Proposed for 2017-18	Actual as on 31.03.2018	Proposed for 2018-19
1416.69	877.00	975.66	526.69

"During the year the company was to spend Rs. 877.00 Lacs in the financial year 2017-2018 in terms of Prospects dt.8th September, 2017; however the company has actually Spent Rs. 975.66 Lacs i.e. more than the amount projected on different head as mentioned in the offer document. Thus, there is no deviation of utilization of proceeds of objects as stated in the offer document, hence no shareholders approval is sought."

8. SUBSIDIARIES:

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

9. EXTRACT OF ANNUAL RETURN:

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

10. NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES:

During the financial year, the Board had met 14 (Forteen) times on 15.05.2017, 01.06.2017, 24.06.2017, 05.07.2017, 28.07.2017, 02.08.2017, 05.09.2017, 08.09.2017, 05.10.2017, 04.11.2017, 14.11.2017, 16.01.2018, 27.02.2018 & 30.03.2018. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

11. SECRETARIAL STANDARDS:

The Company complies with all applicable secretarial standards.

12. 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

13. DECLARATION OF INDEPENDENT DIRECTORS:

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

14. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The Audit Committee consists of the following members

- a) Mr. Nitin Maheshwari
- b) Ms. Ruchi Sogani
- c) Mr. Kaustubh Dixit

The above composition of the Audit Committee consists of independent directors, viz., Mr. Nitin Maheshwari and Ms. Ruchi Sogani who form the majority.

The Company has established a vigil mechanism policy to oversee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to chairman of Audit committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company www.pradeshtoday.com

15. COMMITTEES OF THE BOARD

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

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

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

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

'AUDIT COMMITTEE'

Pursuant to the provisions of section 177 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as '**AUDIT COMMITTEE**' consisting of the following Members:

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

During the year under review, the Committee met 4 times on 5th October, 2017, 04th November, 2017, 14th November, 2017 and 30th March, 2018.

'NOMINATION AND REMUNERATION COMMITTEE'

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as '**NOMINATION AND REMUNERATION COMMITTEE**' consisting of the following Members:

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

During the year under review, the Committee met 4 times on 5th October, 2017, 04th November, 2017, 14th November, 2017 and 30th March, 2018.

'STAKEHOLDERS RELATIONSHIP COMMITTEE'

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Board be and hereby appoint and constitute a committee of the Board of directors, named as '**STAKEHOLDERS RELATIONSHIP COMMITTEE**' consisting of the following Members:

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

During the year under review, the Committee met 4 times on 5th October, 2017, 04th November, 2017, 14th November, 2017 and 30th March, 2018.

16. AUDIT REPORTS AND AUDITORS:

- The auditor's report for the financial year 2018 does not contain any qualifications, reservation or adverse remark. The Auditors Report is enclosed with the financial statements in this Annual Report.
- The Secretarial Audit report for the financial year 2018 does not contain any qualifications, reservation or adverse remark. The same is summarized as under :

The company has not filed Form MGT-14 under section 179(3) of the Companies Act, 2013.

Board's Reply: The Company has inadvertently not filed MGT - 14, however the company is in the process of making the said default good.

The Company has not filed Form CHG-1 in respect of Creation of Charge due to procedural delay by the respective Banks as specified by the management of the Company.

Board's Reply: The Company has already prepared respective Form CHG-1 in respect of Creation of Charge and same is under process for filling the same.

- The Secretarial Audit is enclosed as per Annexure B_to the Board's Report in this Annual Report.

17. STATUTORY AUDITOR:

M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), Indore as a statutory Auditors of your Company for a period of 5 years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023, based on there commendation of the Audit Committees and subject to the approval of the members.

They have confirmed to the Company that their appointment, if made at the ensuing 8th Annual General Meeting, would be within the limits prescribed under Section 141 of the Companies Act, 2013 and that they are not disqualified from appointment within the meaning of the said Act.

18. INTERNAL AUDITOR:

The Company has appointed M/s. S.N. Gadiya & Co., Chartered Accountants as an internal auditor for the financial year 2018-2019.

19. 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.

20. SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed HS Associates, Practicing Company Secretaries, Mumbai is Secretarial Auditor of the Company for the financial year 2018-2019.

21. 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).

22. PARTICULARS OF EMPLOYEES:

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

23. DISCLOSURE OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

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

24. 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.

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

(A) Conservation of energy: -

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

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

Avoiding use of Elevators to conserve Electric Energy.

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

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

(B) Technology absorption:

i. The efforts made towards technology absorption: N.A.

ii. The benefits derived like product improvement, cost reduction product development or import substitution:

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

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

No technology has been imported during previous three financial years.

iv. The expenditure incurred on Research and Development:

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

26. CORPORATE GOVERNANCE:

The Company falls under the criteria 15(2) (a) of the SEBI Listing Obligations & Disclosure Requirements (LODR) Regulations, 2015 as the Paid-up capital of the Company was below Rs. 100,000,000/- (Rupees Ten Crores Only) and Net Worth was below Rs. 250,000,000/- (Rupees Twenty-Five Crores Only) as on the last day of the previous financial year.

As on March 31, 2018, the Company's Paid up Capital is of Rs. 4,56,80,000/- (Rupees Four Crore Fifty Six Lakhs Eighty Thousand Only) and Net worth is of Rs. 21,67,28,189/- (Rupees Twenty-One Crore Sixty Seven Lakhs Twenty-Eight Thousand One hundred and Eighty-Nine Only).

Hence, compliance with Corporate Governance provisions as per SEBI (LODR) Regulations, 2015 are not applicable to the Company.

27. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

During the year under review, Mr. Shantanu Dixit appointed as Chief Financial Officer of the Company w.e.f. 02nd August, 2017.

28. 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'.

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

The particulars of investment made under Section 186 of the Companies Act, 2013 has been disclosed in the financial statements in note 4 of annexure referred to in point 1 of Independent Auditor's Report of the Balance Sheet.

During the Year, The Company has not given any loans or given any guarantees.

30. 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.

31. 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.

32. 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.

33. 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 2017-18: –

- Deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any Employees' Stock Option Scheme.
- 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.
- The Company has not received any complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- 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.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.

34. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

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

35. POLICIES

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

36. 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.

37. 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.

38. 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

Hridayesh Kumar Dixit
Managing
Director
DIN: 03146320

Shantanu Dixit
Whole-Time-Director &
CFO
DIN: 03146408

Place: Bhopal
Date: 29th August, 2018

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L22120MP2010PLC024758
ii	Registration Date	18/11/2010
iii	Name of the Company	MADHYA PRADESH TODAY MEDIA LIMITED
iv	Category/Sub-Category of the Company	Company limited by Shares-Non-govt company
v	Whether listed Company (Yes/No)	Yes
vi	Address of the Registered Office and contact details	Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal ,Madhya Pradesh- 462011 India T. +91-0755-3095500 E-mail: cs@pradeshtoday.org Website: www.pradeshtoday.com
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd Bharat Tin Works Building, 1 st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri - East Mumbai - 400059 India Direct :- 022-62638236 www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: -

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

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1.	Sales & Advertisement	7310	100

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

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

IV: SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2017				No. of Shares held at the end of the year i.e.31-03-2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	0	1210000	1210000	100.00	2419990	0	2419900	52.98	52.98
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	100	0	100	0	0
Sub-Total (A)(1)									
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	0	1210000	1210000	100.00	2420000	0	2420000	52.98	52.98
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non- Institutions									
a) Bodies Corp.	0	0	0	0	269000	0	269000	5.89	5.89
b) Indian	0	0	0	0	0	0	0	0	0
c) Overseas	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2017				No. of Shares held at the end of the year i.e.31-03-2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	663154	0	663154	14.52	14.52
ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	862000	0	862000	18.87	18.87
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	267846	0	267846	5.86	5.86
Non-Resident Indians	0	0	0	0	86000	0	86000	1.88	1.88
Hindu Undivided Family	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B) (B)(1) + (B)(2)	0	0	0	0	2148000	0	2148000	47.02	47.02
(C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1210000	1210000	100.00	4568000	0	4568000	100.00	100.00

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01-04-2017			Shareholding at the end of the year i.e. 31-03-2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Hradayesh Kumar Dixit	605000	50.00	0.00	1209940	26.4873	0.00	26.4873
2	Shantanu Dixit	605000	50.00	0.00	1209960	26.4877	0.00	26.4877
3	Avadhesh Dixit	0	0	0.00	20	0.00	0.00	0.00
4	Surekha Dixit	0	0	0.00	20	0.00	0.00	0.00
5	Pratiksha Dixit	0	0	0.00	20	0.00	0.00	0.00
6	Aastha Dixit	0	0	0.00	20	0.00	0.00	0.00
7	Kaustubh Dixit	0	0	0.00	20	0.00	0.00	0.00
	Total	121000		0.00	2420000	52.9770	0.00	52.9770

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

Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason No. of Shares	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
	No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018)	% of total Shares of the Company				No. of Shares	% of total Shares of the company
Hradayesh Kumar Dixit	605000		01.04.2017				
			15.05.2017	Decrease -30	Transfer	604970	13.24
			28.07.2017	Bonus Shares 604970	Bonus Shares Allotment	604970	13.24
Closing Balance	1209940		31.03.2018				
Shantanu Dixit	605000		01.04.2017				
			15.05.2017	Decrease -20	Transfer	604980	13.24
			28.07.2017	Bonus Shares 604980	Bonus Shares Allotment	604980	13.24
Closing Balance	1209960		31.03.2018				
Avadhesh Dixit			01.04.2017				
			15.05.2017	Increase 10	Transfer		
			28.07.2017	Bonus Shares 10	Bonus Shares Allotment	20	0.00

Closing Balance	20		31.03.2018				
Surekha Dixit			01.04.2017				
			15.05.2017	Increase 10	Transfer		
			28.07.2017	Bonus Shares 10	Bonus Shares Allotment	20	0.00
Closing Balance	20		31.03.2018				
Pratiksha Dixit			01.04.2017				
			15.05.2017	Increase 10	Transfer		
			28.07.2017	Bonus Shares 10	Bonus Shares Allotment	20	0.00
Closing Balance	20		31.03.2018				
Aastha Dixit			01.04.2017				
			15.05.2017	Increase 10	Transfer		
			28.07.2017	Bonus Shares 10	Bonus Shares Allotment	20	0.00
Closing Balance	20		31.03.2018				
Kaustubh Dixit			01.04.2017				
			15.05.2017	Increase 10	Transfer		
			28.07.2017	Bonus Shares 10	Bonus Shares Allotment	20	0.00
Closing Balance	20		31.03.2018				

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

Sr. No.	Name	No. of Shares at the Beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Number of Shares	% of total shares of the Company
01	Vivek Kumar Bhauka	0	8-Sep-17		Transfer	0	0.00
			6-Oct-17	100000	Transfer	100000	2.19
			13-Oct-17	32000	Transfer	132000	2.89
			27-Oct-17	4000	Transfer	136000	2.98
			3-Nov-17	-2000	Transfer	134000	2.93
			1-Dec-17	-12000	Transfer	122000	2.67
			8-Dec-17	-6000	Transfer	116000	2.54
			15-Dec-17	-2000	Transfer	114000	2.50
			2-Mar-18	26000	Transfer	140000	3.06
			23-Mar-18	6000	Transfer	146000	3.20

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		146000	31-Mar-18	0	Transfer	146000	3.20
02	Comfort Securities Limited -Client Account	0	8-Sep-17		Transfer	0	0.00
			6-Oct-17	134000	Transfer	134000	2.93
		134000	31-Mar-18	0	Transfer	134000	2.93
03	Kavita Shashi Choudhary	0	8-Sep-17		Transfer	0	0.00
			26-Sep-17	152000	Transfer	152000	3.33
			6-Oct-17	-16000	Transfer	136000	2.98
			13-Oct-17	-6000	Transfer	130000	2.85
			29-Dec-17	-4000	Transfer	126000	2.76
			5-Jan-17	-4000	Transfer	122000	2.67
			2-Mar-18	-12000	Transfer	110000	2.41
		110000	31-Mar-18	0	Transfer	110000	2.41
04	Amit R Agrawal	0	8-Sep-17		Transfer	0	0.00
			6-Oct-17	50000	Transfer	50000	1.09
			13-Oct-17	48000	Transfer	98000	2.15
			18-Oct-17	-6000	Transfer	92000	2.01
			27-Oct-17	-2000	Transfer	90000	1.97
			31-Oct-17	-6000	Transfer	84000	1.84
			3-Nov-17	-16000	Transfer	68000	1.49
			10-Nov-17	-4000	Transfer	64000	1.40
			17-Nov-17	2000	Transfer	66000	1.44
			24-Nov-17	4000	Transfer	70000	1.53
			8-Dec-17	-2000	Transfer	68000	1.49
			29-Dec-17	12000	Transfer	80000	1.75
			5-Jan-18	6000	Transfer	86000	1.88
			9-Feb-18	-8000	Transfer	78000	1.71
			16-Feb-18	10000	Transfer	88000	1.93
			23-Feb-18	-6000	Transfer	82000	1.80
		2-Mar-18	4000	Transfer	86000	1.88	
		9-Mar-18	10000	Transfer	96000	2.10	

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			16-Mar-18	2000	Transfer	98000	2.15
			30-Mar-18	8000	Transfer	106000	2.32
		106000	31-Mar-18	0	Transfer	106000	2.32
05	Motilal Oswal Securities Limited-Client Account	0	8-Sep-17		Transfer	0	0.00
			29-Sep-17	2000	Transfer	2000	0.04
			6-Oct-17	7383	Transfer	9383	0.21
			13-Oct-17	57034	Transfer	66417	1.45
			18-Oct-17	-4913	Transfer	61504	1.35
			27-Oct-17	928	Transfer	62432	1.37
			31-Oct-17	-10127	Transfer	52305	1.15
			3-Nov-17	-37070	Transfer	15235	0.33
			10-Nov-17	-9235	Transfer	6000	0.13
			17-Nov-17	-2000	Transfer	4000	0.09
			24-Nov-17	2000	Transfer	6000	0.13
			1-Dec-17	7888	Transfer	13888	0.30
			8-Dec-17	-5888	Transfer	8000	0.18
			15-Dec-17	8000	Transfer	16000	0.35
			22-Dec-17	-16000	Transfer	0	0.00
			5-Jan-18	2000	Transfer	2000	0.04
			12-Jan-18	1339	Transfer	3339	0.07
			19-Jan-18	5991	Transfer	9330	0.20
			26-Jan-18	-1330	Transfer	8000	0.18
			2-Feb-18	2009	Transfer	10009	0.22
			9-Feb-18	-6574	Transfer	3435	0.08
			16-Feb-18	32565	Transfer	36000	0.79
			23-Feb-18	-20797	Transfer	15203	0.33
			2-Mar-18	-9203	Transfer	6000	0.13
			9-Mar-18	16495	Transfer	22495	0.49
			19-Mar-18	-3670	Transfer	18825	0.41
			23-Mar-18	17532	Transfer	36357	0.80
			30-Mar-18	39975	Transfer	76332	1.67
		76332	31-Mar-18	0	Transfer	76332	1.67

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06	Alpna Varshney	0	8-Sep-17		Transfer	0	0.00
			12-Jan-18	16000	Transfer	16000	0.35
			19-Jan-18	12000	Transfer	28000	0.61
			2-Feb-18	14000	Transfer	42000	0.92
			9-Feb-18	10000	Transfer	52000	1.14
			2-Mar-18	10000	Transfer	62000	1.36
			9-Mar-18	10000	Transfer	72000	1.58
		72000	31-Mar-18	0	Transfer	72000	1.58
07	Sparkle Securities Solutions Private Limited	0	8-Sep-17		Transfer	0	0.00
			26-Sep-17	108000	Transfer	108000	2.36
			6-Oct-17	-2000	Transfer	106000	2.32
			13-Oct-17	-2000	Transfer	104000	2.28
			18-Oct-17	2000	Transfer	106000	2.32
			27-Oct-17	2000	Transfer	108000	2.36
			3-Nov-17	-4000	Transfer	104000	2.28
			10-Nov-17	-4000	Transfer	100000	2.19
			17-Nov-17	-2000	Transfer	98000	2.15
			15-Dec-17	4000	Transfer	102000	2.23
			22-Dec-17	2000	Transfer	104000	2.28
			29-Dec-17	-8000	Transfer	96000	2.10
			5-Jan-18	-2000	Transfer	94000	2.06
			12-Jan-18	-34000	Transfer	60000	1.31
			2-Feb-18	2000	Transfer	62000	1.36
			23-Feb-18	-2000	Transfer	60000	1.31
			2-Mar-18	-2000	Transfer	58000	1.27
			9-Mar-18	4000	Transfer	62000	1.36
			23-Mar-18	-2000	Transfer	60000	1.31
			30-Mar-18	4000	Transfer	64000	1.40
		64000	31-Mar-18	0	Transfer	64000	1.40

08	Saraf Indra Narayan	0	8-Sep-17		Transfer	0	0.00
			26-Sep-17	78000	Transfer	78000	1.71
			6-Oct-17	-20000	Transfer	58000	1.27
		58000	31-Mar-18	0	Transfer	58000	1.27
09	Snehal Bhupendra Shah	0	8-Sep-17		Transfer	0	0.00
		12-Jan-18	30000	Transfer	30000	0.66	
		9-Feb-18	4000	Transfer	34000	0.74	
		16-Feb-18	10000	Transfer	44000	0.96	
		23-Mar-18	10000	Transfer	54000	1.18	
54000		31-Mar-18	0	Transfer	54000	1.18	
10	Manish Kumar	0	8-Sep-17		Transfer	0	0.00
		26-Sep-17	52000	Transfer	52000	1.14	
52000		31-Mar-18	0	Transfer	52000	1.14	

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018)	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
A.	DIRECTORS				
1	Hradayesh Kumar Dixit (Managing Director & KMP)	605000	50.00%	1209940	26.4873%
2	Shantanu Dixit (Director & CFO , KMP)	605000	50.00%	1209960	26.4877%
3	Kaustubh Dixit (Non Executive Director)	0.00	0.00	20	0.00
4	Nitin Maheshwari (Independent Director)	NIL	NIL	NIL	NIL
5	Ruchi Sogani	NIL	NIL	NIL	NIL

Vi) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	28411890	-	-	28411890
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	28411890	-	-	28411890
Change in Indebtedness during the financial year				
* Addition	68174481	-	-	68174481
* Reduction	6668291	-	-	6668291
Net Change	61506190	-	-	61506190
Indebtedness at the end of the financial year				
i) Principal Amount	89918080	-	-	89918080
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	89918080	-	-	89918080

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Hradayesh Kumar Dixit	Shantanu Dixit	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	37,50,000	25,50,000	63,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	37,50,000	25,50,000	63,00,000
	Ceiling as per the Act			

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

B) Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Kaustubh Dixit	Nitin Maheshwari	Ruchi Sogani	
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	20000	40000	40000	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	20000	40000	40000	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	288000	NIL	288000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	5000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	288000	NIL	288000

Viii) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

FORM No. MR-3

SECRETARIAL AUDIT REPORT

[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]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,
The Members,
Madhya Pradesh Today Media Limited
Plot No. 5, Press Complex, Zone - I, M.P. Nagar
Bhopal(MP)- 462011

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Madhya Pradesh Today Media Limited (CIN: L22120MP2010PLC024758)** (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 covering the financial year ended on 31st March, 2018, 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, minute books, forms and returns filed and other records maintained by the company on test basis for the financial year ended on **31st March, 2018** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Regulations and bye-laws framed there under;
5. The Provisions of the Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009;
6. The Company has identified and confirmed the following laws as being specifically applicable to the Company:
 - Press and Registration of Books Act, 1867
 - Registration of Newspapers (Central) Rules, 1956;
 - The Press Council Act, 1978;
 - Right to Information Act, 2005;

- The Information Technology Act, 2000;
- The Delivery of Books & Newspapers (Public Libraries) Act, 1954;
- The Newspaper (Incitement of Offences) Act, 1908;

We have relied on the representation made by the company, its officers and on the reports by designated professionals for system and processes formed by the company to monitor and ensure compliances under other applicable acts, laws & regulations to the Company.

We have also examined compliance with the applicable clauses of the following-

- Secretarial standards-1 pertaining to Board Meetings and Secretarial standards-2 pertaining to General Meetings issued by the Institute of Company Secretaries of India were applicable during the year and
- Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; the equity shares of the Company are listed on NSE Exchange platform of National Stock Exchange of India Limited.

We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The following provisions, regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-
 - a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
2. *The company has not file Form MGT-14 under section 179(3) of the Companies Act, 2013.*
3. *The Company has not file Form CHG-1 in respect of Creation of Charge due to procedural delay by the respective Banks as specified by the management of the Company.*

We further report that during the period under review, the Company has substantially complied with the provisions of the Act, Rules, Regulations Guidelines, Standards, etc.

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

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

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

Based on the information, representation, clarifications and reports provided by the Company, its Board of Directors, its designated officers, and authorized representatives during the conduct of audit we further report that, adequate systems and processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules and Regulations, guidelines and happening of events etc. to the Company.

We further report that the event/actions having major bearing in the affairs of the Company during the period under report as below-

- The name of the Company has been changed from "Madhya Pradesh Today Media Private Limited" to "Madhya Pradesh Today Media Limited" by deletion of the word "Private" from the name of the Company by passing the special resolution dated 30th June, 2017.
- The Company has increased its Authorized share capital from Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lakh) divided into 12,50,000 (Twelve Lakh Fifty Thousand) equity shares of Rs. 10 (Rupees Ten) each to Rs. 5,51,00,000 (Rupees Five Crore Fifty One Lakhs) divided into 55,10,000 (Fifty Five Lakh Ten Thousand) equity shares of Rs. 10 (Rupees Ten) each by passing a special resolution dated 28th July, 2017.
- The company has issued and allotted 12,10,000 (Twelve Lakhs Ten Thousand) Equity Shares as Bonus Shares

of Rs. 10/- (Rupees Ten) each to the existing members of the company by passing a special resolution dated 28th July, 2017.

- The equity shares of the Company got listed on NSE Emerge platform of National Stock Exchange of India Limited on 29th September, 2017 after its first ever Initial Public offer of 21,46,500 (Twenty One Lakh Forty Six Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 56/- (Rupees Fifty Six) per share, aggregating to Rs. 1416.69 Lakh.

For Ritesh Gupta & Co.
Company Secretaries

Date: 23.08.2018
Place: Indore

Ritesh Gupta
CP:3764, FCS:5200

Note: This report to be read with our letter of even date which is annexed as 'Annexure-I' and forms 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 practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company since the same have been subject to review by statutory financial auditor, Cost auditor and other designated professionals.
4. The compliances of subsidiaries companies not been reviewed in this audit since the same have been subject to review by other designated professionals and not a part of our audit assignment.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future liability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For Ritesh Gupta & Co.
Company Secretaries

Date: 23.08.2018
Place: Indore

Ritesh Gupta
CP:3764, FCS:5200

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
Non-executive Directors		
Kaustubh Dixit	--	--
Nitin Maheshwari	--	--
Ruchi Sogani	--	--
Executive Directors		
Hradyesh Kumar Dixit	Rs. 37.50 lacs	23.7643:1
Shantanu Dixit	Rs. 25.50 lacs	16.1597:1
Company Secretary		
Anuj Agrawal	Rs. 2.88 lacs	1.8251:1

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Hradayesh Kumar Dixit (CMD)	--
Shantanu Dixit (Whole-Time-Director & Chief Financial Officer)	--
Kaustubh Dixit (Non Exe.)	--
Nitin Maheshwari(ID)	--
Ruchi Sogani (ID)	--

c) The median remuneration for the year 2017-18 is **Rs. 1,57,800/- p.a.**

d) The percentage increase/(Decrease) in the median remuneration of employees in the financial year:
NA

- e) The number of permanent employees on the rolls of Company: 195
- f) The explanation on the relationship between average increase in remuneration and Company Performance: N.A.
- g) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

(Amount in Lakhs)

Aggregate remuneration of key managerial personnel (KMP) in FY 31.03.2018	
Revenue	2258.83
Remuneration of KMPs (as a % of revenue)	2.92%
Profit before Tax (PBT)	307.35
Remuneration of KMP (as a % of PBT)	21.43%

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

(Amount in INR)

Particulars	March 31, 2018	March 31, 2017	% Change
Market Capitalization	Rs. 58,15,06,400/-	NA*	NA
Price Earnings Ratio	14.5652	NA	NA

*Note: We would like to inform you that the equity shares of the company listed and admitted to dealings on the EMERGE SME platform of the Exchange w.e.f. September 29, 2017.

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

Particulars	March 31, 2018	IPO	% Change
Market Price (NSE)	127.30	66.00	48.15%

j) 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: NA

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

(Amount in Lakhs)

Particular	Hradayesh Kumar Dixit	Shantanu Dixit	Anuj Agrawal
Remuneration in FY 2018	37.50	25.50	2.88
Revenue :	2258.83		
Remuneration as % of revenue	1.66%	1.12%	0.1275%
Profit before Tax (PBT):	307.35		
Remuneration as % of Profit before Tax	12.20%	8.30%	0.937%

l) The key parameters for any variable component of remuneration availed by the directors:

N.A.

m) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 04th November, 2017 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: www.pradeshtoday.com

n) The statement containing particulars and remuneration paid to employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company since there are no employees drawing remuneration in excess of the prescribed limits and hence not disclosed in the Report.

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

Global growth is projected to reach 3.9 percent in 2018 and 2019, in line with the forecast of the April 2018 World Economic Outlook (WEO), but the expansion is becoming less even, and risks to the outlook are mounting. The rate of expansion appears to have peaked in some major economies and growth has become less synchronized. In the United States, near-term momentum is strengthening in line with the April WEO forecast, and the US dollar has appreciated by around 5 percent in recent weeks. Growth projections have been revised down for the euro area, Japan, and the United Kingdom, reflecting negative surprises to activity in early 2018. Among emerging market and developing economies, growth prospects are also becoming more uneven, amid rising oil prices, higher yields in the United States, escalating trade tensions, and market pressures on the currencies of some economies with weaker fundamentals. Growth projections have been revised down for Argentina, Brazil, and India, while the outlook for some oil exporters has strengthened.

The balance of risks has shifted further to the downside, including in the short term. The recently announced and anticipated tariff increases by the United States and retaliatory measures by trading partners have increased the likelihood of escalating and sustained trade actions. These could derail the recovery and depress medium-term growth prospects, both through their direct impact on resource allocation and productivity and by raising uncertainty and taking a toll on investment. Financial market conditions remain accommodative for advanced economies—with compressed spreads, stretched valuations in some markets, and low volatility—but this could change rapidly. Possible triggers include rising trade tensions and conflicts, geopolitical concerns, and mounting political uncertainty. Higher inflation readings in the United States, where unemployment is below 4 percent but markets are pricing in a much shallower path of interest rate increases than the one in the projections of the Federal Open Market Committee, could also lead to a sudden reassessment of fundamentals and risks by investors. Tighter financial conditions could potentially cause disruptive portfolio adjustments, sharp exchange rate movements, and further reductions in capital inflows to emerging markets, particularly those with weaker fundamentals or higher political risks.

Avoiding protectionist measures and finding a cooperative solution that promotes continued growth in goods and services trade remain essential to preserve the global expansion. Policies and reforms should aim at sustaining activity, raising medium-term growth, and enhancing its inclusiveness. But with reduced slack and downside risks mounting, many countries need to rebuild fiscal buffers to create policy space for the next downturn and strengthen financial resilience to an environment of possibly higher market volatility.

INDIAN ECONOMY

According to International Monetary Fund Research Team **“India's Strong Economy Continues to Lead Global Growth”**

India's economy is picking up and growth prospects look bright—partly thanks to the implementation of recent policies, such as the nationwide goods and services tax. As one of the world's fastest-growing economies—accounting for about 15 percent of global growth—India's economy has helped to lift millions out of poverty.

But to sustain rapid growth and raise incomes for the country's 1.3 billion people, India will need to build on the success of its reforms, the IMF said in its [annual assessment](#) of the Indian economy.

India's economy is gaining momentum, thanks to the implementation of several recent noteworthy policies—such as the enactment of the long-awaited goods and services tax, and the country opening up more to foreign investors. Therefore, we expect economic growth to pick up to about 7.3 percent for fiscal year 2018/19—meaning the year that runs from April of 2018 through March 2019—from 6.7 percent in the year prior. Meanwhile, inflation has edged higher, in part due to a reduction of economic slack.

To sustain and build on these policies and to harness the demographic dividend associated with a growing working-age population (which constitutes about two-thirds of the total population), India needs to reinvigorate reform efforts to keep the growth and jobs engine running. This is critical in a country where per capita income is about \$2,000 U.S. dollars, still well below that of other large emerging economies.

The goods and services tax created a unified national market for the first time by lowering internal barriers to trade—effectively establishing a free trade agreement for a market of over 1.3 billion people. The tax is also expected to

increase the amount of economic activity taking place in the formal sector of the economy – leading to better quality and more reliable jobs. As a result, the goods and services tax should improve productivity and boost medium-term potential growth, while also creating room for the government to increase much needed social and infrastructure spending.

The country has recently implemented a new insolvency and bankruptcy code, which should make it easier for creditors to seek repayment from debtors who are in arrears. The bankruptcy code is already shifting the power balance between debtors and creditors and improving corporate repayment discipline.

In addition to the bankruptcy code, the central bank and government have taken steps to improve banks' recognition of bad assets and to recapitalize public sector banks. Ultimately, these efforts will help to solidify bank balance sheets and support the flow of credit to the rapidly expanding economy.

Another key area of reform is to strengthen governance in public sector banks to complement the reforms in the financial sector already underway. This is needed, for example, to improve incentives to enhance the efficiency of bank operations and foster more disciplined lending practices by banks. A first step would be to strengthen the quality and independence of these banks' boards, and privatization could also eventually be considered.

India can benefit from improving its integration with global markets. The country has made a lot of progress, in that most foreign investments are now allowed to enter sectors of the Indian economy under what is known as "the automatic route." This amounts to a meaningful reduction in bureaucratic oversight, and greatly increases access to the Indian market for foreign investors.

However, more can be done to sustain the recent foreign direct investment inflows and remove trade barriers – which remain significant in the country.

These include:

- ❖ reducing trade documentation requirements and procedures;
- ❖ lowering tariffs;
- ❖ continuing to improve the business climate; and
- ❖ Improving governance.

One way to support job creation is by improving labor market regulations. Numerous, outdated and restrictive laws prevent firms from expanding to operate at an efficient scale, lead to a misallocation of resources, and push economic activity into the informal and unregulated parts of the economy.

As a byproduct, these rigidities make it harder for women to join the work force, and make growth less inclusive. For instance, female labor force participation in India is among the lowest in the region and has fallen even further recently.

A reform and streamlining of the complicated web of labor laws would go in the same direction as the goods and services tax, by further promoting employment in the formal economy, and would help sustain growth.

INDIA'S ECONOMIC GROWTH FORECAST

India's economic growth will accelerate in the current and next fiscal years, the International Monetary Fund (IMF) said in its latest forecast, consolidating the country's position as the world's fastest-growing major economy and opening a wider gap with China, which is projected to slow.

India's economy is forecast to grow 7.4% in the current fiscal from 6.7% in FY18 and accelerate further in FY20 to 7.8%, shows the IMF's latest forecast, which is unchanged from its October outlook.

INDUSTRY OVERVIEW

The Importance of people's access to information cannot be underestimated in a country like India. The Print Media is one of the most important pillars of democratic system in India, which is the largest democracy in the world. As many as 1,10,851 publications (Newspapers & Other periodicals) have been registered in India till 31st March, 2016 witnessing a constant growth of the Print Media. The growth in the number of registered publications as well as their circulation proves that proliferation of audio, visual and digital media have not adversely affected the Print Media. It continues to empower the common man to assert his right and to participate in the strengthening of the democracy.

Print Media has responded appropriately to the new changes and challenges with its modern approach. It has embraced Information Technology, which resulted in better coverage with great speed and affordable price. The readership of the print media is also witnessing a growth. Statistics show that there is great affinity towards the regional language publications among readers and that is why such publications are venturing out to bring editions from other cities where there is sizeable population of the people knowing respective languages. Under the provision of the Section 19(D) of the Press and Registration of Books Act, 1867, publishers of all registered publications (newspapers and periodicals) are required to submit their Annual Statements to the Registrar of Newspapers for India. These Statements are the principal source of data involved in compiling this Report. However, all publishers are not taking interest in fulfilling their statutory obligation of filing Annual Statements with the RNI, although RNI has made arrangements to file the statements online. This year only 23.54% of the publishers have submitted their Annual Statements. Hence, this report cannot be construed as comprehensive. It can give only a broad overview of the general trend in the Indian Press based on the number and claimed circulation of publications. During 2015-16, 5,423 new publications were registered and 15 registered publications ceased their publications. As on 31st March, 2016, there were 1,10,851 registered publications on record as against 1,05,443 at the end of March, 2015. The total circulation of publications increased from 51,05,21,445 copies per publishing day in 2014-15 to 61,02,38,581 copies per publishing day in 2015-16. The number of Annual Statements received online from registered publishers in the O/o RNI for the year 2015-16 were 27,445 against 23,394 in 2014-15 registering an increase of 17.32 per cent.

LANGUAGE-WISE ANALYSIS

Most of the publications were registered in English and 22 main languages listed in the Eighth Schedule to the Indian Constitution while some others were also registered in 150 other languages/dialects and in a few foreign languages. Publications brought out in more than one language together are categorized under 'Bi-lingual' and 'Multi-lingual' publications. As per the data received through Annual Statements submitted by the publishers for 2015-16, the number of publications is as follows:

Language for dissemination of News	Number
English	2174
Hindi	14316
Urdu	1896
Gujarati	1638
Telugu	1596
Marathi	1182
Bi-Lingual	1121

In terms of circulation, Hindi publications continued to lead with 31,44,55,106 copies followed by English 6,54,13,443 copies and Urdu 5,17,75,006 copies, Telugu 2,76,45,134 copies and Marathi 3,67,88,737 copies per publishing day. Among Dailies, Hindi led with a total of 4,118 publications followed by 1,268 in Urdu.

(The Source for the following data is published report of KPMG - FICCI- Indian Media and Entertainment Industry Report 2016)

The print industry experienced a dynamic operating environment in 2015. While industry players witnessed significant growth during the first half of the year, the growth in the second half remained largely muted. Industry discussions indicate that the trend was much more pronounced in case of vernacular dailies, primarily due to a reduction in spends by a few sectors. The real estate sector faced a slowdown and with 2015 being a non-election year, government spends too fell considerably. Telecom and e-commerce companies also preferred advertising on television, and in English newspapers over Hindi and other regional newspapers. Having said that, the traditional newspaper business continues to grow at a steady rate of around 8 per cent on the back of sustained advertiser interest and existing reader base, while the Indian print industry makes inroads into new technological opportunities to enhance its content quality, service delivery and reader engagement. Recognizing the potential of digital media in India, leading print players have redirected a part of their effort and investment towards making services such as news delivery possible via mobile applications and web portals. The focus is not just limited to digital media, and equal efforts are being made to increase interactivity on the traditional medium of disseminating news. This may not stand true for smaller players, which are primarily emphasizing on strengthening their presence in the existing markets and consolidating their existing operations.

One of the reasons for the prominence of print media in the face of technology disruptions is the robust growth of the Indian economy and the overall positive macro environment. Following the current government coming into power in 2014, India has kept a strong eye on its Gross Domestic Product (GDP) growth, being a USD 2.2 trillion economy at current prices. During FY15, India's domestic consumption and investment contributed 57 percent and 33.1 percent, respectively, to the GDP. This played a significant role in boosting investors' confidence and keeping India's economic sentiments charged up.

(According to data released by the Audit Bureau of Circulation (ABC))

India's print medium is growing amid a global slowdown as readers in the country continue to find it more credible and aspirational. The country's print publications have risen by 23.7 million copies in average daily circulation in the 2006-2016 period, at a compounded annual growth rate (CAGR) of 4.87%, according to data released by the Audit Bureau of Circulation (ABC).

The average number of copies circulated per day grew to 62.8 million during the period from 39.1 million in 2006. Incidentally, among the four geographic zones, north India showed the highest growth at 7.83%, followed by the south, west and east zones with CAGRs of 4.95%, 2.81% and 2.63%, respectively. "The important thing to note is that print is growing in India. If you look at CAGR, it has outpaced even the population growth, which is at 1.5%. In absolute terms, it's a big number. Also, print comes with a huge credibility," said Shashi Sinha, CEO of IPG Media Brands India. Sinha said the growth in literacy and education has created substantial headroom for the growth of newspapers, which are also most easily available and among the cheapest sources of news available to Indians.

The number of publishing centres went up from 659 to 910 during the period, an increase of 251 at a CAGR of 3.28%. "Print in India is growing at a healthy rate. There was 5% increase in circulation and the cover prices also went up by 10% YoY in the last 10 years. There has been steady penetration across the country. Within India, every possible market is growing. It's high time we recognise this growth," said Girish Agarwal, Director, DB Corp, and a member of ABC.

Interestingly, India also bucked the trend in terms of the total number of paid dailies in circulation, according to a WAN-INFRA report. While the other countries on the list have shown stagnation in terms of the number of paid dailies in circulation, in the calendar years 2013-15, India saw the number grow by as much as 2,000 titles.

Notably, the bulk of circulation is dominated by English and language dailies that account for nearly 56 million of the total circulation in the period under consideration. Hindi language dailies were the highest in circulation at 22 million copies per day on an average followed by English at 8.55 million copies, Malayalam (4.55 million copies) and Marathi (4.33 million copies).

COMPANY OVERVIEW

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

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

The diverse cultures and languages in the country ensure a strong depth in regional language readership. Vernacular newspaper covers more local news and serves as a medium to express grievances and aspirations of its readers. Moreover, localisation has led to the publishing of multi-edition newspapers, combining national content with regional news and expanding their content diversity with supplements. This hyperlocalisation 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 FY18

REVENUE

The Company's Total Revenue increased to Rs. 2343.34 Lakhs in the FY 2017-18 as against Rs. 1927.55 Lakhs in the FY 2016-17, registering an 18% growth over the Previous Year. This growth was primarily driven by increase in advisement revenue and other income.

NET PROFIT BEFORE EXCEPTIONAL ITEMS & TAX

The Company's Net Profit Before exceptional Items & Tax increased to Rs. 530.95 Lakhs in the FY 2017-18 as against Rs. 352.24 Lakhs in the FY 2016-17, registering a 34% growth over the Previous Year. This growth was primarily driven by increase in advisement revenue and other income.

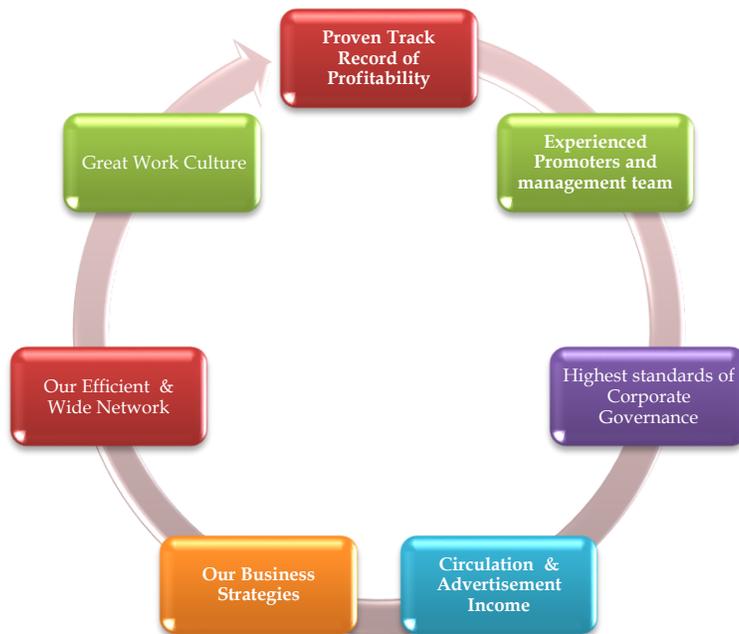
NET PROFIT AFTER TAX

The Company's Net Profit after Tax increased to Rs. 307.35 Lakhs in the FY 2017-18 as against Rs. 235.52 Lakhs in the FY 2016-17, registering a 23% growth over the Previous Year. This growth was primarily driven by increase in advisement revenue and other income.

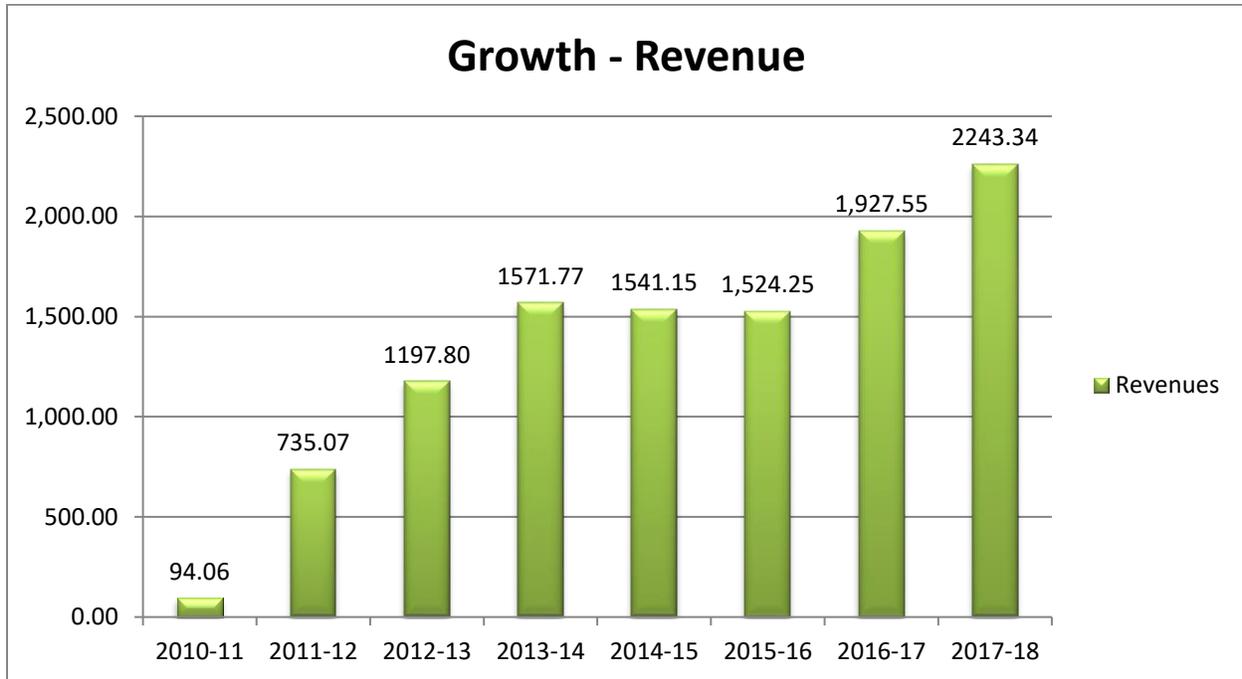
DIVIDEND

Your Directors declared Interim dividend of Rs. 0.50 Per Share for the Financial Year 2017-18.

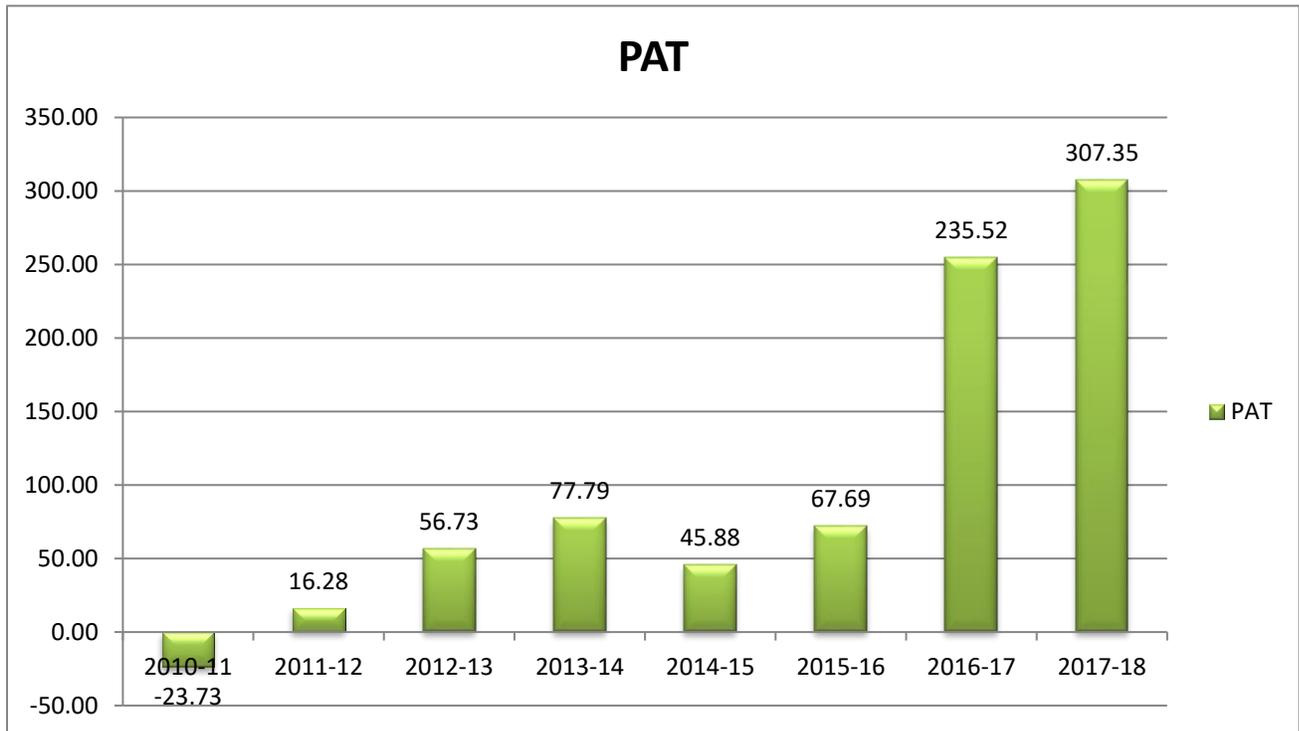
OUR STRENGTHS



Growth - Revenue



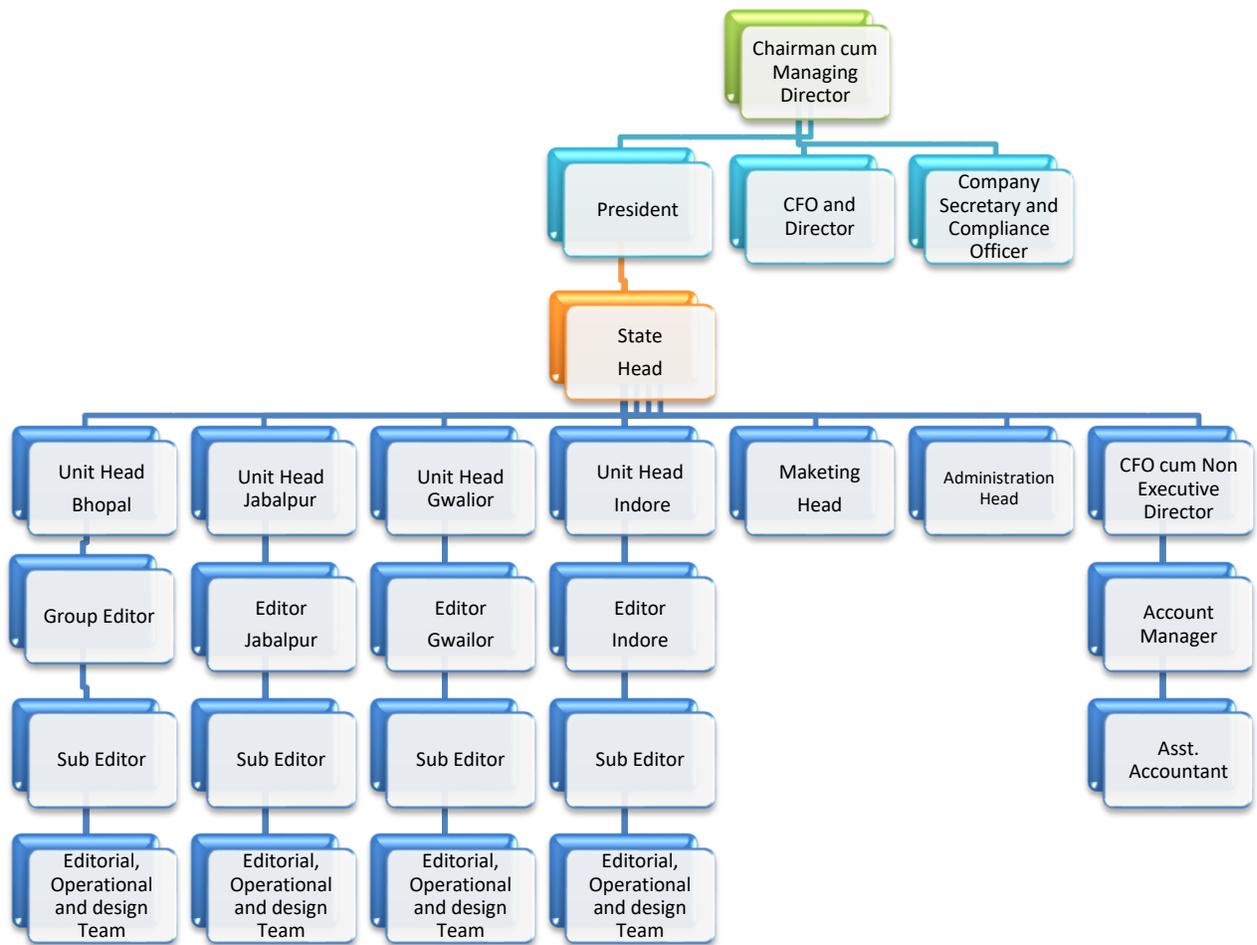
PAT



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.

OUR ORGANIZATION STRUCTURE



Locations:

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

- I. Receiving day to day feedback;
- II. Getting updated news of cities through our strong editorial team;

- III. Quick & Easy approach to manage work on the spot.
- IV. Workload can be balanced upon demand;
- V. Coordination and communication between customers and stakeholders;
- VI. Quicker response to customer request;
- VII. Healthy competition among divisions that boost overall business;
- VIII. Focus on customers' needs and preferences;
- IX. Promotes self-management by employees (greater job satisfaction because of more involvement);
- X. Faster decision making, reduced cycle time and improved responsiveness to customers;
- XI. Enables organization to use its resources efficiently (provides flexibility to assign staff to project requirements and reassign as needed);
- XII. Provides individuals an opportunity to work with different skills and expertise.

We have following Offices including Unit Office all over India:

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

INTERNAL CONTROL

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

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

HUMAN RESOURCE

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Madhya Pradesh Today Media Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of Madhya Pradesh Today Media Limited, which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss, Statement of changes in equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles **generally** accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- (b) in the case of the Profit and Loss Account, of the profits for the year ended on that date; and
- (c) in the case of the Cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF MADHYA PRADESH TODAY MEDIA LIMITED FOR THE YEAR ENDED 31st MARCH, 2018

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

A.Y.	Amount	Forum where dispute is pending
2015-16	18,02,190	Commissioner of Income-Tax (Appeals)
8. According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution, bank or government. The company has not issued any debentures.
9. During the year company has raised money by way of initial public offer. According to the information and explanation given to us the fund raised by Initial public offer & term loan of the company were applied for the purpose for which those are raised.
10. No fraud on or by the company has been noticed or reported during the year.

11. According to information and explanation given to us the company has paid or provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 of the Companies Act, 2013.
12. The said company is not a Nidhi company. Hence the provisions of Nidhi company are not applicable.
13. According to information and explanation given to us the company has disclosed all the transactions with the related parties in compliance with the sections 177 and 188 of the Companies Act, 2013 and details have been enclosed in the Financial Statements as required by applicable accounting standard.
14. The company has not made any preferential allotment or private placements of shares.
15. According to information and explanation given to us the company has not entered into any non cash transactions with directors or persons connected with them.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

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

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

We have audited the internal financial controls over financial reporting of **MADHYA PRADESH TODAY MEDIA LIMITED ("the Company")** as of March 31, 2018 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

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 Indian 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. Indian Accounting Standard 02-Inventories

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

c. Indian Accounting Standard 16- Property, Plant and equipment

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

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

d. Indian Accounting Standard 18-Revenue

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

e. Indian Accounting Standard 08 -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. Indian Accounting Standard 21 - 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. Indian Accounting Standard 24- Related parties disclosure

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

Name of the related parties and description of relationship.

Sr. No.	Particulars	Name of Party
1.	Key Management Personnel/Directors	Mr. Hradeyesh Dixit Mr. Shantanu Dixit Mrs. Ruchi Sogani Mr. Kaustubh Dixit Mr. Nitin Maheshwari
2.	Relatives of Key Management Personnel	--

Related party transaction

Sr. No.	Particulars	Key Management Personnel/Directors	Relatives of Key Management Personnel
1.	Salary	63,00,000	--
2.	Sitting fees	1,00,000	--

h. Indian Accounting Standard 33-Earning per share

Sr. No.	Particulars	2017-18	2016-17
a.	Total number of shares at the end of the year	45,68,000	12,10,000
b.	Weighted average number of shares at the beginning and end of the year	35,14,597	24,20,000
c.	Net Profit after tax available for equity share holders	3,07,34,895	2,35,52,151
d.	Basic and Diluted earnings per share	8.74	9.73

To make it comparative EPS for last year have been reassessed considering bonus shares issued during the year.

i. Indian Accounting Standard 12- Income Taxes

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

3. Contingent Liability:

Particulars	2018	2017
Income Tax Case (Liability not provided for)	18,02,190	--

4. Capital Commitment:

(In lacs)

Particulars	2018	2017
Capital Commitment	556.10	--

5. During the year, company has raised funds through initial public offer (IPO) by issue of 21, 48,000 numbers of equity shares at Rs. 66 each, having face value of Rs.10 & at a premium of Rs. 56 . Main objects of the IPO are:

- a. Expansion of Business by upgrading Unit Offices in various cities in the State of Madhya Pradesh and Chhattisgarh;
- b. To meet working capital requirements;
- c. To meet General Corporate Expenses.

6. 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.

7. Amount due to small industries Rs. Nil as on 31.03.2018 out of which amount outstanding for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.
8. Previous year's figures have been regrouped and rearranged wherever considered necessary.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

MADHYA PRADESH TODAY MEDIA LTD.

CIN: L22120MP2010PLC024758

BALANCE SHEET AS AT 31-March-2018

Particular	Notes	2018	2017	2016
Assets				
1 Non Current Assets				
(a) Property Plant and Equipment	1	5,24,52,432	4,26,10,376	21063359
(b) Capital work-in-progress	2	4,06,49,030	-	-
(c) Other Intangible assets	3	40,95,151	-	1,00,563
(d) Financial Assets	4	1,28,13,983	1,24,12,328	1,24,12,327
(e) Deferred tax assets (net)	5	31,70,488	11,38,487	16,89,460
(f) Other non-current assets		-	-	-
2 Current assets				
(a) Inventories	6	1,22,96,933	1,22,12,721	58,30,614
(b) Financial Assets	7	25,84,49,806	6,68,93,074	5,53,05,326
(c) Other current Assets	8	-	41,600	7,04,848
Total Assets		38,39,27,823	13,53,08,586	9,71,06,497
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	9	4,56,80,000	1,21,00,000	1,00,000
(b) Other Equity	10	17,10,48,189	3,48,74,263	2,33,22,112
LIABILITIES				
1 Non-current liabilities				
(a) Financial Liabilities	11	2,96,96,817	2,20,18,700	85,26,457
(b) Deferred tax liabilities (Net)		-	-	-
(c) Provision	12	88,06,529	-	-
2 Current liabilities				
(a) Financial Liabilities	13	4,81,47,214	94,02,348	14,97,545
(b) Other current liabilities	14	4,88,83,547	3,12,95,475	4,76,55,398
(c) Provisions	15	3,16,65,528	2,56,17,800	1,60,04,985
Total Equity and Liabilities		38,39,27,823	13,53,08,586	9,71,06,497

For P. K. Shishodiya & Co.
Chartered Accountants

On Behalf of Board of Directors

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

Hradayesh Kumar Dixit
Managing
Director
DIN: 03146320

Shantanu Dixit
Whole-Time-Director &
CFO
DIN: 03146408

Anuj Agrwal
Company
Secretary
M. No. 38980

MADHYA PRADESH TODAY MEDIA LTD.
CIN: L22120MP2010PLC024758
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-MARCH-2018

	Particulars	Note	2018	2017
I	Income			
	Revenue From Operations	16	22,58,83,506	19,08,24,311
	Other Income	17	84,51,599	19,30,696
	Total Income		23,43,35,105	19,27,55,007
II	Expenses			
	Cost of materials consumed	18	4,57,21,966	2,57,53,898
	Employee benefits expense	19	4,75,91,988	4,55,90,330
	Finance costs	20	70,72,675	27,47,299
	Depreciation	1	57,26,916	49,97,058
	Amortization expense	3	10,23,788	-
	Other expenses	21	7,41,01,616	7,84,42,046
	Total expenses		18,12,38,948	15,75,30,631
III	Profit/(loss) before exceptional items and tax (I-II)		5,30,96,157	3,52,24,376
IV	Exceptional Items			
	Prior period expenses	22	88,68,367	-
V	Profit/(loss) before tax		4,42,27,790	3,52,24,376
VI	Tax expense:	23		
	(i) Current tax		1,55,24,896	1,11,21,252
	(ii) Deferred tax Liability/(Assets)		-20,32,001	5,50,973
VII	Profit/(Loss) for the period from continuing operations		3,07,34,895	2,35,52,151
VIII	Profit/(Loss) from discontinued operations		-	-
IX	Tax Expenses of discontinued operations		-	-
X	Profit/(Loss) from discontinued operations after tax(VIII-IX)		-	-
XI	Profit/(Loss) for the period (VII+X)		3,07,34,895	2,35,52,151
XII	Other Comprehensive Income		-	-
XIII	Total Comprehensive Income for the period(XI+XII)		3,07,34,895	2,35,52,151
	(Comprising profit & (loss) and other comprehensive Income for the period)			
XIV	Earnings per equity share (for continuing operations)			
	(i) Basic		8.74	9.73
	(ii) Diluted		8.74	9.73
XV	Earnings per equity share (for discontinued operations)			

	(i) Basic		-	-
	(ii) Diluted		-	-
XVI	Earnings per equity share (for continuing & discontinued operations)			
	(i) Basic		8.74	9.73
	(ii) Diluted		8.74	9.73

For P. K. Shishodiya & Co.
Chartered Accountants

On Behalf of Board of Directors

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

Hradayesh Kumar Dixit
Managing
Director
DIN: 03146320

Shantanu Dixit
Whole-Time-Director &
CFO
DIN: 03146408

Anuj Agrwal
Company
Secretary
M. No. 38980

MADHYA PRADESH TODAY MEDIA LTD.

CIN: L22120MP2010PLC024758

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-MARCH-2018

Particulars	Year ended	Year ended
	31.03.2018	31.03.2017
A. Cash flow from operating activities		
Net profit before tax & extraordinary items	4,42,27,790	3,52,24,376
Adjustments for :		
Depreciation	57,26,916	49,97,058
Loss on sale of asset	49,960	-
Interest paid	70,72,675	
Less : Interest and dividend received	-73,70,669	-17,37,844
Operating profit before working capital changes	4,97,06,672	4,12,30,889
Adjustment for :		
Trade and other receivables	-4,74,68,849	2,10,88,629
Inventories	-84,212	-63,82,107
Trade and other payables	2,38,19,621	18,20,944
Cash generated from operations	2,59,73,232	5,77,58,355
Less: Direct Tax paid	-1,55,24,896	-1,11,21,252
Net cash from operating activities	1,04,48,336	4,66,37,103
B. Cash flow from investment activities		
Sale of fixed assets (Net)	8,00,000	-
Purchase of Fixed Assets	-1,64,18,932	-2,64,43,513
Capital WIP, Cap. Adv. & Pre-op. Exps.	-4,47,44,181	-
Interest received	73,70,669	17,37,844
Net cash from investment activities	-5,29,92,444	-2,47,05,669
C. Cash flow from financing activities		
Proceed from issue of shares	14,17,68,000	-
Proceeds of borrowings	5,50,45,690	1,34,92,243
Interest paid	-70,72,675	-27,47,299
Dividend distributed including Distribution tax	-27,48,969	-
Net cash from financing activities	18,69,92,045	1,07,44,944
Net increase in cash and cash equivalents	14,44,47,938	3,26,76,377
Cash and cash equivalent at beginning of the year	5,25,09,960	1,98,33,583
Cash and cash equivalent at end of the year	19,69,57,898	5,25,09,960

For P. K. Shishodiya & Co.
Chartered Accountants

On Behalf of Board of Directors

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
Place: Bhopal
Date: 29th May, 2018

Hradayesh Kumar Dixit
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DIN: 03146408

Anuj Agrwal
Company
Secretary
M. No. 38980

Note No.1 : Property, Plant & Equipments

I. Bhopal

S.No.	PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK			
		Balance as at 1-4-2017	Additions/ Transfer	Disposals	Balance as at 31-3-2018	Balance as at 1-4-2017	For the year	Additional Depreciation	Disposals	Balance as at 31-3-2018	As at 31-3-2018	As at 31-3-2017	As at 31-3-2016
1	Plot	44,48,402	7,23,079	-	51,71,481	-	-	-	-	-	51,71,481	44,48,402	6,67,510
2	Leasehold Building	5,14,390	50,52,134	-	55,66,524	1,65,570	87,529	-	-	2,53,099	53,13,425	3,48,820	3,61,728
3	Lift	5,50,000	-	-	5,50,000	2,53,641	51,216	-	-	3,04,857	2,45,143	2,96,359	3,47,548
4	Furniture & Fixtures	57,40,006	-	-	57,40,006	37,80,431	3,35,876	-	-	41,16,307	16,23,699	19,59,575	23,10,883
5	Air Conditioners	9,58,170	59,375	-	10,17,545	7,73,288	22,170	-	-	7,95,458	2,22,087	1,84,882	1,56,175
6	Office Equipments	12,54,598	35,792	-	12,90,390	10,76,060	57,106	-	-	11,33,165	1,57,225	1,78,538	1,58,439
7	Power Backup System	6,90,493	-	-	6,90,493	4,01,352	53,367	-	-	4,54,719	2,35,774	2,89,141	3,42,477
8	Electrical Installation	3,60,133	-	-	3,60,133	2,40,597	23,034	-	-	2,63,631	96,502	1,19,536	1,42,555
9	Water Pump	13,350	-	-	13,350	6,435	782	-	-	7,217	6,133	6,915	7,717
10	Car	4,48,31,502	1,05,48,552	22,49,115	5,31,30,939	1,24,86,080	46,65,319	-	13,99,155	1,57,52,244	3,73,78,695	3,23,45,422	1,38,32,849
11	Computers	44,93,486	-	-	44,93,486	42,75,069	51,963	-	-	43,27,033	1,66,453	2,18,417	1,67,953
	TOTAL (I)	6,38,54,530	1,64,18,932	22,49,115	7,80,24,347	2,34,58,523	53,48,362	-	13,99,155	2,74,07,730	5,06,16,617	4,03,96,007	1,84,95,834

II. Jabalpur

S.No.	PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK			
		Balance as at 1-4-2017	Additions/ Transfer	Disposals	Balance as at 31-3-2018	Balance as at 1-4-2017	For the year	Additional Depreciation	Disposals	Balance as at 31-3-2018	As at 31-3-2018	As at 31-3-2017	As at 31-3-2016
1	Furniture & Fixtures	20,61,996	-	-	20,61,996	12,93,036	1,17,130	-	-	14,10,166	6,51,830	7,68,960	8,26,466
2	Air Conditioners	3,58,719	-	-	3,58,719	2,74,208	11,987	-	-	2,86,195	72,523	84,511	96,492
3	Office Equipments	4,57,969	-	-	4,57,969	3,60,266	50,990	-	-	4,11,256	46,713	97,703	1,54,271
4	Power Backup System	3,87,182	-	-	3,87,182	1,96,408	30,795	-	-	2,27,203	1,59,979	1,90,774	2,21,554
5	Computers	9,93,415	-	-	9,93,415	9,77,944	-	-	-	9,77,944	15,471	15,471	20,176
	TOTAL (II)	42,59,281	-	-	42,59,281	31,01,862	2,10,903	-	-	33,12,765	9,46,516	11,57,419	13,18,959

III. Gwalior

S.No.	PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK			
		Balance as at 1-4-2017	Additions/ Transfer	Disposals	Balance as at 31-3-2018	Balance as at 1-4-2017	For the year	Additional Depreciation	Disposals	Balance as at 31-3-2018	31-3-2018	31-3-2017	31-3-2016
1	Furniture & Fixtures	12,42,151	-	-	12,42,151	6,73,425	78,555	-	-	7,51,980	4,90,171	5,68,726	6,47,248
2	Electric Installation	4,38,673	-	-	4,38,673	2,11,969	31,842	-	-	2,43,811	1,94,862	2,26,704	2,58,533
3	Office Equipments	3,16,180	-	-	3,16,180	2,39,958	37,958	-	-	2,77,916	38,264	76,222	1,14,240
4	Air Conditioners	1,10,000	-	-	1,10,000	73,447	4,980	-	-	78,427	31,573	36,553	41,530
5	Power Backup System	1,75,000	-	-	1,75,000	76,046	14,315	-	-	90,361	84,639	98,954	1,13,263
6	Computers	9,95,800	-	-	9,95,800	9,46,009	-	-	-	9,46,009	49,791	49,791	73,753
	TOTAL (III)	32,77,804	-	-	32,77,804	22,20,854	1,67,651	-	-	23,88,505	8,89,299	10,56,950	12,48,567
	GRAND TOTAL [I+II+III]	7,13,91,615	1,64,18,932	22,49,115	8,55,61,432	2,87,81,239	57,26,916	-	13,99,155	3,31,09,000	5,24,52,432	4,26,10,376	2,10,63,359
	Previous Year [I+II+III]	4,49,48,102	2,64,43,513	-	7,13,91,615	2,38,84,742	48,96,496	-	-	2,87,81,239	4,26,10,376	2,10,63,359	1,72,02,454

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	2018	2017	2016
Note No. 2 : CAPITAL WORK-IN-PROGRESS			
Capital Advances	4,06,49,030	-	-

Note No. 3 : OTHER INTANGIBLE ASSETS

Brand development cost	-	1,00,562	1,00,563
Less : Write off	-	1,00,562	-
	-	-	-
IPO Expenses	51,18,939	-	-
Less : Write off	10,23,788	-	-
	40,95,151	-	-
TOTAL	40,95,151	-	1,00,563

Note No. 4 : FINANCIAL ASSETS

(i) Investments			
6,92,200 Equity Shares of M/s. Global Metal & Energy Pvt. Ltd. Rs.10/- each	69,22,000	69,22,000	69,22,000
(ii) Loans and Advances[Unsecured, considered good]			
Security Deposits	58,91,983	54,90,328	54,90,327
TOTAL	1,28,13,983	1,24,12,328	1,24,12,327

Note No. 5 : DEFERRED TAX ASSETS

Opening Balance	11,38,487	16,89,460	18,32,141
(Less)/Add : (Liability) /Assets for the year	20,32,001	(5,50,973)	(1,42,681)
TOTAL	31,70,488	11,38,487	16,89,460

Note No. 6 : INVENTORIES

Newsprint Paper	TOTAL	1,22,96,933	1,22,12,721	58,30,614
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Note No. 7 : FINANCIAL ASSETS

(i) Trade Receivables[Unsecured, considered good]	3,84,37,995	1,20,45,108	3,31,93,269
(ii) Cash and cash equivalents			
Balances with Banks	2,39,51,718	5,24,46,556	1,97,65,808
FDR	17,22,54,683	-	-
Cash on Hand	7,51,497	63,404	67,775
	19,69,57,898	5,25,09,960	1,98,33,583
(iii) Others			
Prepaid Expenses	3,88,635	58,148	1,41,589
Advance against Expenses	-	10,000	-
Advance to Employees	8,696	5,94,979	4,38,707
Advance to Suppliers	28,89,327	1,74,879	98,303
Balance with revenue authorities	50,86,086	-	-
Advance to Others	1,46,81,169	15,00,000	15,99,875
	2,30,53,913	23,38,006	22,78,474
TOTAL	25,84,49,806	6,68,93,074	5,53,05,326

Note No. 8 : OTHER CURRENT ASSETS

Income-Tax Refundable	-	41,600	7,04,848
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Note No. 9 : EQUITY SHARE CAPITAL

(i) AUTHORISED

5,510,000 Equity Shares of Rs.10/- each (Previous Year 1,250,000 Equity Shares of Rs.10/- each)	5,51,00,000	1,25,00,000	10,00,000
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(ii) ISSUED, SUBSCRIBED & PAID-UP

4,568,000 Equity Shares of Rs.10/- each fully paid up including 2,410,000 bonus shares (Previous year 1,210,000 Equity Shares of Rs.10/- each including 1,200,000 bonus shares)	4,56,80,000	1,21,00,000	1,00,000
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TOTAL	4,56,80,000	1,21,00,000	1,00,000
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Reconciliation of number of shares outstanding at the end of the year :

Equity Shares at the beginning of the year	12,10,000	10,000	10,000
Add: Equity Shares issued during the year including Bonus	33,58,000	12,00,000	-
TOTAL	45,68,000	12,10,000	10,000

Details of Shareholders holding more than 5% of the aggregate shares of the Company :

Name of Shareholders	2018		2017	2016
	No. of shares held	% of share holding	No. of shares held	No. of shares held
Shri Hradayesh Dixit	1209940	26.49%	605000	5000
Shri Shantanu Dixit	1209960	26.49%	605000	5000

Note No. 10 : OTHER EQUITY

Surplus

Balance as per last year	4,68,74,263	2,33,22,112	1,65,52,511
Add: Security Premium	12,02,88,000	-	-
Add : Net Profit for the year	3,07,34,895	2,35,52,151	67,69,601
	19,78,97,158	4,68,74,263	2,33,22,112
Less : Dividend Distributed	22,84,000	-	-
Less: Dividend distribution tax	4,64,969	-	-
Less : Profit capitalized by issuing bonus shares	2,41,00,000	1,20,00,000	-
TOTAL	17,10,48,189	3,48,74,263	2,33,22,112

Note No. 11 : NON-CURRENT FINANCIAL LIABILITIES

Term Loans (Secured)

-From Banks	1,09,90,292	1,06,34,980	85,26,457
-From Finance company	1,87,06,525	1,13,83,720	-
TOTAL	2,96,96,817	2,20,18,700	85,26,457

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Nature of Security and terms of repayment for Long Term Secured Borrowings:		
Sr. no.	Nature of Security	Terms of Repayment
1	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from December, 2013. Last installment due in November, 2018. Rate of Interest 10.50% p.a. as at year end.
2	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from January, 2014 Last installment due in December, 2018 Rate of Interest 10.03% p.a. as at year end.
3	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from October, 2014 Last installment due in September, 2019 Rate of Interest 11.00% p.a. as at year end.
4	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 48 equal monthly installments commencing from June, 2015 Last installment due in May,2019 Rate of Interest 13.51% p.a. as at year end.
5	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded.	Repayable in 60 equal monthly installments commencing from January, 2016 Last installment due in December,2020 Rate of Interest 9.35% p.a. as at year end.
6	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded.	Repayable in 84 equal monthly installments commencing from August 2016 Last installment due in July ,2023 Rate of Interest 10.5% p.a. as at year end.
7	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December,2021 Rate of Interest 9.45% p.a. as at year end.
8	Term loan from Toyota Financial Services India Ltd is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from January, 2017 Last installment due in December,2021 Rate of Interest 9.45% p.a. as at year end.
9	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from August, 2016 Last installment due in July,2021 Rate of Interest 10.00% p.a. as at year end.
10	Term loan from HDFC Bank is secured by first charge and hypothecation of the Car funded	Repayable in 36 equal monthly installments commencing from January, 2018 Last installment due in December,2020 Rate of Interest 10.52% p.a. as at year end.
11	Term loan from Volkswagen Finance is secured by first charge and hypothecation of the Car funded	Repayable in 60 equal monthly installments commencing from April 2018 Last installment due in March ,2023 Rate of Interest 8.71% p.a. as at year end.
12	Term loan from ICICI Bank is secured by first charge and hypothecation of the Car funded	Repayable in 84 equal monthly installments commencing from April, 2018 Last installment due in March,2025 Rate of Interest 9.50% p.a. as at year end.

Note No. 12 : NON-CURRENT PROVISION

Provision for Gratuity	88,06,529	-	-
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Note No. 13 : CURRENT FINANCIAL LIABILITIES

Trade Payables-Creditors for Newsprint paper	7,79,641	94,02,348	14,97,545
Working capital from bank:			
- CC account	2,59,70,328	-	-
- Overdraft account	2,13,97,245	-	-
	4,81,47,214	94,02,348	14,97,545

Note: Working capital from bank are secured by way of hypothecation of inventory, book debts and collateral security of fixed assets besides personal guarantee of promoter directors.

Note No. 14 : OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts	1,28,53,690	63,93,190	43,86,356
Creditors for Capital Goods	2,20,359	1,35,996	-
Creditors for Expenses	1,56,01,011	1,08,23,228	47,86,091
Security Deposits	1,73,91,232	1,09,61,473	1,06,72,600
Circulation Subscription Advance	48,780	-	2,67,254
Other Payables	27,68,475	29,81,588	13,60,148
Advance from Customers	-	-	2,61,82,949
TOTAL	4,88,83,547	3,12,95,475	4,76,55,398

Note No. 15 : CURRENT PROVISIONS

Taxation	1,53,44,756	91,59,867	35,19,471
Employees' Benefit	49,83,185	1,53,05,140	1,15,98,831
Others	1,13,37,587	11,52,793	8,86,683
TOTAL	3,16,65,528	2,56,17,800	1,60,04,985

Note No. 16 : REVENUE FROM OPERATIONS

Circulation Sales	1,70,37,602	1,06,25,509
Advertisement	20,84,87,654	17,97,12,037
Other Operating Revenue	3,58,250	4,86,765
TOTAL	22,58,83,506	19,08,24,311

Note No. 17 : OTHER INCOME

Interest Income on Fixed Deposits	73,70,669	17,37,844
Sundry Balances Written-off	1,25,695	25,133
Miscellaneous Income	9,55,235	1,67,719
TOTAL	84,51,599	19,30,696

Note No. 18 : COST OF MATERIAL CONSUMED

Opening Stock	1,22,12,721	58,30,614
Add: Purchases	4,23,95,867	3,07,81,426
Freight Inward	16,51,528	12,88,339
Clearing, Forwarding, Loading and Unloading Expenses	17,58,783	66,240
	5,80,18,899	3,79,66,619
Less : Closing Stock	1,22,96,933	1,22,12,721
TOTAL	4,57,21,966	2,57,53,898

Note No. 19 : EMPLOYEES' BENEFITS EXPENSES

Salary to Staff	4,36,60,805	4,32,50,338
Bonus to staff	12,90,950	6,31,350
Contribution towards Provident Fund	2,65,462	2,85,661
Contribution towards ESIC	63,613	24,367
Staff Welfare Expenses	4,84,519	11,04,270
Staff Insurance	1,96,738	1,83,368
Staff Incentive	2,77,507	1,10,976
Provision for Gratuity	13,52,394	-
TOTAL	4,75,91,988	4,55,90,330

Note No. 20 : FINANCE COSTS

Interest		
-Term Loans	26,04,638	23,08,702
- Working Capital	42,57,887	-
Other financial charges	2,10,150	1,03,729
Interest on income tax	-	3,34,868
TOTAL	70,72,675	27,47,299

Note No. 21 : OTHER EXPENSES

(i) Operating Expenses:

Newspaper Printing Charges	1,87,07,566	2,13,34,469
Magazine Printing Charges with paper	27,000	1,16,000
Power & Fuel Expenses	18,30,925	18,68,874
Subscription for News Procurement	2,53,952	2,53,616
Bureau Expenses	84,56,584	88,58,725
Media House Rent	22,52,370	23,81,096
Other operating expenses	13,050	-
A	3,15,41,447	3,48,12,780

(ii) Administrative Expenses:

Office Rent	22,63,782	25,04,500
Guest House Rent	-	1,34,000
Godown Rent	2,25,000	2,10,200
Stationery & Printing	3,78,769	3,93,418
Postage & Courier Expenses	1,92,432	2,14,002
Telephone Expenses	10,26,275	12,87,723
Legal & Professional Charges	31,11,462	29,73,607
Tour & Travelling Expenses	13,78,184	12,45,915
Conveyance Expenses	3,90,334	5,48,110
Vehicle Running & Maintenance	3,08,221	1,46,143
Repairs & Maintenance :		
-Building	-	1,12,505
-Others	11,41,366	4,21,085
Web Server Expenses	85,389	59,972
Membership Expenses	2,14,250	4,17,175
Insurance	5,95,654	4,74,443
Festival Expenses	3,63,829	6,15,670
Rates & Taxes	2,500	2,500
Office Expenses	9,94,511	14,51,875
Bank Charges	76,734	-
Loss on sale of Fixed assets	49,960	-
Interest on taxes	3,70,268	81,809
Auditor Remunerations:		
-Audit Fees	2,50,000	20,000
-Tax Audit	1,00,000	-
-Return Filing	50,000	-
Others:		
-Directors' Remuneration	63,00,000	1,02,00,000
-Directors Travelling	4,40,788	-
-Director Expenses	2,22,330	-
	B	
	2,05,32,039	2,35,14,652

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(iii) Selling Expenses:		
Business Promotion Expenses	21,65,088	28,64,657
Transportation	2,36,865	-
Programme & Event Expenses	50,29,196	48,00,638
Selling & Distribution Expenses	84,20,940	23,52,643
Survey Expenses	55,82,000	93,58,128
Advertisement & Publicity	5,11,510	3,90,000
Other selling expenses	82,531	3,48,549
C	2,20,28,130	2,01,14,615
TOTAL (A+B+C)	7,41,01,616	7,84,42,046

Note No. 22 : PRIOR PERIOD ITEMS

Income Tax	1,11,727	-
Interest on Income Tax	13,02,505	-
Provision for Gratuity	74,54,135	-
	88,68,367	-

Note No.23 : TAX EXPENSE

Income Tax	1,46,52,253	1,11,21,252
Deferred Tax (Assets)/Liability	(20,32,001)	5,50,973
	1,26,20,252	1,16,72,225

Detailed calculation of Deferred tax (Assets)/Liability:

Particulars	2018	2017
Difference related to WDV	(20,38,146)	(34,43,238)
	(20,38,146)	(34,43,238)
	27.55%	33.09%
Closing Balance of DTL/(DTA)	(5,61,509)	(11,38,487)
43B disallowances		
Provision for Gratuity	(88,06,529)	-
Provision for Bonus	(6,63,450)	-
	(94,69,979)	-
	27.55%	-
Closing Balance of DTL/(DTA)	(26,08,979)	-
Closing Balance	(31,70,488)	(11,38,487)
Opening Balance of DTL/(DTA)	(11,38,487)	(16,89,460)
(DTA)/DTL during the year	(20,32,001)	5,50,973

MADHYA PRADESH TODAY MEDIA LIMITED

Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011
Website: www.pradeshtoday.com Email Id: cs@preaeshtoday.org, Phone:0755-3095555,3095500
CIN: L22120MP2010PLC024758

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

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MADHYA PRADESH TODAY MEDIA LIMITED

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Form No. MGT - 11
PROXY FORM

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

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

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

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

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

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

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

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

Resolution No.	Description	For	Against
	Ordinary Businesses		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.		
2.	To confirm the payment of Interim Dividend for the financial year 2017-18.		
3.	To consider appointment of a Director in place of Mr. Kaustubh Dixit (DIN: 07219025) who retires by rotation and being eligible, offers himself for reappointment.		
4.	Appointment of M/s. P.K. SHISHODIYA & CO., Chartered Accountants, (Firms Registration No.003233C), as a Statutory Auditor of the Company.		
	Special Business		
1.	Revision in Remuneration payable to Mr. Hridayesh Kumar Dixit [DIN: 03146320], Managing Director of the Company.		

Signed this day of2018

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MADHYA PRADESH TODAY MEDIA LIMITED

Affix a Re. 1/-
Revenue Stamp

.....
Signature of Shareholder

.....

.....

.....

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy
holder

* Please against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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MADHYA PRADESH TODAY MEDIA LIMITED

MADHYA PRADESH TODAY MEDIA LIMITED

Registered office: Plot No.5, Press Complex, Zone - I, M. P. Nagar, Bhopal - 462 011
Website: www.pradeshtoday.com Email Id: cs@preaeshtoday.org,
Phone: 0755-30955555, 3095500
CIN: L22120MP2010PLC024758

ATTENDANCE SLIP
Annual General Meeting

ATTENDANCE SLIP
(To be presented at the entrance)

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

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday the September 29, 2018 at 2.00 P.M. at the registered office of the Company situated at Plot No. 5, Press Complex, Zone-I, M.P. Nagar, Bhopal-462 011, Madhya Pradesh, India

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

Signature of the Member/Proxy

FORM NO SH-13
Nomination Form

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

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

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

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

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

PARTICULARS OF NOMINEE/S -

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

IN CASE NOMINEE IS A MINOR -

Date of Birth _____
Date of attaining majority _____
Name of guardian _____
Address of guardian _____

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

Form No. SH-14

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

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

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

Or

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

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

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

PARTICULARS OF NOMINEE/S

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

IN CASE NOMINEE IS A MINOR -

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

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

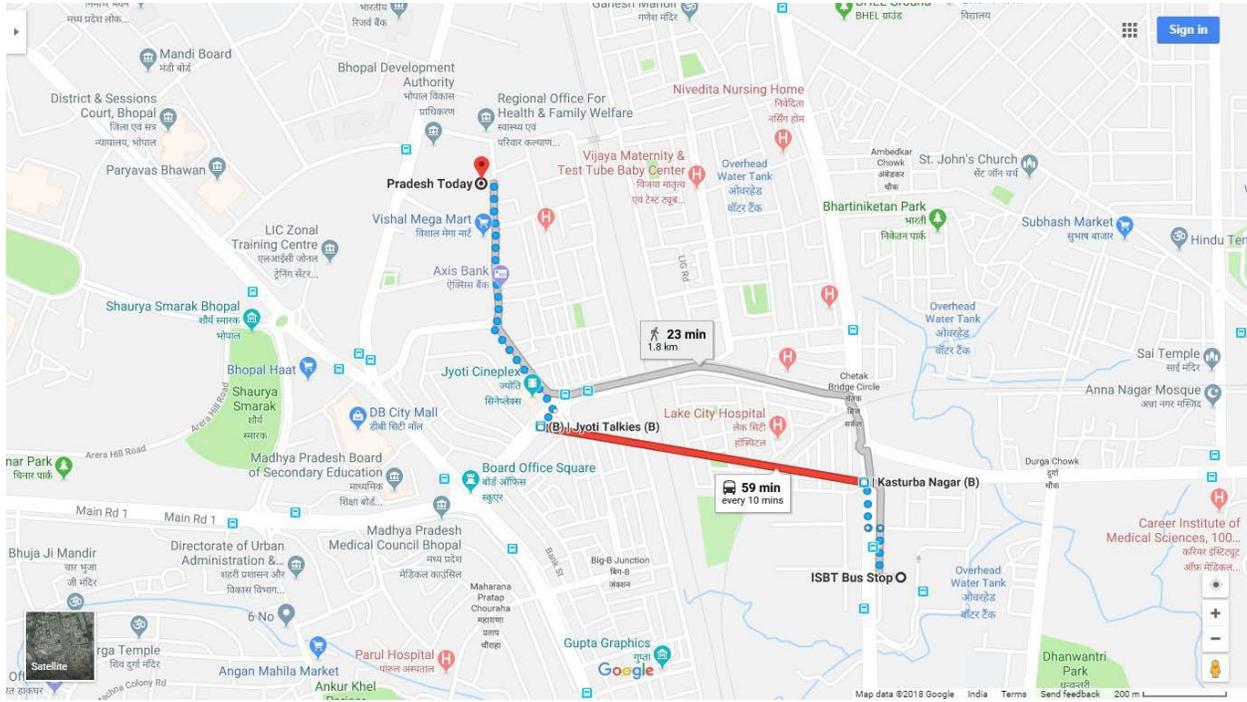
1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.

2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s_ Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059 Tel: (022) - 40430200 / 62638200 Email: info@bigshareonline.com

The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)

7. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
8. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
9. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.

ROUTE MAP



प्रदेश दुडे

7 राज्य 22 संस्करण

