

08th September, 2022

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 (Listing Obligations and Disclosure Requirements) Regulation, 2015

Ref: Symbol : MPTODAY
Series : SME

Dear Sir,

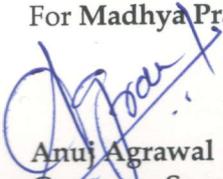
This is to inform you that an Annual General Meeting ("AGM") of Members of Madhya Pradesh Today Media Limited will be held on Friday, 30th September, 2022 at 02:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are submitted herewith 12th Annual Report of the Company for the financial year 2021-22. The Annual report of the Company is also uploaded on company's website i.e. www.pradeshtoday.com/Investors/Annual_report.aspx

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

Thanking You,
Yours Faithfully,

For Madhya Pradesh Today Media Limited


Anuj Agrawal
Company Secretary & Compliance Officer
cs@pradeshtoday.org



MADHYA PRADESH TODAY MEDIA LIMITED

Registered Office: Plot No. 5, Press Complex, Zone - I, M.P. Nagar, Bhopal-462011
Website: www.pradeshtoday.com Email id: cs@pradeshtoday.org Phone 0755-7185600
CIN: L22120MP2010PLC024758

Madhya Pradesh Today Media Ltd.

CORPORATE OFFICE : Plot No.-5, Press Complex Zone-1 MP Nagar, Bhopal-11 Ph. 0755-7185600 **INDORE** : Balarao Engle Parisar, MTH Compound, Indore Press Club, MG Road, Indore Ph.:0731-4987731 **JABALPUR** : Block No.-7, Second Floor, JDA Building, Civic Center, Jabalpur Ph. 0761-4002555 **GWALIOR** : Sada Bhawan, City Centre Gwalior (MP) Ph. 0751-4031700 **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 LTD.

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INTRODUCTION



MADHYA PRADESH TODAY MEDIA LTD.

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

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

Pradesh Today is the First Evening Daily Newspaper of the Madhya Pradesh State which is providing all its 12 pages colored and that too in an international size form of newspaper. It also introduced Morning Daily newspaper in the State of Madhya Pradesh; this is the only newspaper having both morning & evening editions simultaneously. We are planning to enter our newspaper in other States of India in the coming years.

The strength of the group is its long-time working experienced team. Major key persons of the departments are leading an experience of more than two to three decades in media industry.

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

FOUNDATION OF PRADESH TODAY

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

MOVING TO THE FUTURE

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

Madhya Pradesh Today Media Ltd. meets this challenge with a determination to bond with clients, readers, and Subscribers even closer to the organization. It continues to be the Pradesh Today's primary purpose for the development of the state and helping the people to face the challenges of tomorrow. At the same time the Pradesh Today will continue to improvise over its entire product range so that its latest products will always be ready to face the competition.

OUR BUSINESS STRATEGIES

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

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

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

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

OUR VISION

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

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

MISSION

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

COMPANY'S MISSION STATEMENT

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

**MADHYA PRADESH TODAY MEDIA LIMITED
CORPORATE INFORMATION**

Board of Directors		
Name of Directors'	DIN	Designation
Mr. Hradayesh Kumar Dixit	03146320	Chairman cum Managing Director
Mr. Shantanu Dixit	03146408	Whole Time Director & CFO
Mr. Kaustubh Dixit	07219025	Non-Executive Director
Mr. Nitin Maheshwari	07860370	Non-Executive Independent Director
Mrs. Ruchi Sogani* (Upto May 31, 2022)	02805170	Non-Executive Independent Director
Mrs. Gunjan Kaur Duggal* (w.e.f. July 02, 2022)	08151517	Additional Non-Executive Independent Director

Chief Financial Officer
Mr. Shantanu Dixit

Company Secretary & Compliance Officer
Mr. Anuj Agrawal (Membership No.: A38980)

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

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

Audit Committee		
Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Chairman	Independent Director
Mrs. Ruchi Sogani* (Upto May 31, 2022)	Member	Independent Director
Mrs. Gunjan Kaur Duggal* (w.e.f. July 02, 2022)	Member	Additional Non-Executive Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Nomination and Remuneration Committee		
Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Chairman	Independent Director
Mrs. Ruchi Sogani* (Upto May 31, 2022)	Member	Independent Director
Mrs. Gunjan Kaur Duggal* (w.e.f. July 02, 2022)	Member	Additional Non-Executive Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Stakeholder Relationship Committee		
Name of the Directors	Status in Committee	Nature of Directorship
Mr. Nitin Maheshwari	Member	Independent Director
Mrs. Ruchi Sogani* (Upto May 31, 2022)	Member	Independent Director
Mrs. Gunjan Kaur Duggal* (w.e.f. July 02, 2022)	Member	Additional Non-Executive Independent Director
Mr. Kaustubh Dixit	Member	Non-Executive Director

Mr. Anuj Agrawal, Company Secretary (ACS 38980) and Compliance Officer, are the secretaries of all the Committees constituted by the Board.

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

Bankers & Financial Institutions
ICICI Bank Limited
IDBI Bank Limited
State Bank of India
HDFC Bank Limited
Punjab National Bank
Bank of Maharashtra
Toyota Financial Services India Ltd
Volkswagen Finance Pvt. Ltd
Kotak Mahindra Prime Bank

Registered Transfer Agent
Bigshare Services Pvt. Ltd CIN: U99999MH1994PTC076534 Bharat Tin Works Building, 1 st 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: Friday, 30 th September, 2022 Time: 02:00 PM Venue: Plot No. 5, Press Complex, Zone - I, M.P. Nagar Bhopal - 462011, MP

Date of Book Closure
Saturday the 24 th September, 2022 to Thursday, 30 th September, 2022 (Both days inclusive)

LETTER FROM CHAIRMAN

“Newspapers should be read for the study of facts. They should not be allowed to kill the habit of independent thinking.”

Mahatma Gandhi

Dear Fellow Shareowners,

We completed 12 Years and I must acknowledge that we have come a long way and we appreciate everyone’s efforts. We have grown our business, expanded our readership base, and sustained our position as a credible and influential media company.



Hradayesh Kumar Dixit
Chairman and Managing Director

I am pleased to share our financials with our esteemed members of the company; In FY 2021-22, our total revenue amounted to Rs. 2022.21 Lakhs as against Rs. 1979.08 Lakhs in the previous year. The Operating Profit before Taxation (PBT) amounted to Rs. 421.35 Lakhs as against Rs. 424.48 Lakhs in previous year. Total Income/Profit after Tax (PAT) amounted to Rs. 300.79 Lakhs as against Rs. 306.41 Lakhs in previous year.

Our advertising revenues increased by 0.14 % to 1533.48 Lakhs in FY 2021-22 against 1531.18 Lakhs in the previous year. Our circulation revenue increased by 34.56% to 470.39 Lakhs during FY 2021-22, compared to 349.55 Lakhs in FY 2020-21.

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

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

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

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

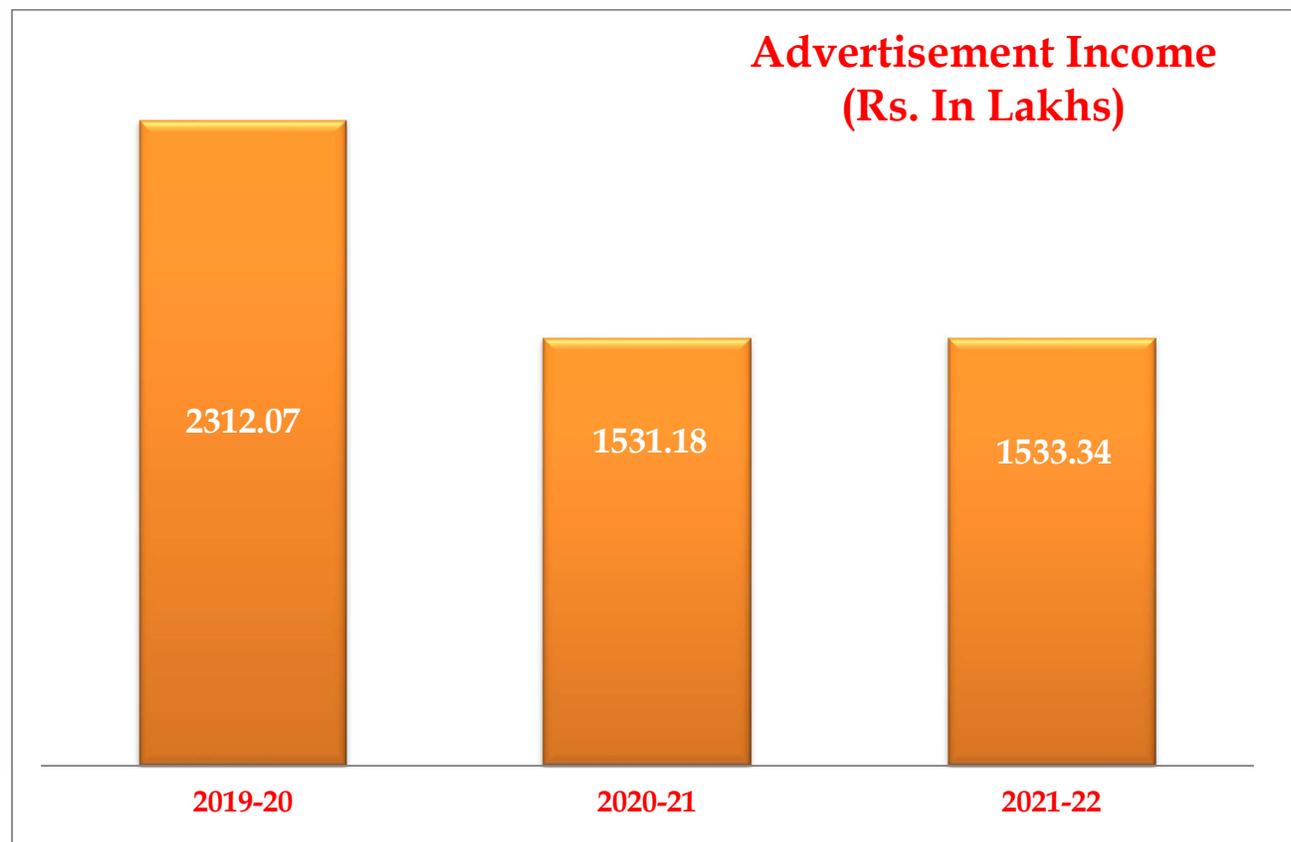
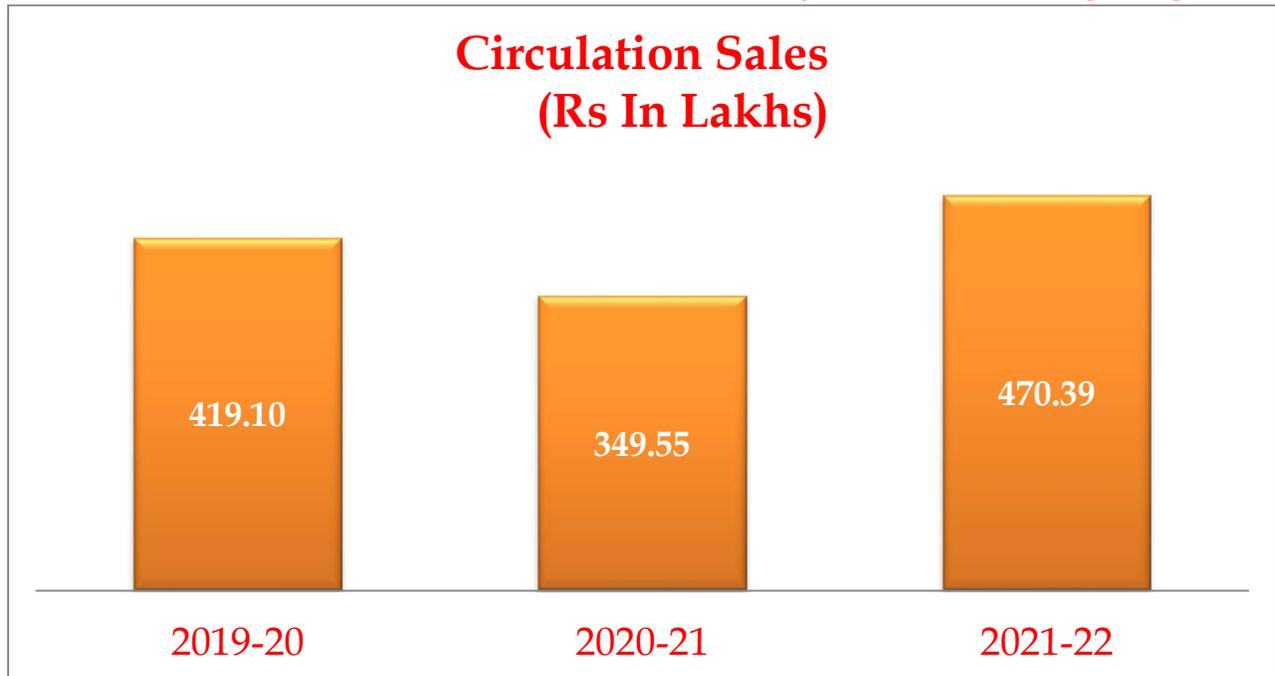
At a time when Fake News is threatening the very fundamentals of our society, we provide a credible, reliable, and familiar alternative. At the same time, providing greater returns to our advertisers will be a key aspect for future growth.

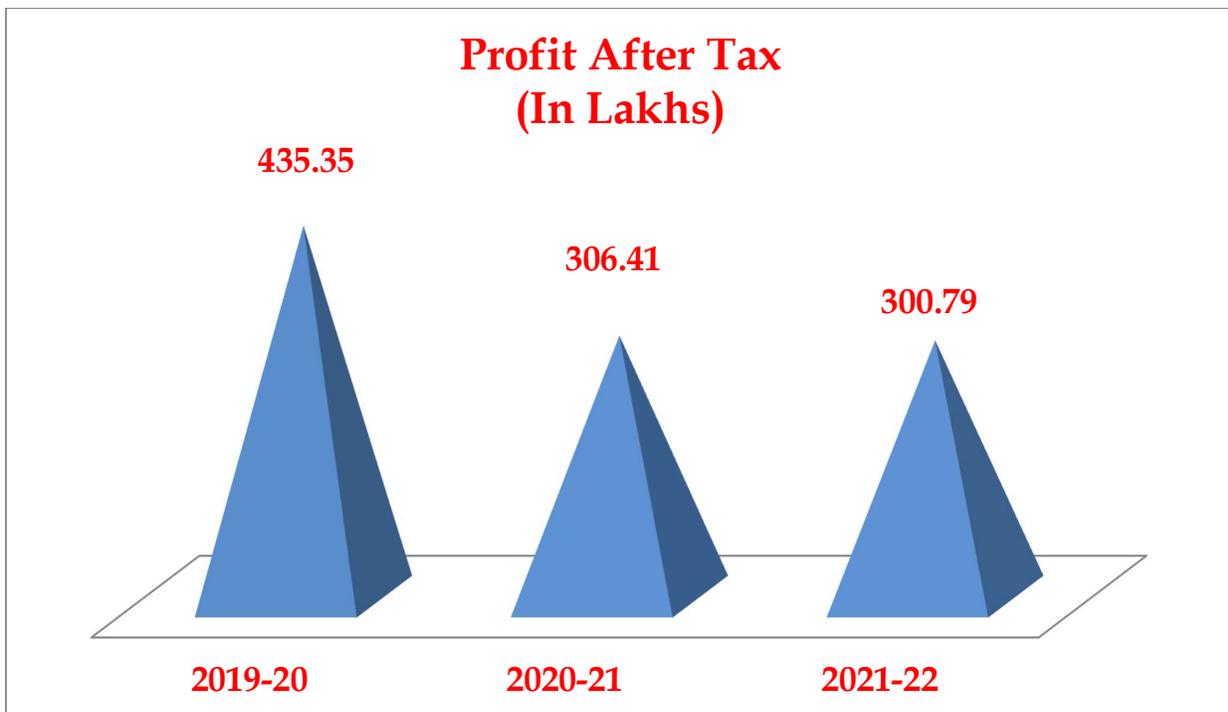
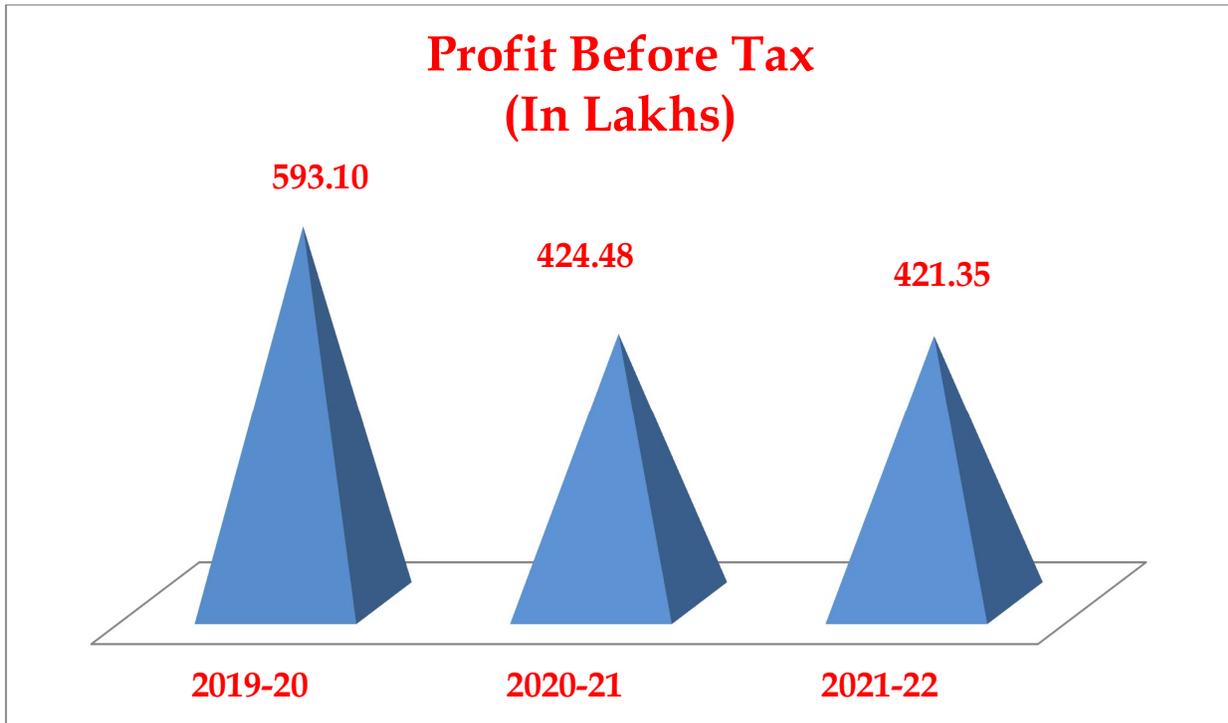
I would like to convey my sincere appreciation to the Board of Directors for their guidance. I would also like to express my heartiest gratitude to all our stakeholders for their enduring faith in Pradesh Today. I would like to take this opportunity to thank them for their trust and faith in us. We look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

With best wishes,
Sincerely,

Hridayesh Kumar Dixit
Chairman and Managing Director

Performance Highlights





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 12th Annual General Meeting of Madhya Pradesh Today Media Limited will be held on Friday the September 30, 2022 at 02:00 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Kaustubh Dixit [DIN: 07219025] , as a Whole Time Director who retires by rotation and being eligible, offers himself for reappointment.

Special Business:

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

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

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 203 & Schedule V and any other applicable provisions, if any, of the Companies Act, 2013(including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members at the Annual General Meeting of the Company, be and is hereby accorded for the re-appointment of Mr. Hradayesh Kumar Dixit (DIN:03146320), Director of the Company whose office is not liable to determine by retirement by rotation , for a period of 3 (Three) years w.e.f. 05th Day of July, 2022 and payment of remuneration not exceeding of Rs. 2,50,000/- per month, inclusive of all perquisites linked incentives and other facilities as may be agreed to by the Board of Directors of the Company.

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

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

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

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

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

RE-APPOINTMENT OF MR. NITIN MAHESHWARI (DIN: 07860370) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nitin Maheshwari (DIN: 07860370), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from June 24, 2022 till June 23, 2027 be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Nitin Maheshwari (DIN: 07860370), shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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

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

APPOINTMENT OF MRS. GUNJAN KAUR DUGGAL (DIN: 08151517) AS INDEPENDENT DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies

(Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mrs. Gunjan Kaur Duggal (DIN: 08151517)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. July 02, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company and who would not be liable to retire by rotation, to hold office for a period of five years with effect from July 02, 2022 till July 01, 2027 be and is hereby approved .”

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Gunjan Kaur Duggal (DIN: 08151517) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Anuj Agarwal
Company Secretary
(Membership No. A38980)**

**Place: Bhopal
Date: September 06, 2022**

**Registered Office:
MADHYA PRADESH TODAY MEDIA LIMITED
CIN: L22120MP2010PLC024758
Plot No.5, Press Complex, Zone - I, M. P. Nagar,
Bhopal - 462 011
Tel: 0755-7185600
cs@pradeshtoday.org
www.pradeshtoday.com**

NOTES:

1. The ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies (Amendment) Act, 2017, the same is omitted w.e.f. 7th May, 2018.
2. The Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022* (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022* (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 12th AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

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

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.pradeshtoday.com/investors/investors.aspx> The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to hs@hspnassociates.in with copies marked to the Company at cs@pradeshtoday.org and to its RTA at info@bigshareonline.com.
9. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 24th September, 2022 to Friday 30th September, 2022 (both days inclusive) Books for the purpose of 12th Annual General Meeting of Madhya Pradesh Today Media Limited.
10. Since the 12th AGM will be held through VC/OAVM, the route map is not annexed.
11. 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.**
12. In case of joint holders attending the 12th AGM, only such joint holder who is higher in the order of names will be entitled to vote.

13. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 12thAGM.
14. A member holding shares either in physical or dematerialized form, as on cut-off date, i.e., as on Friday September 23, 2022, may cast their votes electronically. The e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Friday September 23, 2022. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
15. 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 2021-2022 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.
16. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e Friday the September 23, 2022, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. Friday the September 23, 2022, may follow steps mentioned in the Notice under "Instructions for e-voting"
17. 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.
18. Members seeking any information/ desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at cs@pradeshtoday.org at least 7 days before the Meeting. The same will be replied by the Company suitably.

19. Members, who hold shares in:
- Multiple De-mat accounts and/ or
 - One or more folios in physical form are advised to consolidate their holdings in single Demat account.
20. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
21. 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.
22. 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.
23. 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.
24. Shri Hemant Shetye Partner of M/s. HSPN Associates, Company Secretaries, C.P. No.2827.; Practicing Company Secretary [Membership No. FCS: 1483], has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

- The voting period begins on Tuesday, September 27th, 2022 at IST 9.00 a.m. and ends on Thursday, September 29th, 2022 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form i.e. Friday, 23rd September, 2022 as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

4. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
5. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
6. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) User who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.

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

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

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

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

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. 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 27th, 2022 at IST 9.00 a.m. and ends on Thursday, September 29th, 2022 at IST 5.00 p.m.
- 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 Shareholders holding shares in Demat Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

viii) After entering these details appropriately, click on “SUBMIT” tab.

ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

x) 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.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) 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):
- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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

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

- Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.

6. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@pradeshtoday.org up to Thursday the 29th September, 2022 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
10. Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Anuj Agarwal
Company Secretary
(Membership No. A38980)**

Place: Bhopal

Date: September 06, 2022

Registered Office:

MADHYA PRADESH TODAY MEDIA LIMITED

CIN: L22120MP2010PLC024758

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

Bhopal - 462 011

Tel: 0755-7185600

cs@pradeshtoday.org

www.pradeshtoday.com

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

Item No. 3

Mr. Hradayesh Kumar Dixit was appointed as the Managing Director of the Company for a period of five years effective from July 05, 2017 till July 04, 2022, and the said re-appointment was approved by the Shareholders at the Annual General Meeting held on July 28, 2017.

Considering the significant contribution made by Mr. Hradayesh Kumar Dixit towards the growth of the Company during last five years, the Board of Directors of the Company at its meeting held on July 02, 2021 has, subject to the approval of the Shareholders and re-appointed Mr. Hradayesh Kumar Dixit as Managing Director of the Company for term of 3 (Three) years with effect from July 5, 2022 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

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

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

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

Mr. Hradayesh Kumar Dixit is not related to any Director or Key Managerial Personnel of the Company. Save and except Mr. Shantanu Dixit, Whole Time Director and Mr. Kaustubh Dixit, Non-Executive Director of the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

Shareholders' approval is hereby sought for the reappointment and remuneration payable to Mr. Hradayesh Kumar Dixit as Managing Director of the Company for a period of 3 (Three) years effective from July 5, 2022. The Board recommends the Resolution as set out under business item no. 3 in the notice of this meeting for approval of the Members by means of a Special Resolution.

I. General Information

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

d. Financial performance based on given indicators.

Particulars	2019-2020	2020-2021	2021-2022
Gross Income	27,96,54,610	19,79,08,750	20,22,21,755
Profit before Tax	5,90,09,598	4,24,26,828	4,16,97,712
Profit after Tax	4,35,35,077	3,06,41,234	3,00,79,423
Net worth	30,36,87,183	33,43,28,417	36,44,07,841

- e. Foreign investments or collaborations, if any.

II. Information about the appointee:

S. No.	Particulars	
a)	Background Details	Mr. Hradayesh Kumar Dixit was Managing Director of the Company.
b)	Past Remuneration	Rs. 2,50,000 P.M.
c)	Recognition or Awards	N.A.
d)	Job profile and his suitability	His current term of appointment as a Managing Director of the Company was expired on 05th July 2022. Considering his knowledge of various aspects

		relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Hradayesh Kumar Dixit should be available to the Company.
e)	Remuneration proposed.	As mentioned above
f)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position & person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Hradayesh Kumar Dixit has vast experience in Management. Mr. Dixit has rich experience of handling various areas of business and is well known in Media industry. Mr. Dixit has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
g)	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any.	Mr. Hradayesh Kumar Dixit has a relationship with the Company as Managing Director. Also Mr. Dixit is holding 12,09,940 consisting of 26.49% shares of the Company. Mr. Shantanu Dixit, Whole Time Director and Mr. Kaustubh Dixit, Non-Executive Director of the Company both are sons of Mr. Dixit.

III. Other information

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

Item No. 4.

The Board of Directors at its meeting held on June 24, 2017 had appointed Mr. Nitin Maheshwari as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Extra-Ordinary General Meeting held on June 30, 2017 appointed Mr. Nitin Maheshwari as an Independent Director to hold office for a term of 5 years with effect from June 24, 2017 till June 23, 2022. and he is eligible for reappointment for the second term of 5 years that is from June 24, 2022 till June 23, 2022.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on June 24, 2022, recommended the reappointment of Mr. Nitin Maheshwari, for the term of second term five years i.e. from June 24, 2022 till June 23, 2022, subject to the approval of the Members.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company. The Company has received the consent from Mr. Nitin Maheshwari to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and also in compliance with the 'fit and proper' criteria prescribed thereon.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Nitin Maheshwari during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on May 30, 2022 has considered, approved and recommended the re-appointment of Mr. Nitin Maheshwari as an Independent Directors for a second term of five years with effect from June 23, 2022, to the Board of Directors for their approval.

The Board of Directors at its meeting held on May 30, 2022 has approved the proposal for reappointment of Mr. Nitin Maheshwari as an Independent Director for a second term of five consecutive years with effect from June 23, 2022.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Nitin Maheshwari the Shareholders are requested to approve the re-appointment of

Mr. Nitin Maheshwari as an Independent Directors for a second term of five consecutive years with effect from June 23, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice. Except Mr. Nitin Maheshwari, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.pradeshtoday.com/> compliances-and- filings and is available for inspection.

Item no. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 02, 2022 , appointed Mrs. Gunjan Kaur Duggal (DIN: 08151517) as an Additional Director of the Company and also as an Independent Director who would not be liable to retire by rotation, for a term of five years, i.e., from July 2, 2022 upto July 01, 2027 (both days inclusive), subject to approval by the Members. Accordingly Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Gunjan Kaur Duggal (DIN: 08151517) shall hold office up to the date of this AGM and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Gunjan Kaur Duggal (DIN: 08151517) are provided as Annexure to this Notice. Mrs. Gunjan Kaur Duggal (DIN: 08151517) has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a director.

In the opinion of the Board, Mrs. Gunjan Kaur Duggal (DIN: 08151517) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Gunjan Kaur Duggal (DIN: 08151517) on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Gunjan Kaur Duggal (DIN: 08151517) as an Independent Director as proposed in the Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except for Mrs. Gunjan Kaur Duggal (DIN: 08151517) and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.pradeshtoday.com/> compliances-and- filings and is available for inspection.

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

Details of Directors seeking Appointment/Re-appointment at the 12th Annual General Meeting

Name of Director	Kaustubh Dixit	Mr. Hradayesh Kumar	Mr. Nitin Maheshwari,	Mrs. Gunjan Kaur Duggal
Director Identification Number (DIN)	07219025	03146320	07860370	08151517
Designation/ category of the Director	Non- Executive Director	Chairman cum Managing Director	Non-Executive Independent Director	Additional Non-Executive Independent Director
Age	27 Years	54 Years	50 Years	30 Years
Date of the first appointment on the Board	28-07-2017	18-11-2010	24-06-2017	02-07-2022
Qualifications	BMBS	Master's degree in Journalism	M.Com	C.S.
Brief Profile, Experience, and Expertise in specific functional areas	He is the Non-Executive Director of the Madhya Pradesh Today Media Limited. He has completed BMBS from Daly College Business School (DMU, Leicester) in the year 2016. He is currently advising to the board an independent view on the running of our business, governance and	He is the Co-Founder of Madhya Pradesh Today Media Limited (Pradesh Today Media Group). He is Presently Chairman & Managing Director of Pradesh Today Media Group. He holds Master's degree in Journalism from Makhanlal University, Bhopal. He has been on the Board of Company since inception. He has more than 20 years of experience in the publishing and	Mr. Nitin Maheshwari, is a Master of Commerce from DAVV University, Indore. He is also handling Vydehi Group of Institutes. He has more than two decades of experience in the publishing and newspaper business. He is a Social Worker of Maheshwari	Mrs. Gunjan Kaur Duggal is qualified company secretary, member of the institute of Company secretary of India. She has a work experience of 3 Years in the field of Corporate Law and Allied Laws.

	boardroom best practice	newspaper business. Under his guidance Pradesh Today Media Group publishes Hindi Daily Evening Newspaper called Pradesh Today in over 52 districts, in Madhya Pradesh with a largest circulation daily. Pradesh Today is Madhya Pradesh's biggest evening newspaper. Under his dynamic leadership with clear future vision, the company has progressed to make Pradesh Today one of largest read newspaper of the Madhya Pradesh	Society and conducted various events/programs for the same. He is operating various NGO's for education of general public.	
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	N.A.	N.A.	N.A.	N.A.
Name of listed entities from which the person has resigned in the past three years	N.A.	N.A.	N.A.	N.A.
Committee Membership, if any , with position	N.A.	N.A.	N.A.	N.A.
Shareholding in the Company including shareholding as a beneficial owner	20 Equity Shares (0.00%)	1209940 Equity Shares (26.49%)	N.A.	N.A.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 12th Annual Report of the Company along with financial statement for the financial year ended 31st March, 2022. Further, in compliance with Companies Act, 2013 the Company has made all requisite disclosures in the Board Report with Objective of accountability and transparency in its operations and to make you aware about its performance and future prospective.

1. FINANCIAL RESULTS:

The financial performance of the Company for the financial Year ended 31st March, 2022 is summarized below:

(Amount In Lakhs)

<i>Particulars</i>	<i>2021-22</i>	<i>2020-21</i>
<i>Revenue from operation</i>	2003.74	1880.73
<i>Other Income</i>	18.47	98.34
<i>Total Revenue</i>	2022.21	1979.08
<i>Depreciation & amortization expenses</i>	106.46	112.52
<i>Net Profit Before Exceptional Items & Tax</i>	421.35	424.48
<i>Net Profit Before Tax</i>	416.97	424.26
<i>Tax Expenses:</i>		
<i>Current Tax</i>	113.72	93.48
<i>Deferred Tax</i>	2.46	31.46
<i>Net Profit After Tax</i>	300.79	306.41
<i>Profit for the period from continued operations</i>	300.79	306.41
<i>Earning Per Shares (EPS):</i>		
<i>Basic</i>	6.58	6.71
<i>Diluted</i>	6.58	6.71

2. BUSINESS PERFORMANCE/STATE OF COMPANY AFFAIRS

The sales and other income for the year ended 31st March, 2022 were **Rs. 2022.21 Lakhs** as against **Rs. 1979.08 Lakhs** in the previous year. The Operating Profit before Taxation (PBT) amounted to **Rs.416.97 Lakhs** as against **Rs. 424.26 Lakhs** in previous year. Total Income/Profit after Tax (PAT) amounted to **Rs. 300.79 Lakhs** as against **Rs. 306.41 Lakhs** in previous year.

3. SHARE CAPITAL:

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

4. DIVIDEND:

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

5. TRANSFER TO GENERAL RESERVE:

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

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

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

7. SUBSIDIARIES:

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

8. SIGNIFICANT AND MATERIAL ORDERS:

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

9. LISTING ON STOCK EXCHANGES

Listing on stock exchanges The Company’s shares are listed on the National Stock Exchange of India Limited.

10. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company’s website <https://www.pradeshtoday.com/>

11. REPORTING OF FRAUDS BY AUDITOR:

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

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

During the financial year, the Board had met 6 (Six) times on April 01, 2021, June 22, 2021, August 05, 2021, September 6, 2021, November 12, 2021 , February 15, 2022. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

13. SECRETARIAL STANDARDS OF ICSI:

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

14. DIRECTORS RESPONSIBILITY STATEMENT:

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

- i. That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.
- v. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

15. DECLARATION OF INDEPENDENT DIRECTORS:

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

A separate meeting of Independent Directors was held on March 02, 2021 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

16. COMMITTEES OF THE BOARD

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

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

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

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

'AUDIT COMMITTEE'

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

During the year under review, Audit Committee met 2 (Two) times viz on June 22, 2021 and November 12, 2021.

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

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

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

Vigil Mechanism:

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

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

The Whistle Blower Policy of the Company is available on the website of the Company www.pradeshtoday.com

‘NOMINATION AND REMUNERATION COMMITTEE’

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

During the year under review, there were no Nomination and Remuneration Committee was held. The composition of the Committee and the details of meetings attended by its members are given below:

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

Nomination and Remuneration Policy:

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

'STAKEHOLDERS RELATIONSHIP COMMITTEE'

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

During the year under review, Stakeholder's Grievance & Relationship Committee met 4 (Four) times viz on June 22 2021, 05 August,2021, November 12, 2021 and February 15, 2022.

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

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

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2022.

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

The auditor's report for the financial year 2022 does not contain any qualifications, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

Observation of Secretarial Auditor:

*. The Company has not maintained Structural Digital Data Base as per SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2018/85.

Board's Reply: The Company is in process of implementing the same.

18. STATUTORY AUDITOR:

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

19. INTERNAL AUDITOR:

The Company has appointed M/s. Tanishq Tharani & Co., Chartered Accountants, Indore as Internal Auditor of the Company for the financial year 2022 -23.

20. 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.

21. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Listing Regulations, the Company has appointed M/s. HSPN & Associates, LLP, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2022-2023.

The Secretarial Audit Report (MR-3) signed by Mr. Hemant Shetye (FCS:2827), Partner, HSPN & Associates, LLP, Company Secretaries for the year ended on 31st March, 2022 is self-explanatory and is annexed herewith as “Annexure B”.

22. 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).

23. 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).

24. 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.

25. COST RECORDS AND COST AUDIT

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

26. 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.

27. STOCK CODES/SYMBOL:

1. NSE : MPTODAY

Listing fees as applicable have been paid for the financial year 2022-2023.

28. 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 conversation equipment's :N.A.**

(B) Technology absorption:

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

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

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

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

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

29. 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.

The Board of Directors at their meeting held on July 02, 2022 subject to approval of shareholders, approved the re-appointment of Mr. Hradayesh Kumar Dixit as the Managing Director of the Company for a further period of five years from July 05, 2022.

Mr. Nitin Maheshwari, was appointed as an Independent Director at the Extra Ordinary General Meeting held on June 30, 2017 for a period of 5 years with effect from June 24, 2017 till June 23, 2022. Based on the recommendation of the NRC, his re-appointment for a second term of 5 years is proposed at the ensuing 12th AGM for the approval of the Members by way of special resolution.

Mrs. Gunjan Kaur Duggal (DIN: 08151517), was appointed as an Additional Director under the category of Non-Executive, Independent Director with effect from July 02, 2022, subject to the approval of shareholders. Mrs. Gunjan Kaur Duggal holds office as an Additional Director, till the conclusion of the ensuing 12th Annual General Meeting ("12th AGM").

A notice under Section 160 of the Act, has been received from a member nominating the candidature of Mrs. Gunjan Kaur Duggal for appointment as Non-Executive, Independent Director of the Company. The Nomination and Remuneration Committee (“NRC”) and the Board have considered and recommended to the Members for the appointment of Mrs. Gunjan Kaur Duggal as Non-Executive, Independent Director and a resolution seeking Shareholders’ approval for his appointment forms part of the Notice of the ensuing 12th AGM.

30. KEY MANAGERIAL PERSONNEL:

As on March 31, 2022, the following were Key Managerial Personnel (“KMP”) of the Company as per Sections 2(51) and 203 of the Act:

- a. Mr. Hradayesh Kumar Dixit, Chairman cum Managing Director
- b. Mr. Shantanu Dixit, Whole Time Director & CFO.
- c. Mr. Anuj Agrawal, Company Secretary.

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

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

33. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

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

34. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

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

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

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

35. RISK MANAGEMENT POLICY:

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

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

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

36. OTHER DISCLOSURES

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year 2021-2022.

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

37. RATING:

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

38. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

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

39. POLICIES

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

40. CORPORATE SOCIAL RESPONSIBILITY:

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

41. PERFORMANCE EVALUATION OF THE BOARD:

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

42. FAMILIARISATION PROGRAMME FOR DIRECTORS:

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

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

The policy on Company's familiarization program for Independent Directors is posted on Company's website at www.prdeshtoday.com

43. CAUTIONARY STATEMENT

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

44. ACKNOWLEDGEMENTS:

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

On Behalf of Board of Directors

Hradayesh Kumar Dixit
Managing Director
DIN: 03146320

Shantanu Dixit
WTD & CFO
DIN: 03146408

Place: Bhopal

Date: 06th, September, 2022

Annexure-A
FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
 As on the financial year ended 31.03.2022
 [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
01	Sale of newspapers	58131	23.47%
02	Advertisement revenue	58131	76.52%

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. 01.04.2021				No. of Shares held at the end of the year i.e.31-03-2022				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	2439900	0	2439900	53.41%	2439900	0	2439900	53.41	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	100	0	100	0	100	0	100	0	0
Sub-Total (A)(1)									
2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2440000	0	2440000	53.42%	2440000	0	2440000	53.42%	0
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.	420000	0	420000	9.19%	410000	0	410000	8.98%	(0.22)
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. 01.04.2021				No. of Shares held at the end of the year i.e.31-03-2022				% 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	725679	0	725679	15.89%	624000	0	624000	13.66%	(2.23)
ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	824000	0	824000	18.04%	978000	0	978000	21.41%	3.37
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Member	12321	0	12321	0.27%	0	0	0	0	(0.27)
Non-Resident Indians	6000	0	6000	0.13%	16000	0	16000	0.35%	0.22
Hindu Undivided Family	140000	0	140000	3.06%	100000	0	100000	2.19%	(0.88)
Total Public Shareholding (B) (B)(1) + (B)(2)	2128000	0	2128000	46.58%	2128000	0	2128000	46.58%	0.00
(C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4568000	0	4568000	100.00	4568000	0	4568000	100.00	0

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01-04-2021			Shareholding at the end of the year i.e. 31-03-2022			% 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	Hridayesh Kumar Dixit	1209940	26.4873%	0.00	1209940	26.4873%	0.00	0.00
2	Shantanu Dixit	1229960	26.9256%	0.00	1229960	26.9256%	0.00	0.00
3	Avadhesh Dixit	20	0	0.00	20	0	0.00	0.00
4	Surekha Dixit	20	0	0.00	20	0	0.00	0.00
5	Pratiksha Dixit	20	0	0.00	20	0	0.00	0.00
6	Aastha Dixit	20	0	0.00	20	0	0.00	0.00
7	Kaustubh Dixit	20	0	0.00	20	0	0.00	0.00
	Total	2440000	53.42%	0.00	2440000	53.42%	0.00	0.00%

(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 (01.04.2021 to 31.03.2022)	
	No. of Shares at the beginning (01.04.2021)/ end of the year (31.03.2022)	% of total Shares of the Company				No. of Shares	% of total shares of the Company
Hradayesh Kumar Dixit	1209940	26.49%	01.04.2021	-	-	1209940	26.49%
Closing Balance	1209940	26.49%	31.03.2022	-	-	1209940	26.49%
Shantanu Dixit	1229960	26.93%	01.04.2021	-	-	1229960	26.93%
Closing Balance	1229960	26.93%	31.03.2022	-	-	1229960	26.93%
Avadhesh Dixit	20	0.00	01.04.2021	-	-	20	0.00
Closing Balance	20	0.00	31.03.2022	-	-	20	0.00
Surekha Dixit	20	0.00	01.04.2021	-	-	20	0.00
Closing Balance	20	0.00	31.03.2022	-	-	20	0.00
Pratiksha Dixit	20	0.00	01.04.2021	-	-	20	0.00
Closing Balance	20	0.00	31.03.2022	-	-	20	0.00
Aastha Dixit	20	0.00	01.04.2021	-	-	20	0.00
Closing Balance	20	0.00	31.03.2022	-	-	20	0.00
Kaustubh Dixit	20	0.00	01.04.2021	-	-	20	0.00
Closing Balance	20	0.00	31.03.2022	-	-	20	0.00

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

Sr. No.	Name	No. of Shares at the Beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during the year	
						Number of Shares	% of total shares of the Company
01	Comfort Capital Private Limited	132000	31-Mar-2021	0		132000	2.89%
		132000	31-Mar-2022	0		132000	2.89%
02	Amit R Agrawal	124000	31-Mar-2021	0		124000	2.71%
		124000	31-Mar-2022	0		124000	2.71%
03	Aumit Capital Advisors	80000	31-Mar-2021	0		80000	1.75%
		80000	31-Mar-2022	0		80000	1.75%
04	Saurabh Sharma	40000	31-Mar-2021	0		40000	0.88%
			16-Apr-2021	2000	Buy	42000	0.92%
			30-Apr-2021	2000	Buy	44000	0.96%
			07-May-2021	4000	Buy	48000	1.05%
			14-May-2021	(6000)	Sell	42000	0.92%
			21-May-2021	4000	Buy	46000	1.01%
			28-May-2021	8000	Buy	54000	1.18%
			11-Jun-2021	2000	Buy	56000	1.23%
			25-Jun-2021	2000	Buy	58000	1.27%
			02-Jul-2021	8000	Buy	66000	1.44%
			09-Jul-2021	10000	Buy	76000	1.66%
			16-Jul-2021	28000	Buy	104000	2.28%
			23-Jul-2021	2000	Buy	106000	2.32%
			13-Aug-2021	2000	Buy	108000	2.36%
			23-Sep-2021	6000	Buy	114000	2.50%
			22-Oct-2021	2000	Buy	116000	2.54%
			29-Oct-2021	4000	Buy	120000	2.63%
			05-Nov-2021	2000	Buy	122000	2.67%
			31-Mar-2022	0		122000	2.67%
05	Bhartiben Rajendra Gandhi	60000	31-Mar-2021	0		60000	1.31%
		60000	31-Mar-2022	0		60000	1.31%

06	Snehal Bhupendra Shah	60000	31-Mar-2021	0		60000	1.31%
		60000	31-Mar-2022	0		60000	1.31%
07	Aparajita Sharma	18000	31-Mar-2021	0		18000	0.39%
			09-Apr-2021	14000	Buy	32000	0.70%
			16-Apr-2021	4000	Buy	36000	0.79%
			30-Apr-2021	6000	Buy	42000	0.92%
			13-Aug-2021	2000	Buy	44000	0.96%
			27-Aug-2021	10000	Buy	54000	1.18%
			23-Sep-2021	2000	Buy	56000	1.23%
			24-Sep-2021	2000	Buy	58000	1.27%
			30-Sep-2021	2000	Buy	60000	1.31%
			05-Nov-2021	2000	Buy	62000	1.36%
			26-Nov-2021	2000	Buy	64000	1.40%
			04-Feb-2022	2000	Buy	66000	1.44%
			31-Mar-2022	0		66000	1.44%
08	Saraf Indra Narayan	58000	31-Mar-2021	0		58000	1.27%
		58000	31-Mar-2022	0		58000	1.27%
09	Sparkle Securities Solutions Pvt. Ltd.	58000	31-Mar-2021	0		58000	1.27%
		58000	31-Mar-2022	0		58000	1.27%
10	Rahul Mahesh Agarwal	52000	31-Mar-2021			52000	1.14%
		52000	31-Mar-2022	0		52000	1.14%

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Cumulative Shareholding during the year (01.04.2021 to 31.03.2022)	
		No. of Shares at the beginning (01.04.2021)/ end of the year (31.03.2022)	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
A.	DIRECTORS				
1	Hradayesh Kumar Dixit (Managing Director & KMP)	1209940	26.4873%	1209940	26.4873%
2	Shantanu Dixit (Director & CFO, KMP)	1229960	26.93%	1229960	26.93%
3	Kaustubh Dixit (Non Executive Director)	20	0.00	20	0.00
4	Nitin Maheshwari (Independent Director)	NIL	NIL	NIL	NIL
5	Ruchi Sogani* (Upto May 31, 2022) (Independent Director)	NIL	NIL	NIL	NIL
6	Gunjan Kaur Duggal* (w.e.f. July 02, 2022) (Independent Director)	NIL	NIL	NIL	NIL
7	Anuj Agrawal (Company Secretary)	NIL	NIL	NIL	NIL

vi) Distribution of Shareholding (In Shares)

Sr. No.	Shareholding of Nominal		Number of Shareholders	% of Total	Shares	% of Total
1	1	500	5	1.8248	100	0.0022
2	501	1000	1	0.365	1000	0.0219
3	1001	2000	150	54.7445	299000	6.5455
4	3001	4000	36	13.1387	144000	3.1524
5	5001	10000	44	16.0584	322000	7.049
6	10001	9999999999	38	13.8686	3801900	83.229
Total			274	100.00	4568000	100.00

vii) 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	64810394	-	-	64810394
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	64810394	-	-	64810394
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	(14219089)	-	-	(14219089)
Net Change	(14219089)	-	-	(14219089)
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	50591306	-	-	50591306
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50591306	-	-	50591306

viii) 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	57,50,000	34,50,000	92,00,000
	(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)	57,50,000	34,50,000	92,00,000
	Ceiling as per the Act			

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	70,000	70,000	60,000	2,00,000
	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		70,000	70,000	60,000	2,00,000
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	432000	NIL	432000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	432000	NIL	432000

viii) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON MARCH 31, 2022.

[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]

To,
The Members,
Madhya Pradesh Today Media Limited.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. Further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company being in Industry.
- (a) Press and Registration of Books Act, 1867.
 - (b) Registration of Newspapers (Central) Rules, 1956;

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

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

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

1. Company has not maintained structural database as per SEBI Circular SEBI/HO/CFD/DCRI/CIR/P/2018/85.

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.

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

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

We further report that:

- In the Board of Directors meeting held on 10th May 2022, the Managerial remunerations of Mr. Hradayesh Kumar Dixit (DIN - 03146320) as a Managing Director and Mr. Shantanu Dixit (DIN - 03146408) as a Whole Time Director & CFO of the Company was revised w.e.f. 1st March 2022.

Date: September 6 2022
Place: Mumbai
ICSI UDIN: F002827D000927960
Peer reviewed No. 2507/2022

FOR HSPN & ASSOCIATES LLP
Company Secretaries

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

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

Annexure – 1

To,
The Members,
Madhya Pradesh Today Media Limited

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

Date: September 6 2022
Place: Mumbai
ICSI UDIN: F002827D000927960
Peer reviewed No. 2507/2022

FOR HSPN & ASSOCIATES LLP
Company Secretaries

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

Annexure-C
PARTICULARS OF EMPLOYEES AND MEDIAN REMUNERATION

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

- 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
Executive Directors		
Hradayesh Kumar Dixit	Rs. 57.50 lacs	34.07 : 1
Shantanu Dixit	Rs. 34.50 lacs	22.38 : 1

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

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase /(decrease) in remuneration in the financial year
Hradayesh Kumar Dixit (CMD)	(4.17)%
Shantanu Dixit (Director & CFO)	(4.17)%
Anuj Agrawal (CS)	No change

- c. The median remuneration for the year 2021-22 is Rs. 1,68,777/- p.a.
d. The percentage increase/(Decrease) in the median remuneration of employees in the financial year: 4.92%
e. The number of permanent employees on the rolls of Company: 215
f. **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 31.03.2022	Amount
Revenue	2003.74
Remuneration of KMPs (as a % of revenue)	4.81%
Profit before Tax (PBT)	421.35
Remuneration of KMP (as a % of PBT)	22.86%

- g. **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, 2022	March 31, 2021	% Change
Market Capitalization	Rs. 20,07,63,600/-	Rs. 7,56,00,400/-	165.56%
Price Earnings Ratio	6.6793	2.4665	170.80%

- h. 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, 2022	IPO	% Change
Market Price (NSE)	43.95	66.00	(33.41)%

- i. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average percentile increased in the salary of employee other than the managerial personnel was over 4.92% during the financial year 2021-22. There is no change in the managerial remuneration during the FY 2021-22.
- j. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

(Rs. in Lacs)

Particulars	Hradayesh Kumar Dixit	Shantanu Dixit	Anuj Agrawal
Remuneration in FY 2022	57.50	34.50	4.32
Revenue : 2003.74			
Remuneration as % of Revenue	2.87%	1.72%	0.22%
Profit before Tax (PBT): 421.35			
Remuneration as % of Profit before Tax	13.65%	8.19%	1.03%

Annexure-D

MANAGEMENT DISCUSSION AND ANALYSIS

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022 as risks began to materialize. Several shocks have hit a world economy already weakened by the pandemic. Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022. The 2021 World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023.

In its World Economic Outlook (April edition), IMF said though a global recession in 2022 is ruled out with growth estimate of 3.2 per cent, the balance of risks is squarely to the downside, driven by a wide range of factors that could adversely affect global economic performance.

"Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide--especially in the United States and major European economies--triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID-19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine," it stated.

Global real GDP growth will slow to 3.2 per cent in 2022 from a forecast of 3.6 per cent issued in April, the IMF said. It added that world GDP actually contracted in the second quarter due to downturns in China and Russia.

Meanwhile, India's GDP grew at a slower pace at 4.1 per cent in the January-March quarter of the financial year 2021-2022, according to the data released by Ministry of Statistics & Programme Implementation (MoSPI) in May. The slow growth was mostly due to soaring prices and the subsequent hit to consumer spending and investments. Furthermore, for the full fiscal, the GDP was estimated to grow at 8.7 per cent in 2021-2022 as compared to a contraction of 6.6 per cent in 2020-21, the government data had added.

India is primarily a domestic demand-driven economy with consumption and investments contributing to 70% of the economic activity. According to the Reserve Bank of India (RBI) analysis of 10,000 listed companies, businesses have seen a steady net profit-to-sales growth over the past year and are sitting on piles of cash (as evident from the cash coverage ratio). Although investments are growing sporadically partly because of supply chain disruptions and global uncertainties, industry and service activities remain robust, as indicated by the recent Purchasing Managers' Index (PMI) numbers for India.

Inflation, like in many other countries, has been hard on Indian consumers, with low-income households getting disproportionately impacted. That said, consumer confidence is improving with the easing of mobility restrictions. There is an appetite for spending among the top 10 income percentile of the population that has not spent for more than a year and thus is onto revenge buying and traveling. The number of flights taking off and hotel reservations have enthused travel industrialists. Revival in business travels and in-person client interactions have also helped the hospitality sector. Furthermore, the number of foreign tourists visiting India almost doubled between January and April this year. While demand for services is skyrocketing as is evident from the PMI numbers that were at an 11-year high in May 2022, the industry sector is also holding up well. Demand for electricity in the first six months of the year has been higher than in the past three years. The number of vehicles registered, meanwhile, has reached prepandemic levels.

The other good news is that the government's capital spending share is going up even as it is cutting down revenue expenses (figure 2). India's gross tax collection has beaten all expectations. The total tax collection reached INR 27.07 lakh crore (US\$356.82 billion) in FY21-22, surpassing the government's revised target by a substantial margin. Improved economic activity and better compliance efforts in taxation have aided in better revenues. The tax buoyancy (which is a measure of growth in tax revenues compared to GDP growth), the simplified tax regime with low rates, comprehensive review and rationalization of the tariff structure, and digitization of tax filing are likely to support further capital spending in the future. Higher capital spending on infrastructure and asset-building projects is likely to boost growth multipliers in the medium term.

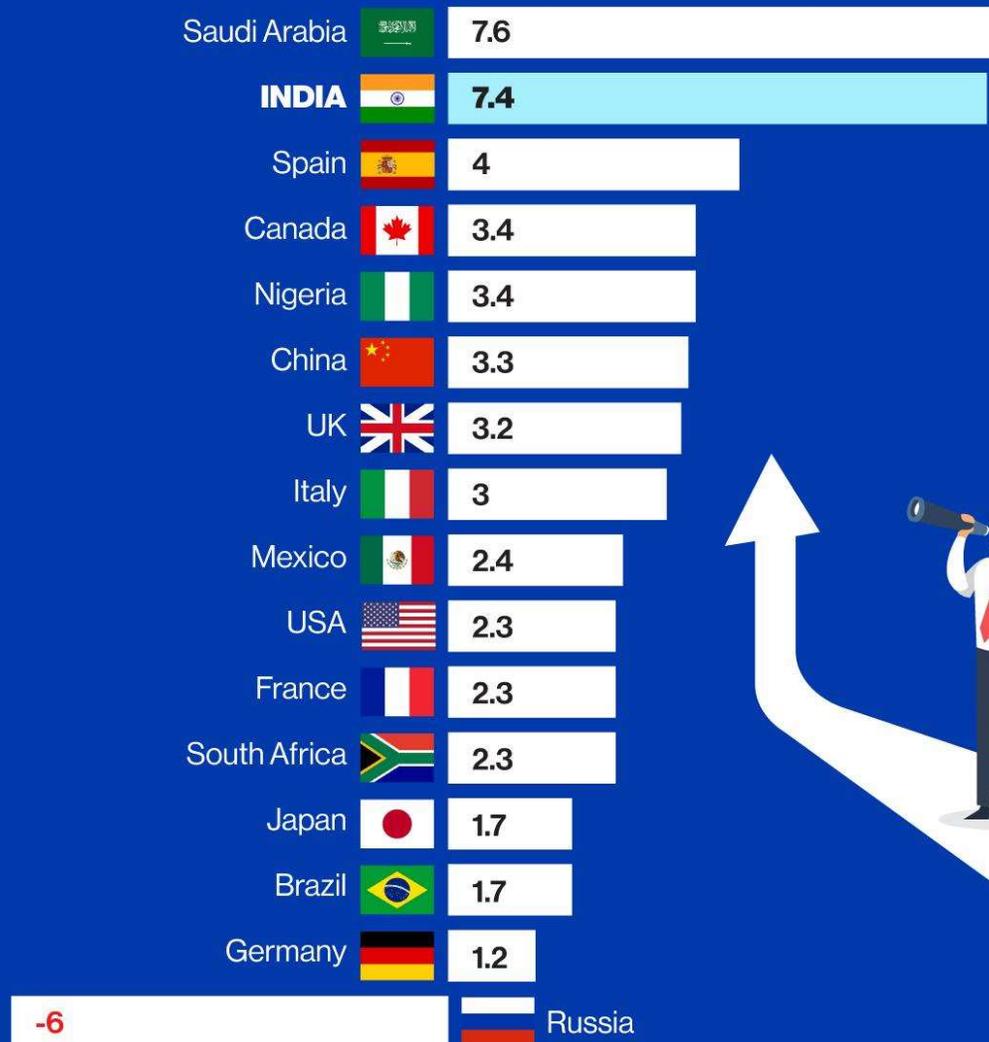
Last, but not least, exports, in terms of their contribution to GDP, performed exceptionally well during the pandemic and bolstered recovery when all other growth engines were losing steam. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness economic slowdown. That said, the opportunity to boost services exports on the back of the global digitization wave is promising. Similarly, India's manufacturing sector growth looks encouraging as several multinational companies will look for resilience and cost-effectiveness in light of the China Plus One strategy (for more on this strategy, watch out for our upcoming report on India's readiness for Trade 4.0⁸).

Moreover, if an expectation of a global economic slowdown results in a fall in commodity prices, which is what commodity indices currently indicate, Indian import bills will also come down. That may improve India's current as well as fiscal accounts.

BusinessToday.In

IMF GDP GROWTH PROJECTIONS: 2022

(%)



Note: #For India, IMF projection is for financial year 2022-23.
Source: International Monetary Fund World Economic Outlook

<https://www.businesstoday.in/latest/economy/story/imf-slashes-india-gdp-growth-forecast-to-74-in-fy23-342786-2022-07-26>)

<https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>

INDUSTRY OVERVIEW

The Print Newspapers & Magazines market includes revenues from physical publications that are distributed periodically. Revenues in this category derive from publications financed by advertising, newsstand sales, and subscriptions (circulation and advertising revenue). Digital content available online (ePapers and eMagazines) is excluded. Newspapers refer to publications covering a wide variety of current topics (i.e., politics, sports, entertainment) and may have one of several formats (i.e., broadsheet, tabloid, or Berliner). Newspapers may be delivered or sold at convenience stores, grocery stores, newsstands, or bookstores. Purchases may be conducted periodically, by subscription, or as one-time transactions. Newspapers can be distributed on a daily or weekly basis, and some are free of charge. Magazines refer to consumer publications that focus on general interest topics and cover a broad range of categories including business, family, entertainment, and fashion. Trade magazines are excluded. Magazines may be distributed by mail or purchased from newsstands or bookstores. Magazine purchases may be carried out on a per-issue basis or by subscription.

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

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

While the newspaper industry is dwindling worldwide, India is one of the few countries where print media is not only dominant, but also growing in all aspects including circulation, readership and sales. Print newspapers in India have been seeing a significant surge in revenue, making it the largest global market for the industry.

As per IBEF, The print industry was worth Rs. 190 billion (US\$ 2.56 billion) in 2020 and is expected to reach Rs. 258 billion (US\$ 3.47 billion) by 2023. According to the EY report (2021), growth in the print segment would be driven by publications by increasing the utility and highlighting that legitimate news comes at a cost.

The market is also expected to witness growing subscription revenues through micro-market segmentation and bundling. The growth would also be driven via creation of sector specific advertising solutions.

FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 9.6 billion between April 2000-December 2021.

Aided by low base and the rising advertising and subscription revenue, the [print media](#) is likely to clock a 20 per cent topline growth to Rs 27,000 crore next fiscal, but soaring newsprint prices may tear off 300-350 bps of operating profitability for the sector, says a report.

A rating agency Crisil said ad revenue will rebound as economic activity improves, given their high correlation, while reopening of offices and people moving back to offices will help shore up subscription revenue.

The print industry is likely to report a 20 per cent revenue growth next fiscal at Rs 27,000 crore from Rs 18,600 crore seen in fiscal 2021. But that won't be enough to reclaim the pre-pandemic highs of over Rs 32,000 crore. Also, the soaring newsprint prices will shave off 300-350 bps of operating revenue, the report said based on the [companies](#) those control 40 per cent of the industry revenue.

It can be noted that newsprints account for 30-35 per cent of operational cost of [print media](#) entities.

Ad revenue, which accounts for 70 percent of the sectoral topline, has recovered sharply after the second wave of the pandemic, supported by the festive season and state elections. The impact of the third wave was milder and limited to January. Next fiscal, we expect ad revenue growing by 25 per cent on a low base. Ad volumes are expected to rebound fully to the pre-pandemic level next fiscal, but ad yield will recover only gradually, the report said.

On the other hand, subscription revenue, accounting for the balance 30 per cent of the topline, has recovered to a large extent for Hindi and regional language newspapers, but remains impacted for English dailies. This, too, is expected to grow 10 per cent next fiscal, led by resumption of offices and migration of working population back to metros, notes the report.

However, the increasing shift in reading preference to digital media will continue to keep newspaper subscriptions below pre-pandemic levels, the report warned. Interestingly, lower subscription volume of printed newspapers has helped the media [companies](#) sail through the pandemic as it kept a leash on the volume of newsprint consumed.

Newsprint prices have risen a whopping 60 per cent in the past one year because of shortage of new and recycled newsprint, rise in freight rates, rupee depreciation, and fall in supplies following closure of manufacturing capacities.

Operating margins of [print media companies](#) is seen contracting to 6-6.5 per cent next fiscal from 9-9.5 per cent this fiscal because of elevated newsprint prices. This is despite rationalisation of newsprint intake and expected increase in cover prices.

The print media industry imports over 50 per cent of its total newsprint demand. Russia is a major exporter, so its war with Ukraine can affect the demand-supply situation and impact newsprint prices, the report warned.

While the credit risk profiles of large print media companies will be cushioned by healthy liquidity and strong balance sheets, as most of them are net debt free, liquidity management will be crucial for the smaller ones because of the rise in newsprint prices, as their interest cover is estimated to be 2-2.5 times as this month-end.

The agency assumes that newsprint prices will peak over the next few months and will soften by the second quarter but any continued price rise or prolonged geopolitical issues, or further waves of the pandemic hitting the economy, are downside risks.

(https://www.business-standard.com/article/companies/print-media-revenue-set-to-rebound-by-20-to-rs-27-000cr-report-122033101407_1.html)

PRINT INDUSTRY

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

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

Print advertising is one of the oldest and most widespread forms of media, which includes newspapers and consumer magazines. It is a creative, engaging, versatile and readily available form of advertising easily accessible to most people across the globe. In addition, it offers numerous advantages, such as in-depth analysis, coverage of events and mass circulation of quick, inexpensive, and tangible news and advertisements. As a result, it is widely preferred by advertisers worldwide. As far as current year is concerned, print industry is likely to record the highest ever de-growth in revenues but the comfort is that it should be in position to mitigate the impact to a large extent from saving in newsprint cost due to moderated newsprint prices which are likely to remain stable and saving in pages per copy. Besides this, austerity measures being applied to reduce fixed cost will immensely help.

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

COMPANY OVERVIEW

Madhya Pradesh Today Media Limited Published its newspaper called “Pradesh Today” remained Madhya Pradesh Third most-widely read morning newspaper with highest readers across the Madhya Pradesh. It remained the undisputed leader in Madhya Pradesh, as it retained its No.1 position as the leading Hindi daily evening newspaper. The newspaper is published from different cities and has supplements for respective cities. Pradesh Today is Madhya Pradesh & Chhattisgarh most emerging Hindi daily. The newspaper spins out 11 editions.

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

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

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

FINANCIAL PERFORMANCE FY22

REVENUE

The Company’s Total Revenue of Rs. 2003.74 Lakhs in the FY 2021-22 as against Rs. 1880.74 Lakhs in the FY 2020-21, was registering a 6.54% increase over the Previous Year.-

NET PROFIT BEFORE EXCEPTIONAL ITEMS & TAX

The Company’s Net Profit Before exceptional Items & Tax decreased to Rs. 416.98 Lakhs in the FY 2021-22 as against Rs. 424.26 Lakhs in the FY 2020-21 registering a -1.71% decline over the Previous Year. This decline was primarily driven by COVID-19 Pandemic.

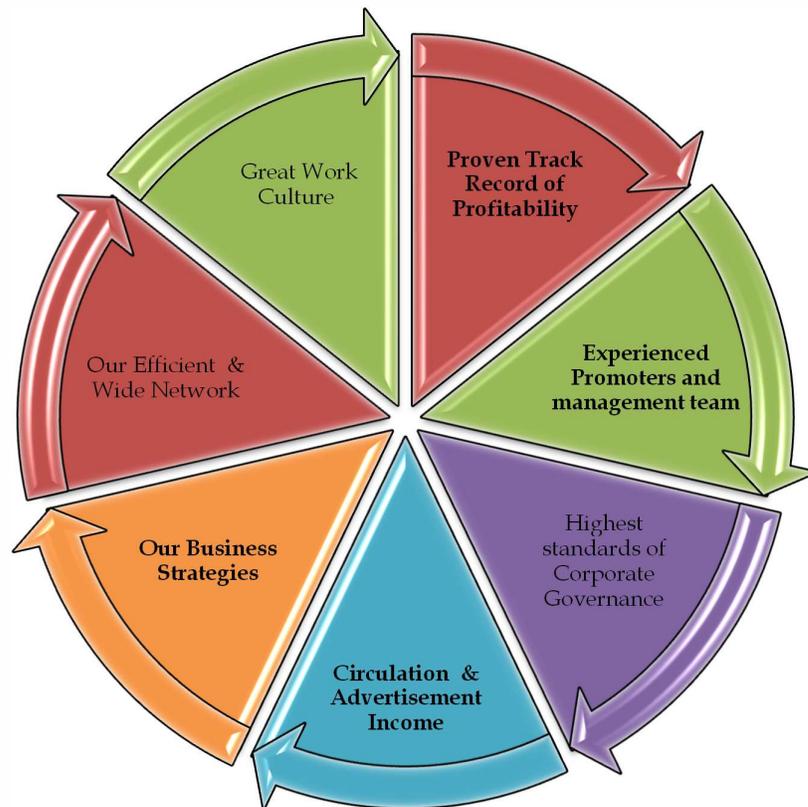
NET PROFIT AFTER TAX

The Company’s Net Profit after Tax decreased to Rs. 300.79 Lakhs in the FY 2021-22 as against Rs. 306.41 Lakhs in the FY 2020-21, registering a -1.83% decline over the Previous Year. This decline was primarily driven by COVID-19 Pandemic.

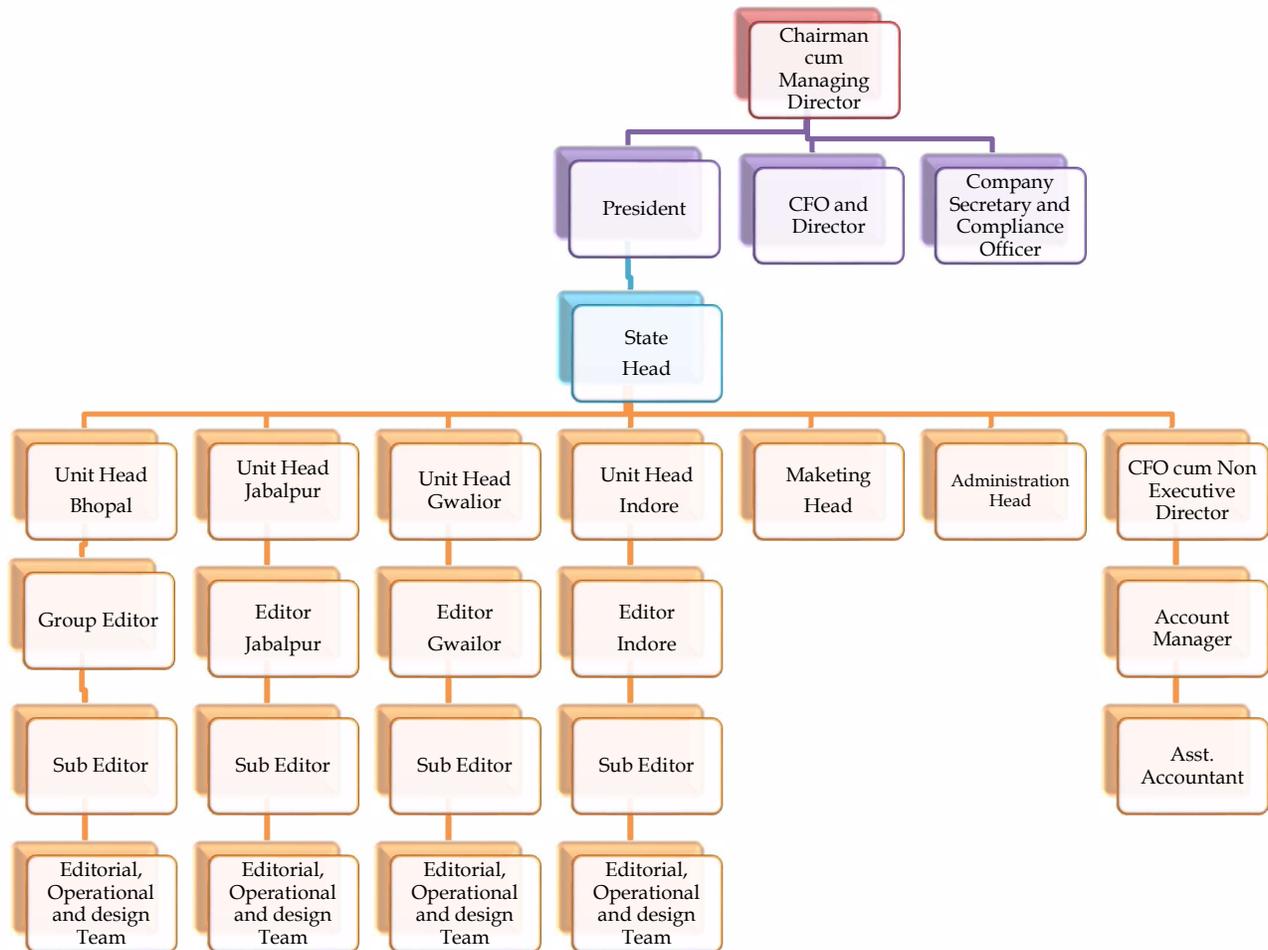
DIVIDEND

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

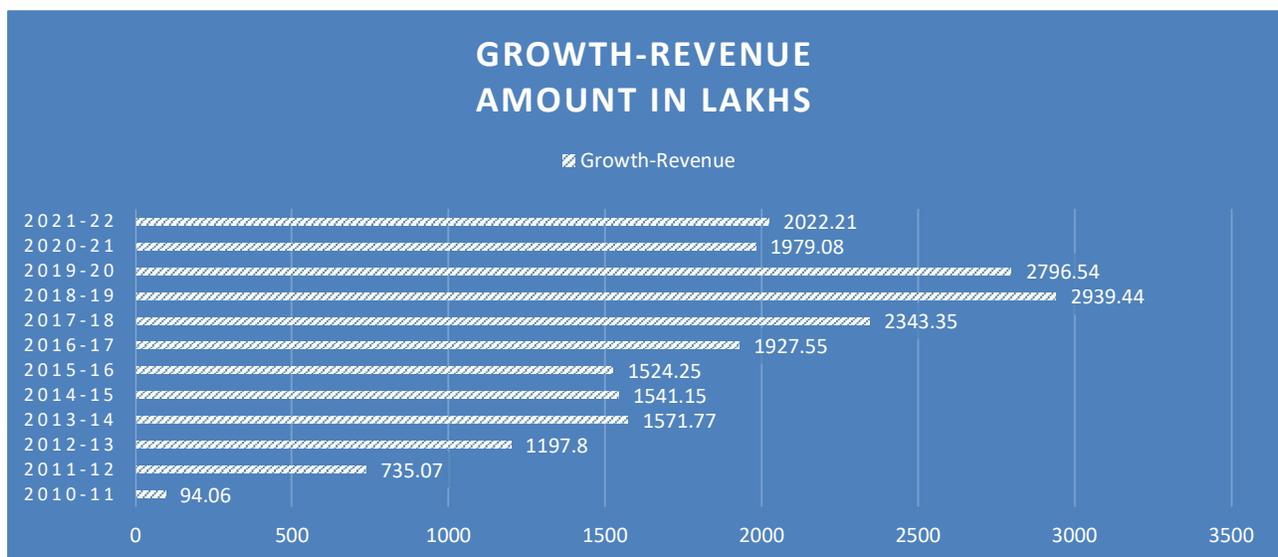
OUR STRENGTHS



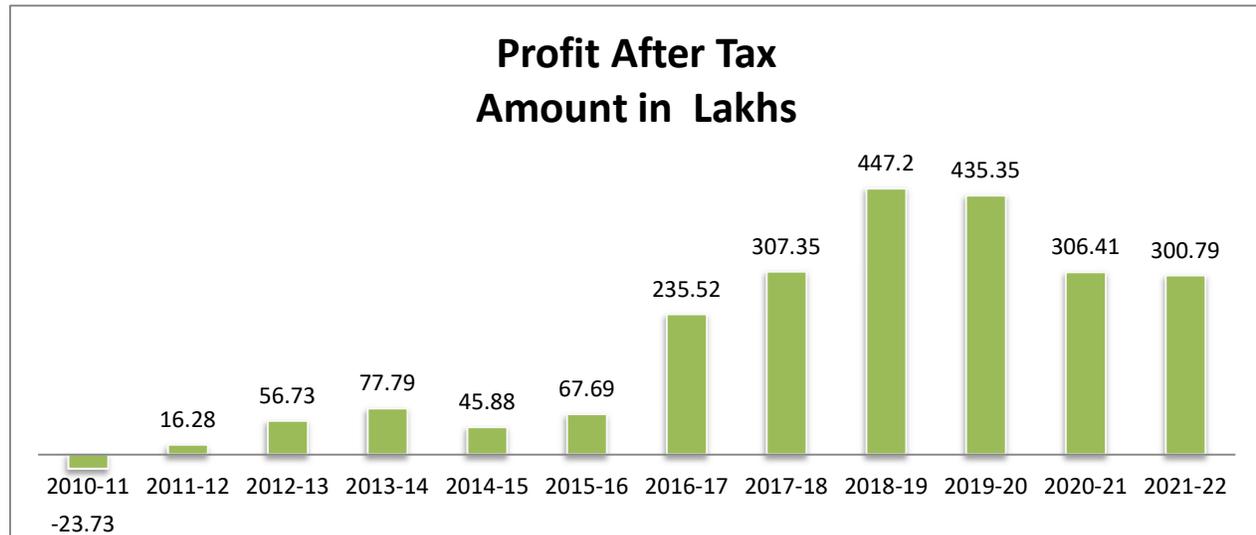
OUR ORGANIZATION STRUCTURE



Growth - Revenue



PAT



Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31,2022	March 31, 2021	% Change	Reason for variance
Current Ratio	Current Assets	Current	2.39	1.96	21.95%	-
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.02	0.04	-44.08%	It is improved by way of retained earnings
Debt Service Coverage ratio	Earnings for debt service = net profit after taxes + non-cash operating expenses	Debt services = Interest & Lease payments + Principal Repayments	3.14	3.58	-12.29%	-
Return on Equity ratio	Net Profits after taxes-Preference dividend	Average Shareholder's Equity	0.09	0.10	-10.36%	-
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.09	2.71	-22.69%	-
Trade Receivable Turnover ratio	Net Credit Sales= Gross Credit sales-sales return	Average Trade receivables	1.74	1.70	2.48%	-
Trade Payable Turnover ratio	Net Credit Purchases= Gross Credit Purchases-Purchase return	Average Trade Payables	11.48	13.42	-14.40%	-
Net Capital Turnover Ratio	Net Sales=Total Sales-Sales return	Working Capital=Current Assets-Current Liabilities	1.70	2.20	-22.78%	-
Net Profit Ratio	Net Profit	Net Sales= Total Sales-Sales Return	0.15	0.16	-7.86%	-
Return on Capital Employed	Earnings before interest and taxes	Capital Employed= Tangible Net Worth+ Total Debt + Deferred Tax Liability	0.15	0.17	-11.11%	-

RISK GOVERNANCE FRAMEWORK

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

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

Potential risks are reviewed periodically and are managed as an integral part of decision-making. To sustain its competitive edge and to stay ahead of the curve, the Company has taken various initiatives. These initiatives include enhancing the existing technological capabilities and digital properties, training and empowering employees, expanding geographic presence and continue investing in print facilities.

OUTBREAK OF PANDEMIC COVID-19:

The COVID-19 declared a pandemic by WHO has caused socio economic disruption to the extent that the economic activities have come to grinding halt since the nationwide lockdown. Imposition of lockdown and its restrictions which include prohibition of even movement, are being modified gradually with the commencement of economic activities which are expected to be normalised at least in the near future.

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

LOCATIONS:

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

- I. Receiving day to day feedback;
- II. Getting updated news of cities through our strong editorial team;
- III. Quick & Easy approach to manage work on the spot.
- IV. Workload can be balanced upon demand;
- V. Coordination and communication between customers and stakeholders;

- VI. Quicker response to customer request;
- VII. Healthy competition among divisions that boost overall business;
- VIII. Focus on customers' needs and preferences;
- IX. Promotes self-management by employees (greater job satisfaction because of more involvement);
- X. Faster decision making, reduced cycle time and improved responsiveness to customers;
- XI. Enables organization to use its resources efficiently (provides flexibility to assign staff to project requirements and reassign as needed);
- XII. Provides individuals an opportunity to work with different skills and expertise.

We have following Offices including Unit Office all over India:

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

INTERNAL CONTROL

The Company has an effective system of internal control corresponding with its size, nature of business and complexity of operations. It ensures accurate, reliable and timely compilation of financial and management information reports and optimum 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.

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Madhya Pradesh Today Media Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Madhya Pradesh Today Media Limited, which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Cash Flow Statement for the year ended, notes to the financial statement including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2022, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the accompanying financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the accompanying financial statements as a whole and in forming our opinion. Based on facts and circumstances of the entity under audit, we conclude that there are no key audit matters to communicate.

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

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

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

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

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

Management’s Responsibility for the Financial Statements

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

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

Auditor’s Responsibility for the Audit of the Financial Statements

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

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

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as _____ on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
UDIN : 22036015ALSLDM9636
Indore: May 30, 2022

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

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

We have audited the internal financial controls over financial reporting of Madhya Pradesh Today Media Limited (“the Company”) as of March 31, 2022 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, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
UDIN : 22036015ALS LDM9636
Indore: May 30, 2022

ANNEXURE 'B' REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF MADHYA PRADESH TODAY MEDIA LIMITED FOR THE YEAR ENDED 31st MARCH, 2022

3(i) Property, Plant and Equipment

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

3(ii) Inventories

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

3(iii) Investments, guarantees, loans and advances

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

Particulars	During the year	Balance as on 31.03.2022
Investments	Nil	Rs. 69.22 Lacs
Corporate Guarantee	Nil	Rs. 4700.00 Lacs
Advances	Nil	Nil

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

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

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

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

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

3(vi) Maintenance of cost records

The company is not covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013;

3(vii) Statutory dues

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

Particulars

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

3(viii) Unrecorded transactions

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

3(ix) Long term funds and its utilization

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

- 3(x) Public Money and Preferential Allotments**
- (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and therefore we have no comments to offer whether the raised funds were applied for the purposes for which those are raised;
- (b) The company has not made any preferential allotment or private placement of shares of convertible debentures (fully, partially or optionally convertible) during the year and thereby there is no contravention of Section 42 and 62 of The Companies Act, 2013;
- 3(xi) Fraud, Fraudulent Transactions and Whistle Blowing**
- (a) We have not noticed any fraud by the company or any fraud on the company which has been reported during the year;
- (b) We have not come across an offence of fraud while performing our duties as an Auditor which is required to be reported under sub-section (12) of section 143 of The Companies Act, 2013;
- (c) We have not found any whistle blower complaint received during the year by the company;
- 3(xii) Compliance of Provisions related to Nidhi Companies**
- The provisions related to a Nidhi company are not applicable to the company being not a Nidhi Company;
- 3(xiii) Related party transactions**
- All transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, where applicable and relevant details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- 3(xiv) Internal audit under section 138 of The Companies Act, 2013**
- (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the internal auditor for the period under audit are placed on record and reviewed by us before finalizing the audit report;
- 3(xv) Non cash transactions**
- During the course of our random checking, we have not come across any non-cash transaction with directors or persons connected with directors by the company or vice versa;
- 3(xvi) NBFC related provisions**
- The company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934 (2) of 1934 since the company has neither conducted any Non-banking Financial or Housing Finance Activities nor investment activities;
- 3(xvii) Cash losses**
- The company has not incurred cash losses in the financial year and in the immediately preceding financial year;
- 3(xviii) Resignation of auditor**
- There has not been any resignation of the Statutory Auditors during the year under audit;

3(xix) Financial Ratio Analysis

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

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

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

3(xxi) Consideration of consolidate components

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

For P. K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
UDIN : 22036015ALS LDM9636
Indore: May 30, 2022

BALANCE SHEET AS AT MARCH 31, 2022

	PARTICULARS	Note No.	As at March 31, 2022 (Rupees)	As at March 31, 2021 (Rupees)
ASSETS				
1	Non - current assets			
	(a) Property Plant and Equipment	4 (A)	70,804,985	75,857,448
	(b) Intangible Assets	4 (B)	-	1,023,787
	(c) Financial Assets			
	(i) Investments	5 (A)	6,922,000	6,922,000
	(ii) Loans and advances	5 (B)	9,288,665	9,088,665
	(d) Other Non Current Assets	6	171,021,353	172,231,953
	Total non-current assets		258,037,003	265,123,853
2	Current assets			
	(a) Inventories	7	25,698,985	8,822,570
	(b) Financial Assets			
	(i) Trade Receivables	8 (A)	121,713,915	108,229,174
	(ii) Cash and Cash Equivalents	8 (B)	36,094,158	39,044,903
	(c) Other Current Assets	9	19,028,176	18,286,656
	Total current assets		202,535,234	174,383,303
	Total Assets		460,572,236	439,507,156
EQUITY AND LIABILITIES				
Equity				
	(a) Equity Share capital	10	45,680,000	45,680,000
	(b) Other Equity	11	318,727,841	288,648,417
	Total equity		364,407,841	334,328,417
Liabilities				
1	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	12	7,723,284	12,836,251
	(b) Provisions	13	3,606,091	3,514,785
	(c) Deferred Tax (Asset) / Liability	25	15,922	(230,254)
	Total non- current liabilities		11,345,297	16,120,782
2	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14 (A)	35,248,797	40,614,353
	(ii) Trade Payables			
	Micro and small enterprises		-	-
	Other than micro and small enterprises	14 (B)	5,872,389	10,874,767
	(iii) Other Financial Liabilities	14 (C)	7,619,225	11,359,790
	(b) Current Tax Liability (Net)	15	2,462,796	-
	(c) Other Current Liabilities	16	33,615,891	26,209,046
	Total current liabilities		84,819,098	89,057,957
	Total equity and liabilities		460,572,236	439,507,156

See accompanying notes to the financial statements

As per our Report of even date attached.
For P.K. Shishodiya & Co.
Chartered Accountants

P. K. Shishodiya
Proprietor

M. No. 036015
FR No. 03233C
UDIN : 22036015ALSMD9636
Indore : May 30, 2022

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

Hradayesh Dixit
Managing Director

DIN : 03146320

Shantanu Dixit
Whole Time Director &
CFO
DIN :03146408

Anuj Agrawal
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022			
Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
		(Rupees)	(Rupees)
Income			
Revenue from Operations	17	200,374,307	188,073,832
Other Income	18	1,847,448	9,834,918
Total Income	I	202,221,755	197,908,750
Expenses			
Cost of materials consumed	19	36,159,250	22,075,691
Employee benefit expense	20	47,898,898	47,984,806
Finance cost	21	5,380,866	7,587,086
Depreciation and amortization expense	4 (A & B)	10,646,420	11,252,225
Other expenses	22	60,001,233	66,560,465
Total Expenses	II	160,086,667	155,460,273
Profit/(loss) before exceptional items and tax (I-II)		42,135,088	42,448,477
Exceptional Items			
Prior period expenses	23	437,376	21,650
Profit/(loss) before tax		41,697,712	42,426,827
Tax expense:	24		
(i) Current tax		11,372,112	9,348,344
(ii) Deferred tax Liability		246,177	3,146,937
(iii) Excess tax provision w/back		-	(709,688)
Profit/Loss for the period		30,079,423	30,641,234
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		30,079,423	30,641,234
Earnings per equity share (for continuing operations)			
(i) Basic		6.58	6.71
(ii) Diluted		6.58	6.71

See accompanying notes to the financial statements

As per our Report of even date attached.

For P.K. Shishodiya & Co.
Chartered Accountants

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

P. K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
UDIN : 22036015ALSLDM9636
Indore : May 30, 2022

Hradayesh Dixit
Managing Director
DIN : 03146320

Shantanu Dixit
Whole Time Director & CFO
DIN :03146408

Anuj Agrawal
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Particulars		Year ended 31.03.2022	Year ended 31.03.2021
A. Cash flow from operating activities			
Net profit before tax & extraordinary items		41,697,712	42,426,827
Adjustments for :			
Depreciation		10,646,420	11,252,225
Interest paid		5,380,866	7,587,086
Others		-	709,688
Less : Interest and dividend received		(1,758,685)	(1,509,190)
Operating profit before working capital changes		55,966,313	60,466,635
Adjustment for :			
Trade and other receivables		(14,426,261)	(1,248,907)
Inventories		(16,876,415)	(1,351,962)
Trade and other payables		4,958,568	(19,946,073)
Cash generated from operations		29,622,204	37,919,694
Less: Direct Tax paid		(11,372,112)	(9,348,344)
Net cash from operating activities	(A)	18,250,092	28,571,350
B. Cash flow from investment activities			
Purchase of Fixed Assets		(4,570,170)	(1,898,699)
Capital WIP, Cap. Adv. & Pre-op. Exps.		1,210,600	(1,452,901)
Interest received		1,758,685	1,509,190
Net cash from investment activities	(B)	(1,600,885)	(1,842,410)
C. Cash flow from financing activities			
Repayment of borrowings		(14,219,087)	(3,875,993)
Interest paid		(5,380,866)	(7,587,086)
Net cash from financing activities	(C)	(19,599,953)	(11,463,079)
Net increase in cash and cash equivalents	TOTAL (A+B+C)	(2,950,745)	15,265,862
Cash and cash equivalent at beginning of the year		39,044,903	23,779,042
Cash and cash equivalent at end of the year		36,094,158	39,044,903

We have checked the above cash flow statement of Madhya Pradesh Today Media Limited, derived from the audited annual financial statement for the year ended 31st March, 2022 with the books and records maintained in the ordinary course of business and found the same to be in accordance therewith.

For P.K. Shishodiya & Co.
Chartered Accountants

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

P. K. Shishodiya
Proprietor
M. No. 036015
FR No. 03233C
UDIN : 22036015ALSLDM9636
Indore : May 30, 2022

Hradayesh Dixit
Managing Director
DIN : 03146320

Shantanu Dixit
Whole Time
Director & CFO
DIN :03146408

Anuj Agrawal
Company
Secretary

Notes to the Account:

Statement of Changes in Equity for the period ended on 31st March, 2022

Equity share capital				
Authorised			5,51,00,000	
55,10,000 Equity Shares of Rs.10/- each (Previous Year 55,10,000 Equity Shares of Rs.10/- each)				
Issued, Subscribed and Paid-up			4,56,80,000	
45,68,000 Equity Shares of Rs.10/- each fully paid up including 24,10,000 bonus shares				
Changes in equity share capital during the year			-	
Balance as at March 31, 2021			4,56,80,000	
Changes in equity share capital during the year			-	
Balance as at March 31, 2022			4,56,80,000	
Shareholder's Holding more than 5% shares	2022	2021		
Name of the shareholder	No. of shares held	Holding %age	No. of shares held	Holding %age
Shri Hradayesh Dixit	12,09,940	26.49%	12,09,940	26.49%
Shri Shantanu Dixit	12,29,960	26.93%	12,29,960	26.93%
Total	24,39,900	53.41%	24,39,900	53.41%
Other Equity				
Particulars	Reserves and Surplus		Amount in Rs.	
	Securities premium reserve	Retained earnings	Total Other Equity	
Balance as at April 1, 2020	12,02,88,000	13,77,19,184	25,80,07,184	
Profit for the year		3,06,41,234	3,06,41,234	
Dividend and tax thereon			-	
Other comprehensive income for the year, net of income tax	-	-	-	
Balance as at April 1, 2021	12,02,88,000	16,83,60,418	28,86,48,418	
Profit for the year	-	3,00,79,423	3,00,79,423	
Other comprehensive income for the year, net of income tax	-	-	-	
Balance as at March 31, 2022	12,02,88,000	19,84,39,841	31,87,27,841	
For P.K. Shishodiya & Co. Chartered Accountants	For and on behalf of Board of Madhya Pradesh Today Media Limited			

P. K. Shishodiya
Proprietor

M. No. 036015
FR No. 03233C
UDIN : 21036015AAAAAQ2927
Indore: June 22, 2021

Hradayesh Dixit
Managing
Director
DIN : 03146320

Shantanu Dixit
Whole Time
Director & CFO
DIN :03146408

Anuj Agrawal
Company
Secretary

NOTES ON ACCOUNTS:

1. Accounting Policies:

a. Accounting Convention:

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

b. Use of Estimates:

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

2. Accounting Standards:

a. Investments

Long term Investments are stated at cost.

b. Inventories

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

c. Property, Plant and equipment

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

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

d. Revenue recognition

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

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

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

f. Accounting for effects of change in Foreign Exchange

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Assets and Liabilities related to foreign currency transactions, remaining unsettled at the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases. The premium payable on forward foreign exchange contracts is amortized over the period of contract. Exchange gains /losses are to be recognized in the profit and loss account. There is no foreign currency transaction during the year.

g. Related parties disclosure

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

Name of the related parties and description of relationship.

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

Related party transaction

Sr. No.	Particulars	Key Management Personnel/Directors	Relatives of Key Management Personnel
1.	Directors' remuneration	92,00,000	--
2.	Sitting fees	2,00,000	--

h. Earning per share

Sr. No.	Particulars	2021-22	2020-21
a.	Total number of shares at the end of the year	45,68,000	45,68,000
b.	Weighted average number of shares at the beginning and end of the year	45,68,000	45,68,000
c.	Net Profit after tax available for equity share holders	3,00,79,423	3,06,41,234
d.	Basic and Diluted earnings per share	6.58	6.71

i. Income Tax

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

3. Contingent Liability:

Particulars	2022	2021
Income Tax Case (Liability not provided for)	1,12,61,880	1,12,61,880
Corporate Guarantee (Third Party)	47,09,00,000	47,09,00,000

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

	Leasehold / Freehold Building /	Plot	Lift	Furniture & Fixtures	Air Conditioners	Office Equipments	Power Backup System	Electrical Installation	Water Pump	Car*	Computers	TOTAL
I. Cost												
Balance as at April 01, 2020	22,612,555	14,932,034	550,000	17,810,100	2,497,593	5,593,354	1,252,675	1,850,342	13,350	63,695,338	6,621,465	137,428,806
Additions	-	1,339,696	-	-	-	23,728	-	-	-	-	535,275	1,898,699
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	22,612,555	16,271,730	550,000	17,810,100	2,497,593	5,617,082	1,252,675	1,850,342	13,350	63,695,338	7,156,740	139,327,505
Additions	4,085,619	-	-	-	-	95,563	92,188	-	28,000	-	268,800	4,570,170
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	26,698,174	16,271,730	550,000	17,810,100	2,497,593	5,712,645	1,344,863	1,850,342	41,350	63,695,338	7,425,540	143,897,675
II. Accumulated depreciation/impairment												
Balance as at April 01, 2020	1,120,436	-	407,288	8,483,878	1,311,675	3,001,904	969,237	780,041	8,781	30,826,681	6,331,699	53,241,620
Depreciation for the year	871,852	-	51,278	1,346,536	140,180	699,502	96,489	152,458	781	6,734,986	134,376	10,228,437
Written Back During the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	1,992,288	-	458,566	9,830,414	1,451,855	3,701,406	1,065,726	932,499	9,562	37,561,667	6,466,075	63,470,057
Depreciation for the year	751,198	-	51,278	1,314,973	132,920	719,217	85,214	145,390	2,961	6,239,686	179,797	9,622,633
Written Back During the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	2,743,485	-	509,844	11,145,387	1,584,775	4,420,622	1,150,940	1,077,889	12,523	43,801,353	6,645,872	73,092,690
Net block (I-II)												
Balance as at March 31, 2022	2,39,54,689	1,62,71,730	40,156	66,64,714	9,12,818	12,92,023	1,93,923	7,72,453	28,827	1,98,93,985	7,79,668	7,08,04,985
Balance as at March 31, 2021	2,06,20,267	1,62,71,730	91,434	79,79,687	10,45,738	19,15,676	1,86,949	9,17,843	3,788	2,61,33,671	6,90,665	7,58,57,448

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

Note No. 4 (B) - Intangible assets

Description of asset	IPO Expenses	Brand Development	Total
I. Cost			
Balance as at April 1, 2020	51,18,939	32,45,043	83,63,982
Additions	-	-	-
Balance as at March 31, 2021	51,18,939	32,45,043	83,63,982
Additions	-	-	-
Deletion	-	-	-
Balance as at March 31, 2022	51,18,939	32,45,043	83,63,982
II. Accumulated impairment losses			
Balance as at April 1, 2020	30,71,364	32,45,043	63,16,407
Amortization for the year	10,23,788	-	10,23,788
Balance as at March 31, 2021	40,95,152	32,45,043	73,40,195
Amortization for the year	10,23,788	-	10,23,788
Balance as at March 31, 2022	51,18,939	32,45,043	83,63,982
Net block (I-II)			
Balance as at March 31, 2022	-	-	-
Balance as at March 31, 2021	1023787	-	1023787

NOTES TO THE FINANCIAL STATEMENTS:

Note No. 4 (C) – Capital Work in Progress (CWIP)	
Particulars	Amount
Opening as at April 01, 2020	-
Addition Capitalised during the year	
Balance as at March 31, 2021	
Addition Capitalised during the year	-
Balance as at March 31, 2022	-

Capital work in progress (CWIP) Ageing schedule
As at March 31, 2022

Particulars	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
	-	-	-	-	-

As at March 31, 2021

Particulars	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
	-	-	-	-	-

Particular	2022	2021
Note No. 5: Financials Assets		
(A) Investments	69,22,000	69,22,000
6,92,200 Equity Shares of Rs. 10/- each Global Metal & Energy Private Limited (Previous year 6,92,200 Equity Shares of Rs. 10/- each)		
(B) Loans and advances (Unsecured, considered good)	92,88,665	90,88,665
Security Deposits		
Total	1,62,10,665	1,60,10,665

Particular	2022	2021
Note No. 6 : Other Non Current Assets		
Capital Advances	17,10,21,353	17,22,31,953
Capital WIP	-	-
Total	17,10,21,353	17,22,31,953

Particular	2022	2021
Note No. 7 : Inventories		
Newsprint Paper	2,56,98,985	88,22,570

Particular	2022	2021
Note No. 8 : Financial Assets		
(a) Trade Receivables	12,17,13,915	10,82,29,174

[Unsecured, considered good]

Notes for Receivables :

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

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

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

As at March 31, 2022

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 Months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables'- Considered Goods	5,57,09,450	4,43,10,782	2,13,36,729	3,56,954	-	12,17,13,915
Undisputed Trade Receivables'- Considered doubtful	-	-	-	-	-	-
Undisputed Trade Receivables'- Considered Goods	-	-	-	-	-	-
Undisputed Trade Receivables'- Considered doubtful	-	-	-	-	-	-
Total	5,57,09,450	4,43,10,782	2,13,36,729	3,56,954	-	12,17,13,915

As at March 31, 2021

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 Months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables'- Considered Goods	5,40,05,792	4,45,43,631	94,43,785	2,35,966	-	10,82,29,174
Undisputed Trade Receivables'- Considered doubtful	-	-	-	-	-	-
Undisputed Trade Receivables'- Considered Goods	-	-	-	-	-	-
Undisputed Trade Receivables'- Considered doubtful	-	-	-	-	-	-
Total	5,40,05,792	4,45,43,631	94,43,785	2,35,966	-	10,82,29,174

(b) Cash and cash equivalents

(i) Balances with Banks :

In deposit account	1,00,000	-
In current account	3,49,67,231	3,86,57,934
(ii) Cash on Hand	10,26,927	3,86,969
Total	3,60,94,158	3,90,44,903

Particular	2022	2021
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Note No. 9 : Other Current Assets		
Prepaid Expenses	2,02,370	3,87,889
Advance to Employees	-	5,34,198
Advance to Suppliers	70,40,844	52,01,483
Balance with revenue authorities	67,56,445	69,96,886
Advance to Others	50,28,517	51,66,200
Total	1,90,28,176	1,82,86,656

Note No. 10 : Equity share capital				
Authorised	5,51,00,000			
55,10,000 Equity Shares of Rs.10/- each (Previous Year 55,10,000 Equity Shares of Rs.10/- each)				
Issued, Subscribed and Paid-up	4,56,80,000			
45,68,000 Equity Shares of Rs.10/- each fully paid up including 24,10,000 bonus shares				
Changes in equity share capital during the year	-			
Balance as at March 31, 2021	4,56,80,000			
Changes in equity share capital during the year	-			
Balance as at March 31, 2022	4,56,80,000			
Shareholder's Holding more than 5% shares	2022		2021	
Name of the shareholder	No. of shares held	Holding %age	No. of shares held	Holding %age
Shri Hradayesh Dixit	12,09,940	26.49%	12,09,940	26.49%
Shri Shantanu Dixit	12,29,960	26.93%	12,29,960	26.93%
Total	24,39,900	53.41%	24,39,900	53.41%
(d) Terms/ Right attached to Shares				
(i) The equity shares of the Company, having par value of Rs. 10 each, rank pari passu in all respects including voting rights and entitlement to dividend.				
(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

Particular	2022	2021
Note No. 11 : Other Equity		
Particulars	As at March 31, 2022	As at March 31, 2021
Reserve and surplus		
(a) Security premium	12,02,88,000	12,02,88,000
(b) Retained earnings	19,84,39,841	16,83,60,417
Total	31,87,27,841	28,86,48,417
Description of nature and purpose of each reserve		
a. Security premium reserve : Securities premium reserve is used to record the premium on issue of shares. The reserve will be utilised in accordance with provisions of the Act.		
b. Retained earnings : Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.		

Particular	2022	2021
Note No. 12 : Non Current Financial Liabilities		
Secured Borrowings :		
Vehicle Loans from Banks	41,63,178	51,56,865
Vehicle Loans from Finance Companies	35,60,106	76,79,386
Total	77,23,284	1,28,36,251

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

Sr. no.	Nature of Security	Terms of Repayment
1	Term loan from Kotak Mahindra Prime Limited 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 November, 2023. Rate of Interest 10.50% p.a. as at year end.
2	Term loan from Kotak Mahindra Prime Limited 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 August, 2023. Rate of Interest 8.71% 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 84 equal monthly installments commencing from April, 2018. Last installment due in August, 2025. Rate of Interest 9.50% p.a. as at year end.

Note : Additional moratorium period allowed due to Covid-19 effect has been considered in determining last date of installment

Particular	2022	2021
Note No. 13 : Non Current Provision		
Provision for Gratuity	36,06,091	35,14,785

Particular	2022	2021
Note No. 14 : Financial Liabilities		
(A) Secured Borrowings :		
Working Capital	2,59,60,292	2,60,95,285
Overdraft Account	92,88,505	1,45,19,069
Total	3,52,48,797	4,06,14,353

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

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

Particular	2022	2021
(B) Trade Payables		
Total outstanding due of micro and small enterprises	-	-
Total outstanding due of creditors other than micro	58,72,389	1,08,74,767
Trade Payables Ageing Schedule		

As on March 31, 2022 **Outstanding for following periods from due date of payment**

Particular	Less Than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding due of micro and small enterprises	-	-	-	-	
Total outstanding due of creditors other than micro enterprises and small enterprises	58,72,389	-	-	-	58,72,389
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	58,72,389	-	-	-	58,72,389

As on March 31, 2022 **Outstanding for following periods from due date of payment**

Particular	Less Than 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding due of micro and small enterprises	-	-	-	-	
Total outstanding due of creditors other than micro enterprises and small enterprises	1,08,74,767	-	-	-	1,08,74,767

Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	1,08,74,767	-	-	-	1,08,74,767
(C) Other Financial Liabilities					
Current Maturities of Vehicle Loans				53,69,225	83,59,790
Current Maturities of ODIP				22,50,000	30,00,000
Total				76,19,225	1,13,59,790

Particular	2022	2021
Note No. 15 : Current Tax Liability		
Provision for income Tax	1,13,72,112	-
Less : Advance Tax	89,09,315	-
Total	24,62,796	-

Particular	2022	2021
Note No. 16 : Other Current Liabilities		
Salary Payable	83,32,043	44,11,764
Statutory Liabilities	3,89,198	3,50,122
Debtors having credit balance	16,28,459	34,48,807
Security Deposits	1,13,97,250	1,36,53,453
Others	1,18,68,941	43,44,901
Total	3,36,15,891	2,62,09,046

Particular	2022	2021
Note No. 17 : Revenue from Operation		
Circulation Sales	4,70,39,453	3,49,55,426
Advertisement	15,33,34,854	15,31,18,407
Total	20,03,74,307	18,80,73,832

Particular	2022	2021
Note No. 18: Other Income		
Interest Income on Fixed Deposits	17,58,685	15,09,190
Foreign Exchange Fluctuation Gain	-	-
Reversal of excess provision of gratuity	-	76,37,767
Sundry Balances Written-off	-	-
Miscellaneous Income	88,763	6,87,961
Total	18,47,448	98,34,918

Particular	2022	2021
Note No. 19 : Cost of Material Consumed		
Opening Stock	88,22,570	74,70,607
Add: Purchases	5,24,60,430	2,28,29,834
Freight Inward	5,75,236	5,97,821
Clearing, Forwarding, Loading and Unloading Expenses	-	-
	6,18,58,235	3,08,98,261
Less : Closing Stock	2,56,98,985	88,22,570
Total	3,61,59,250	2,20,75,691

Particular	2022	2021
Note No. 20 : Employees' Benefit Expenses		
Salary and wages	3,62,86,966	3,58,72,789
Contribution to Welfare funds	5,34,023	3,27,808
Staff & Labour welfare & Hospitality	18,77,909	21,84,209
Directors' Remuneration	92,00,000	96,00,000
Total	4,78,98,898	4,79,84,806

Particular	2022	2021
Note No. 21 : Finance Cost		
Interest :		
- Working Capital & ODIP	42,21,132	49,25,413
- Vehicle Loans	10,43,144	25,19,555
Other financial charges	1,16,590	1,42,118
Total	53,80,866	75,87,086

Particular	2022	2021
Note No. 22 : Other Expenses		
(i) Operating Expenses:		
Newspaper Printing Charges	2,82,69,216	2,59,07,543
Magazine Printing with paper	2,50,720	6,01,000
Power & Fuel Expenses	13,69,476	14,40,240
Subscription for News Procurement	76,411	87,124
Bureau Expenses	23,56,118	80,41,671
Media House Rent	64,49,230	25,13,160
Other Operating Expenses	4,03,569	2,73,902
A	3,91,74,740	3,88,64,640
(ii) Office & Administrative Expenses:		
Rent	30,16,960	31,77,202
Stationery & Printing	1,73,910	3,03,814

Postage & Courier Expenses		39,348	59,740
Telephone Expenses		3,12,644	2,73,622
Legal & Professional Charges		30,26,417	16,20,021
Listing Fees		19,000	25,000
Tour & Travelling Expenses		4,41,329	8,65,245
Conveyance		8,60,388	4,15,977
Repairs and Maintenance :			
Building		8,800	12,47,099
Vehicles		20,250	61,089
Others		16,63,544	20,22,741
Web Server Expenses		16,190	68,803
Membership Expenses		49,000	25,000
Donation		2,16,450	15,250
Insurance		8,34,564	6,06,923
Festival Expenses		4,40,400	3,31,133
Rates & Taxes		-	700
Office Expenses		17,64,969	17,19,956
Interest on taxes		816	1,980
Directors' Travelling & Other Expenses		3,30,321	3,97,565
Directors' Sitting Fee		2,00,000	2,00,000
Auditor Remuneration*		5,00,000	4,00,000
	B	1,37,55,300	1,38,38,861
(iii) Selling Expenses:			
Business Promotion Expenses		15,78,760	65,25,765
Transportation		1,02,386	1,16,450
Programme & Event Expenses		3,20,937	3,05,210
Selling & Distribution Expenses		15,79,469	12,53,637
Survey Expenses		30,79,945	47,79,813
Advertisement & Publicity		2,50,896	4,52,200
Other selling expenses		1,58,800	4,23,889
	C	70,71,193	1,38,56,964
	(A+B+C)	6,00,01,233	6,65,60,465
*Audit Fee - 300000			
Tax Audit Fees - 150000			
Return Filing Fee - 50000			
Out of pocket expenses - Nil (Previous year Nil)			

Particular	2022	2021
Note No. 23 : Prior Period Expenses		
Other Expenses	4,37,376	21,650
Total	4,37,376	21,650

Particular	2022	2021
Note No. 24 : Tax Expenses		
Income Tax	1,13,72,112	93,48,344
Deferred Tax (Assets)/Liability	2,46,177	31,46,937
Total	1,16,18,289	1,24,95,281

Note No. 25 : Deferred Tax			
Deferred Tax Liability On account of timing difference			
Particulars	Transitional Adjustment as at 01/04/2021	Arising during the year	Balance carried as at 31/03/2022
Deferred Tax Liability			
On account of timing difference			
A. Depreciation	(5,59,148)	(3,17,033)	(8,76,181)
Deferred Tax Assets			
On account of timing difference			
43 B Disallowances	7,89,403	70,856	8,60,259
Net	2,30,255	(2,46,177)	(15,922)

Note No. 26: Disclosure required under Section 22 of the Micro, Small and Medium Enterprises development Act, 2006

Particular		
a) Principal amount remaining unpaid to any supplier as at the end of the accounting year;	-	-
b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	-	-
c) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to supplier beyond the appointed day during each accounting year;	-	-
d) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
e) The amount of interest accrued and remaining unpaid at the end of the accounting year;	-	-
f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Note No. 27: Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31,2022	March 31, 2021	% Change	Reason for variance
Current Ratio	Current Assets	Current	2.39	1.96	21.95%	-
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.02	0.04	-44.08%	It is improved by way of retained earnings
Debt Service Coverage ratio	Earnings for debt service = net profit after taxes + non-cash operating expenses	Debt services = Interest & Lease payments + Principal Repayments	3.14	3.58	-12.29%	-
Return on Equity ratio	Net Profits after taxes-Preference dividend	Average Shareholder's Equity	0.09	0.10	-10.36%	-
Inventory Turnover Ratio	Cos of Goods Sold	Average Inventory	2.09	2.71	-22.69%	-
Trade Receivable Turnover ratio	Net Credit Sales= Gross Credit sales-sales return	Average Trade receivables	1.74	1.70	2.48%	-
Trade Payable Turnover ratio	Net Credit Purchases= Gross Credit Purchases-Purchase return	Average Trade Payables	11.48	13.42	-14.40%	-
Net Capital Turnover Ratio	Net Sales=Total Sales-Sales return	Working Capital=Current Assets-Current Liabilities	1.70	2.20	-22.78%	-
Net Profit Ratio	Net Profit	Net Sales= Total Sales-Sales Return	0.15	0.16	-7.86%	-
Return on Capital Employed	Earnings before interest and taxes	Capital Employed= Tangible Net Worth+ Total Debt + Deferred Tax Liability	0.15	0.17	-11.11%	-

Note No. 28: Capital Commitment:

(Rs. In Lacs)

Particulars	2022	2021
Capital Commitment	156.25	141.24

Note No. 29: Segment Reporting

I. Business Segments

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

II. Geographical Segments

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

Note No. 30: In the opinion of the Board, the current assets, loans and advances debtors & creditors have a value on realization in ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. However no confirmation has been obtained on the same.

Note No. 31: Amount due to small industries for more than Rs. 1.00 Lakh and due for more than 30 days is Rs. Nil.

Note No. 32: Previous year's figures have been regrouped and rearranged wherever considered necessary.

