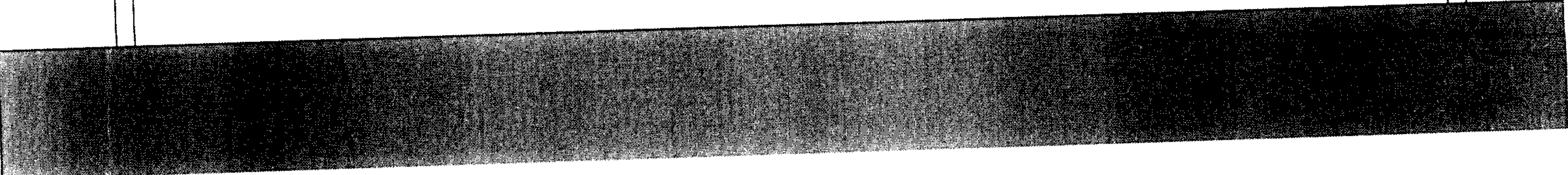




MORN MEDIA LIMITED
(Earlier known as Jagran Limited)

32nd Annual Report

2014-2015



MORN MEDIA LIMITED

(Earlier known as Jagran Limited)

CIN- L22121UP1983PLC006177

Regd. Office: 2, Sarvodaya Nagar Kanpur-208005

Tel: +91 512 2216161, e-mail- mornmedialimited@hotmail.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **MORN MEDIA LIMITED (Formerly known as Jagran Limited)** will be held on Monday, 28th September, 2015 at 1:00 P.M. at the Registered Office of the Company at 2, Sarvodaya Nagar, Kanpur-208 005 to transact the following business:

1. To consider and adopt the audited Balance Sheet as on 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any. M/s Rishabh & Co., Chartered Accountants, Kanpur the Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting being eligible have offered themselves for re-appointment, be and are hereby appointed as Statutory Auditors of the Company until the conclusion of the Annual General Meeting to be held in the year 2019, subject to the ratification by the shareholders in every Annual General Meeting of the Company.”

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies, Uttar Pradesh.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mrs. Rajni Gupta (holding DIN 00321030), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th March, 2015 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 161 and Section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Director of Company be and is hereby authorized to do all such acts, deeds and things necessary to execute this resolution.”

BY ORDER OF THE BOARD

PLACE: Kanpur
DATE: 29.05.2015

(PRAVEEN GUPTA)
DIRECTOR
DIN: 00303070

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.

Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate solution / authority as applicable, issued on behalf of the nominating organization.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto
3. Members are requested to bring their copies of annual report with them to the meeting.
4. The Register of Members and Share Transfer Books shall be closed from Monday, 21st September, 2015 to Monday, 28th September, 2015 (both days inclusive).
5. Members are requested to send in their queries at least a week in advance to the Company at its Registered Office to facilitate clarifications during the meeting.

Explanatory Statement pursuant to provisions of Section 102(2) of the Companies Act, 2013

Item No. 3:

Mrs. Rajni Gupta aged about 59 years. Mrs. Gupta has vast experience of 50 years in Accounts, Taxation, Secretarial and general administration work. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Bishnoi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

Pursuant to Section 161 of the Companies Act, 2013 Mrs. Rajni Gupta was appointed as an Additional Director and holds office upto this Annual General Meeting. A notice pursuant to Section 152 of the Companies Act, 2013 has been received from a member proposing Mrs. Rajni Gupta as a candidate for the office of Director of the Company. In the opinion of the Board, Mrs. Rajni Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Rajni Gupta as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. RajniGupta as a Director.

Except Mrs. Rajni Gupta, being an appointee, none of the Directors of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Notice received under Section 152 of the Companies Act,2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

DIRECTORS' REPORT

Dear Shareholders,

The Directors have the pleasure in presenting the 32nd Annual Report and Audited Accounts of the Company for the year ended on March 31, 2015.

FINANCIAL RESULTS:

The summarised financial performance of the Company for the financial year ended March 31, 2015 as

PARTICULARS	Year ended March 31, 2015	Year ended March 31, 2014
Other Income	23001	1026566
Total Expenditure	185606	20248
Profit Before Taxes (PBT)	(162605)	1006318
Less: Tax Expense (Net)	-	207974
Profit for the year (PAT)	(162605)	798344
Appropriation	-	-

compared to previous year was as under:

DIVIDEND:

Since the Company do not have any profit in the Company, therefore no dividend was recommended for the year under review.

OPERATIONS:

Your Company currently is not carrying any business activities.

FIXED DEPOSITS:

The Company has not accepted any deposit from public/shareholders in accordance with section 73 of the Companies Act, 2013 and, as such no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

CHANGE OF NAME AND OBJECT OF THE COMPANY:

The company has changed its name from Jagran Limited to Morn Media Limited pursuant to sub-section (1) and (2) of section 13 as well as section 4 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 with the approval of Central Government/ Registrar of Companies; the Certificate of Incorporation was issued by the ROC on 11th November, 2014.

Further, the Company seeing the future prospects the Company has also changed the object clause of the Company to bring in line with the name of the Company.

DETAILS OF DIRECTORS OR KMP'S APPOINTED AND RETIRED DURING THE YEAR:

Appointment/ Resignation of Directors:

The shareholders in 31st Annual General Meeting held on 19th September, 2014 have appointed Mr. Krishna Kumar Bishnoi, Mr. Praveen Kumar Gupta, Mr. Narendra Kumar Gupta and Mr. Anil Kothiwal as the Independent Directors of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year under review, Mrs. Rajni Gupta was appointed as an additional Director on the Board on 30th March, 2015, in compliance with provisions of Section 149.

Mr. Praveen Gupta was appointed as CEO and CFO of the Company on 30th March, 2015.

No other director(s) or KMP(s) has/have been appointed or retired or resigned during the financial year 2015.

ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Companies Act, 2013 stipulate the performance evaluation of all the Directors including Chairman, Board and its Committees. Considering the said provisions, the Company has devised the process and the criteria for the performance evaluation.

The Board uses the results of evaluation process to improve its effectiveness in the interest of the Company.

NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors duly met 9 times on the following dates during the year ended March 31, 2015:

29th May, 2014; 4th August, 2014; 19th August, 2014; 20th September, 2014; 29th September, 2014; 31st October, 2014; 17th December, 2014; 11 February, 2015 and 30th March, 2015.

PERFORMANCE & FINANCIAL POSITION OF EACH OF THE SUBSIDIARY, ASSOCIATES:

The Company does not have any subsidiary or associate Companies.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

The company would like to inform that no material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of Company and the date hereof.

RELATED PARTY CONTRACT AND ARRANGEMENT OF THE COMPANY:

The Company has not carried out any business during the year. There is no material related party transaction and therefore Form AOC-2 is not applicable.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the process or operation was observed.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments within the meaning of Section 186 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE:

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees has been attached as **ANNEXURE I** to this report. The following are the members of the Audit Committee:

1. Mr. Anil Kothiwali – Chairman
2. Mr. Krishna Kumar Bishnoi - Member
3. Mr. Praveen Kumar Gupta – Member

RISK MANAGEMENT POLICY AND IDENTIFICATION OF KEY RISKS:

The Company has formulated and put in place Risk Management Policy. In Board's view, there are no material risk which may threaten the existence of the Company.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

AUDIT COMMITTEE AND ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM:-

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by the regulatory requirements mandated by the Companies Act, 2013. The Audit Committee of the Board pursuant to Section 177(2) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 consist of 3 Directors with Independent Directors forming a majority. The following are the members of the Audit Committee:

1. Mr. Narendra Kumar Gupta- Chairman
2. Mr. Praveen Gupta- Member
3. Mr. Anil Kothiwali- Member

During the Financial Year 2014-2015 there was no complaint reported by any Director or employee of the company under this mechanism. Also, Company has no employees.

EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 in Form MGT-9 are set out in **Annexure II** to the Directors' Report.

AUDITORS & AUDITORS' REPORT:

(a) Statutory Auditors, Internal Auditor & Audit Report:

The term of present Auditors of the Company, M/s Rishabh & Co., Chartered Accountants, Kanpur expires at the conclusion of the ensuing Annual General Meeting. M/s Rishabh & Co., Chartered Accountants, Kanpur are eligible for re-appointment under section 139 of the Companies Act, 2013. The Board recommends the re-appointment.

There is no adverse comment in the Auditor's Report, needing explanation.

The Company has appointed Mr. Nikhil Gupta, as an Internal Auditor, during the year under review

(b) Secretarial Audit & Secretarial Audit Report:

Pursuant to Section 204 of the Companies Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Adesh Tandon & Associates, Practicing Company Secretary to conduct Secretarial Audit for the financial year 2014-2015. The Secretarial Audit Report for the financial year March 31, 2015 in Form MR-3 is set out in **Annexure III** to the Directors' Report.

The Secretarial Audit Report is self-explanatory and does not require any further comment of the Board.

DISCLOSURES:

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- No Issue of shares (including sweat equity shares) to employees of the Company under any scheme has been done.
- No non-compliance has been done which may cause threat to the existence of the Company.

SHARE CAPITAL:

During the year under review, the Company has increased the authorized share capital from Rs. 50,00,000 to Rs. 1,50,00,000 w.e.f. 20th October, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- b) the directors had 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 and loss of the company the year;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws.

CORPORATE GOVERNANCE:

A Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement is not applicable for the Company since the capital of the Company and the Net worth of the Company is below the threshold limit (Ref SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report on financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement is not applicable for the Company since the capital of the Company and the Net worth of the Company is below the threshold limit (Ref SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014).

LISTING INFORMATION:

The equity shares of the company are listed at The U.P. Stock Exchange Association Limited, Padam Towers, 14/113, Civil Lines, Kanpur and The Delhi Stock Exchange Association Limited, DSE House, 3/1, Asaf Ali Road, New Delhi. The Annual Listing fees to the stock exchanges have been paid.

PARTICULARS OF EMPLOYEES:

Reports under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2013 are not applicable as Company has no employees and also no remuneration or sitting fees are paid to any of the Directors of the Company.

COMMITTEE FOR PROTECTION AGAINST SEXUAL HARASSMENT AT WORK PLACE:

Since the Company does not have any employees therefore, has not framed any Committee for protection against Sexual Harassment at work place.

PARTICULARS FOR CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Conservation of Energy

Companies has no operations, however steps are continually taken to conserve energy in all possible ways.

Disclosure of Particulars with respect to conservation of energy in Form A to the Rules is not applicable as Company has no business.

b) Technology Absorption

Not applicable, as Company has no business

c) Foreign Exchange Earnings and Outgo

The details of earnings and outgo in foreign exchange are as under:

(Rs. in lakh)

	Year ended March 31, 2015	Year ended March 31, 2014
Foreign exchange earned	NIL	NIL
Foreign exchange outgo	NIL	NIL
Total	NIL	NIL

ORDER PASSED BY REGULATOR OR COURTS OR TRIBUNALS:

There are no order passed by the regulator or courts or tribunals impacting the going concern status and company's operations.

ACKNOWLEDGEMENT:

The Board place on record their appreciations of the whole hearted and sincere co-operation received by the Company during the year from the shareholders, bankers and various Government authorities at all levels.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAVEEN KUMAR GUPTA
DIRECTOR
DIN: 00303070

NARENDRA KUMAR GUPTA
DIRECTOR
DIN: 00177084

Place: Kanpur
Date: May 29, 2015

ANNEXURE-I

Nomination and Remuneration Committee

Preamble:

In terms of Section 178 of the Companies Act, 2013 this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated and approved by the Board of Directors. This policy shall act as a guideline for the Committee and shall regulate its working. The Nomination & Remuneration Committee shall determine the criteria of appointment and shall vest the authority to identify candidates for appointment and evaluate their performance. The Committee shall also deal with all elements of the remuneration package of all Whole-time Directors, Managing Directors and other Directors, KMP's, Senior Management and other employees.

Applicability:

This policy shall be effective and applicable from the Financial Year 2014-2015. This policy shall be applicable for appointment of Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company and other matters related thereto.

Guiding Principles for the Policy:

i. Composition:

The Nomination and Remuneration Committee shall consist of three or more non-executive directors, out of which at least one-half shall be independent director(s). The Committee shall consist of the following members:

S.No	Name	Category	Committee Designation
1.	Mr. Anil Kothiwala	Independent Director	Chairman
2.	Mr. Krishna Kumar Bishnoi	Independent Director	Member
3.	Mr. Praveen Kumar Gupta	Independent Director	Member

ii. Committee Meeting:

The Committee shall meet at such intervals as it deems fit to carry out the objectives set out in the Policy. A quorum of two members shall be required to be present for the proceedings to take place. The Committee members may attend the meeting physically or via permitted audio-visual mode, subject to the applicable provisions.

Objective and Functions:

The terms of reference and objectives governing the working of the Nomination and Remuneration Committee shall be as under:

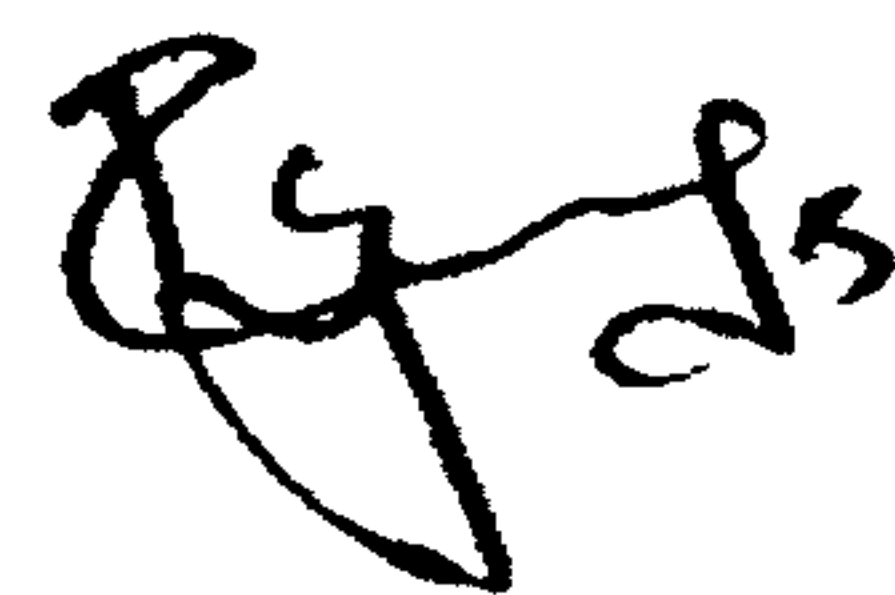
1. To identify persons who are qualified to become directors and who may be appointed in senior management, key managerial positions, in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To evaluate the performance of every Director as well as KMP's, Senior Management and other employee's.
3. To formulate the criteria for determining qualifications, positive attributes and independence for being appointed as a Director and also to identify person who are eligible for being appointed in KMP, Senior Management positions
4. To formulate and recommend to the Board a policy, relating to determination of remuneration for Directors, Key Managerial Personnel and other employees.
5. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/employees of the quality required to run the Company successfully;
6. To make certain that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
7. To assure the Board that the remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company, its goals and its financial position
8. To motivate talent and ensure long term sustainability of talented managerial persons/employees

9. To formulate the criteria for evaluation of Independent Directors and the Board.
10. To devise a policy on Board diversity.
11. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
12. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
13. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Amendment to the Policy:

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee may amend this Policy, as and when it deems fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

For and on behalf of the Board of Directors



Praveen Gupta
Director
DIN: 00303070

Date: 30/03/2015
Place: Kanpur

Adesh Tandon

FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date 29/05/2015

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2015

[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,
MORN MEDIA LIMITED
JAGRAN BUILDNG 2,
SARVODAY NAGAR, KANPUR,
UTTAR PRADESH, 208005.

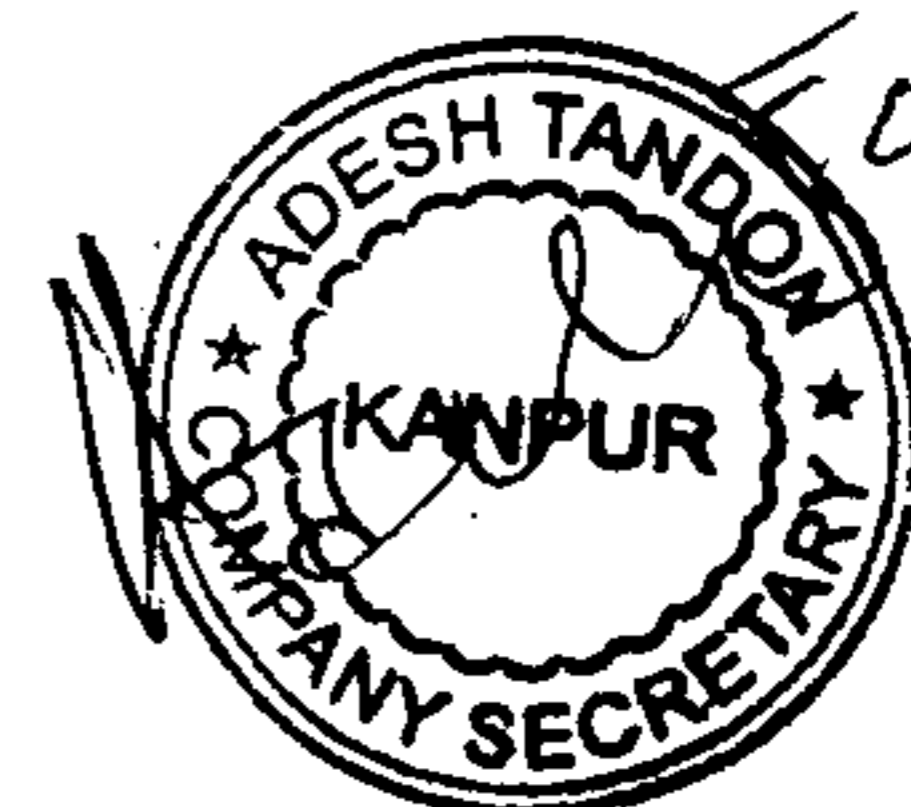
We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MORN MEDIA LIMITED** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by "the company" and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on March 31st, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.



We have examined the books, papers, minute books, forms and returns filed and other records maintained by **MORN MEDIA LIMITED** for the financial year ended on March 31st, 2015 according to the provisions of:

- i) The Companies Act, 2013 (The Act) and the Rules made there under ;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(Not applicable to the Company during the Audit Period).
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
(Not applicable to the Company during the Audit Period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(Not applicable To The Company during the Audit Period)



f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable To The Company during the Audit Period)**

I further report that, as per the management representation letter for Secretarial Audit, there is no specific law, applicable to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
(Secretarial Standards although notified are not applicable to the Company during the period under Audit)
- ii. The Listing Agreements entered into by the Company with Delhi Stock Exchange and U. P. Stock Exchange.

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

- a) Form is pending for filling regarding appointment of internal auditor, Appointment of secretarial auditor, Appointment of CEO, Appointment of CFO.
- b) Company is yet to appoint Company secretary and company is searching suitable candidate for the post.
- c) Company was listed with UPSE and DSE but both stock exchanges have become non-operational and the company has been referred to dissemination board and by virtue of circular No.



CIR/MRD/DSA/18/2014 Dated May22, 2014 of SEBI it becomes unlisted company. Therefore Company has neither given the news paper advertisement for the notice of the board meeting considering the quarterly financial results, nor published the quarterly financial results in the news paper and no advertisement was given in newspaper regarding closing of register of member and share transfer books.

However management had informed that they are taking steps to enlist the security with the recognized stock exchange.

We further report that:-

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

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

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

We further report that:-

Company is not doing any business. However there exist systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that during the audit period, there were no instances of:

- (i) Public Issue/Rights Issue/ Debentures/Sweat Equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Date: 29/05/2015

Place: Kanpur

Adesh Tandon & Associates
Company Secretaries

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES


Proprietor
C.P. No.: 1121

(Proprietor)
FCS No :2253

C P No :1121

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on

[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:-L22121UP1983PLC006177
- ii. Registration Date:19/07/1983
- iii. Name of the Company: MORN MEDIA LIMITED (EARLIER KNOWN AS JAGRAN LIMITED)
- iv. Category / Sub-Category of the Company: PUBLIC LIMITED COMPANY
- v. Address of the Registered office and contact details: JAGRAN BUILDING 2, SARVODAYA NAGAR, KANPUR, UTTAR PRADESH, INDIA, 208005
- vi. Whether listed company: YES(Shares were Listed in UPSE/DSE , which as per our information are Closed)
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: **N.A**
- viii. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	MEDIA (AT PRESENT NO BUSINESS)	N.A	N.A

ix. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1					

II. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of TotalEquity)

i. **Category-wise Share Holding**

ANNEXURE - II

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	296600	296600	59.32	-	296600	296600	59.32	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	159650	159650	31.93	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	14000	14000	2.80	(29.13)
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	456250	456250	91.25	-	310600	310600	62.12	(29.13)
(2) Foreign									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	456250	456250	91.25	-	310600	310600	62.12	(29.13)

