



# MORN MEDIA LIMITED

ANNUAL REPORT 2023-2024



Jagran

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Narendra Kumar Gupta  
Mr. Anil Kothiwala  
Mr. Pramod Kumar Nigam  
Mrs. Rajni Gupta

### **CHIEF EXECUTIVE OFFICER**

Mr. Pawan Bansal

### **CHIEF FINANCIAL OFFICER**

Mr. Shyam Kumar Gupta

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Ravina Soni

### **AUDIT COMMITTEE**

Mr. Narendra Kumar Gupta, Chairman  
Mr. Pramod Kumar Nigam, Member  
Mr. Anil Kothiwala, Member

### **NOMINATION & REMUNERATION COMMITTEE**

Mr. Pramod Kumar Nigam, Chairman  
Mr. Anil Kothiwala, Member  
Mr. Narendra Kumar Gupta, Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Pramod Kumar Nigam, Chairman  
Mr. Anil Kothiwala, Member  
Mr. Narendra Kumar Gupta, Member

### **REGISTRAR & SHARE TRANSFER AGENTS**

Alankit Assignments Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-110055  
Tel: 011-42541234

### **STATUTORY AUDITORS**

P.L. Tandon & Co., Chartered Accountants,  
Westcott Building, Mahatma Gandhi Road,  
P.O. Box No. 113, Kanpur-208001,  
Uttar Pradesh, India

### **SECRETARIAL AUDITORS**

Adesh Tandon & Associates,  
811, 8<sup>th</sup> Floor, Kan Chambers,  
14/113, Civil Lines, Kanpur-208001,  
Uttar Pradesh, India

### **REGISTERED OFFICE OF THE COMPANY**

Jagran Building, 2, Sarvodaya Nagar,  
Kanpur-208005, Uttar Pradesh, India

## **MORN MEDIA LIMITED**

**CIN- L22121UP1983PLC006177**

**Regd. Office:** Jagran Building, 2, Sarvodaya Nagar Kanpur-208005

**Tel:** +91 512 2216161, **E-mail:** [mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com)

**Website:** [www.mornmedia.com](http://www.mornmedia.com)

**NOTICE** is hereby given that the **41<sup>st</sup> Annual General Meeting** of the Members of **MORN MEDIA LIMITED**, CIN: L22121UP1983PLC006177 will be held on **Monday, September 09, 2024** at **01:30 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon as an **Ordinary Resolution**.
2. To appoint a Director in place of **Mrs. Rajni Gupta (DIN: 00321030)**, who retires by rotation, and being eligible, offers herself for re-appointment and in this regard the following resolution shall be passed with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Rajni Gupta (DIN: 00321030), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, **Kamal Kumar Jain (DIN- 00251071)**, who is eligible for appointment and consents for the same, is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Place: Kanpur**

**Date: August 09, 2024**

**By Order of the Board**

**For Morn Media Limited**

**Pramod Kumar Nigam**

**Director**

**DIN: 07575887**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the businesses under Item No. 3 of the accompanying Notice is annexed hereto. The relevant details of Directors seeking appointment / re-appointment at this Annual General Meeting (“the Meeting” / “the AGM”) as required under Regulations 36(3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), are also annexed herewith as Annexure-A.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 and General Circular No. 2/2022 dated May 05, 2022, 20/2020 and General Circular No. 20/2020 dated May 5, 2020, and after due examination, allowed the companies whose AGMs are due in the year 2024, to conduct their AGMs on or before 30/09/2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dt. 05/05/2022 and other relevant circulars (“MCA Circulars”) read with the pertinent circulars issued by the Securities and Exchange Board of India (“SEBI”, such circulars “SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 41<sup>st</sup> Annual General Meeting of the Company (“41<sup>st</sup> AGM”) is being conducted through VC/OAVM Facility, which does not require physical presence of Shareholders at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Company has appointed Central Depository Services (India) Limited (CDSL) to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the 41<sup>st</sup> AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the 41<sup>st</sup> AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories / DP”). Members may note that the Notice of the 41<sup>st</sup> AGM along with the Annual Report for the financial year 2023-24 will also be available on the Company’s corporate website [www.mornmedia.com](http://www.mornmedia.com) and also on the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited [www.msei.in](http://www.msei.in). The Notice of the 41<sup>st</sup> AGM will also be available at the website of Central Depository Services (India) Limited (CDSL), (“Depositories / DP”) at [www.evotingindia.com](http://www.evotingindia.com).
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Register of members and share transfer books of the Company will remain closed from Tuesday, September 03, 2024 to Monday, September 09, 2024 (both days inclusive) for the purpose of the 41<sup>st</sup> AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with Alankit Assignments Limited ("RTA") at [rta@alankit.com](mailto:rta@alankit.com) to receive copies of the Annual Report 2023-24 in electronic mode.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:-**

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Access through Depositories CDSL e-Voting system in case of Individual shareholders holding shares in demat mode. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
4. The voting period begins on Thursday September 05, 2024 (9:00 A.M. IST) and ends on Sunday September 08, 2024 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 02, 2024 may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
5. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**Step 1:** Access through Depositories/DPs CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**Step 1: Access through Depositories/DPs CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(i) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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 &amp; voting during the meeting.</p>

**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 above mentioned 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
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022-2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e- voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
<b>Dividend Bank Details Or</b>	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.

**Date of Birth  
(DOB)**

- 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.

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

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the Morn Media Limited on which you choose to vote.

(vii) 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.

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

(ix) 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.

(x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 [mornmedialimited@hotmail.com](mailto:mornmedialimited@hotmail.com) or [rta@alankit.com](mailto:rta@alankit.com).
2. For Demat Shareholders - Please update your e-mail id and mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat Shareholders- Please update your e-mail id and mobile no. with your respective Depository Participants (DP) which is mandatory while e-Voting and joining virtual meetings through CDSL.**

**General Guidelines for shareholders**

- a. Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.

- b. **Corporate/Institutional Members** (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer, Mr. Adesh Tandon (Membership No. F2253 and CP No. 1121), Practicing Company Secretary, at E-mail ID: [adesh.tandon11@gmail.com](mailto:adesh.tandon11@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVSN NO."
- c. The results shall be declared within two working days from the conclusion of the 41<sup>st</sup> AGM and the resolutions will be deemed to be passed on the date of the 41<sup>st</sup> AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- d. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. Metropolitan Stock Exchange of India Limited (MSEI), in accordance with the provisions of the Act. The result will also be displayed on the Company's corporate website i.e. [www.mornmedia.com](http://www.mornmedia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com)
- e. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33
- f. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

## Explanatory Statements

As required under Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 3 of the accompanying Notice:

**The Members are hereby informed that as the second and final term of 5 consecutive years of Mr. Anil Kothiwala and Mr. Narendra Kumar Gupta, Independent Directors of the Company is completing at the conclusion of the ensuing 41<sup>th</sup> Annual General Meeting of the Company. Consequently, the appointment of Mr. Kamal Kumar Jain is proposed in place of the above retiring Independent Directors.**

### **Item No. 03: Appointment of Mr. Kamal Kumar Jain (DIN- 00251071) as an Independent Director of the Company.**

Based on the recommendation of the NRC, the Board of Directors proposes the appointment of Mr. Kamal Kumar Jain (DIN-00251071; age- 69 years) as a Non-Executive Independent Director, for a term of five (5) years from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the calendar year 2029, or the expiry of five (5) years, whichever is earlier.

Mr. Kamal Kumar Jain has expressed his willingness for appointment and has also given the declaration that he is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and a declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The brief profile of Mr. Kamal Kumar Jain is as under:

Mr. Kamal Kumar Jain (69 years) is a distinguished real estate expert with over 40 years of industry experience, is set to join the board as an independent director. At 70, his profound insights and strategic vision will significantly enhance our governance and decision-making processes.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions, the appointment of Mr. Jain as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 02 of the Notice, which the Board recommends.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolutions.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in **Annexure-A** to the Notice.

**Disclosure relating to Directors pursuant to Regulations 36(3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings:**

Name of Director	Mrs. Rajni Gupta	Mr. Kamal Kumar Jain
DIN	00321030	00251071
Date of Birth	December 26, 1956	September 06, 1955
Age	67 Years	69 Years
Date of first appointment	March 30, 2015	-
Area of Expertise	Experience in Media Industry and General Administration	Experience in real estate business and General Administration
Qualification	Graduate	Graduate
Relationship with Directors and Key Managerial Personnel	None	None
Remuneration last drawn (per annum) (in Rs. /-)	Nil	NA
Shareholding in the Company	10,000 shares	Nil
No. of Board meetings attended during FY 2023-24	1 out of 4	NA
Directorships / partnerships in other bodies corporate in India	None	<ul style="list-style-type: none"> <li>• TPI Undercarriage Private Limited</li> <li>• Padam Kumar Jain (real estate) private limited</li> <li>• The Upper India Chamber of Commerce</li> <li>• Manush distributors Ltd.</li> <li>• SPFL real estate Private Limited</li> <li>• Skyline Nirman Private Limited</li> </ul>
Chairman / Member of the Committee of the Board of Directors of the Company	None	None
Chairman / Member of the committee of other Public Limited Companies in which he / she is a Director	None	None