

SE/LODR/AGM/FY2018-19
September 4, 2019

E-FILING

To,

1. THE MANAGER CORPORATE RELATIONSHIP DEPT.,
BSE LIMITED,
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI - 400 001

2. THE MANAGER, LISTING DEPARTMENT,
NATIONAL STOCK EXCHANGE OF INDIA LTD.,
"EXCHANGE PLAZA", C-1, BLOCK - 'G',
BANDRA-KURLA COMPLEX, BANDRA (E),
MUMBAI - 400 051

SCRIP CODE : 526725

NSE SYMBOL : SANDESH (EQ.)

Sub. : Annual Report for Financial Year 2018-19 alongwith the Notice convening 76th Annual General Meeting and Closure of Register of Members and Share Transfer book of the Company

Dear Sir/Madam,

This is to inform you that the 76th Annual General Meeting (AGM) of the Company will be held on Monday, September 30, 2019, at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, to transact the businesses as set forth in the Notice convening the AGM.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company for the Financial Year 2018-19 alongwith the Notice convening 76th Annual General Meeting (AGM), which is being dispatched / sent to the members by the permitted mode(s).

The aforesaid Annual Report alongwith the Notice convening 76th AGM is also available on the website of the Company i.e. www.sandesh.com.

Pursuant to Regulation 42 of SEBI Listing Regulations and Section 91 of the Companies Act 2013, read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Book of the Company will remain closed from Friday, September 20, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of AGM.

Further, a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on the cut-off date i.e. September 20, 2019, shall be entitled to avail the facility of remote e-voting or voting at AGM through ballot paper.

Yours faithfully,

For, **THE SANDESH LIMITED**



DHAVAL PANDYA
Company Secretary & Compliance Officer



Encl: As above

THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.
PHONE : (079) 40004319, 40004175, FAX NO. 91-079-40004242. E-mail : secretarial@sandesh.com, cs@sandesh.com
VISIT US : WWW.SANDESH.COM

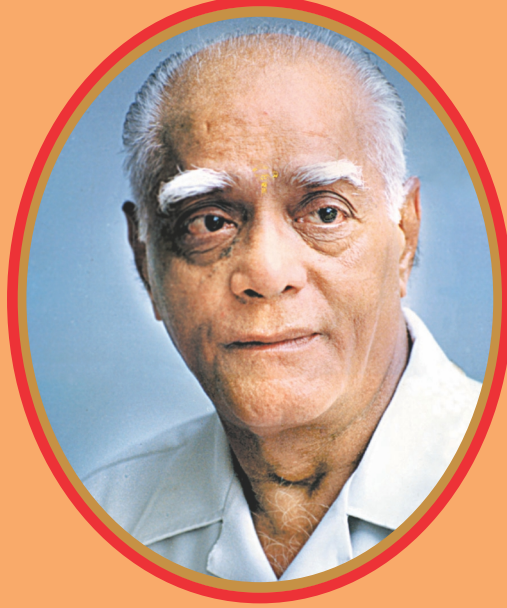
THE SANDESH LIMITED

NEWS PAPER | TV CHANNEL
DIGITAL | OUTDOOR

Sandesh
shaping tomorrow

2018-19
Annual Report

Late Shri Chimanbhai Patel
(1918 - 1995)



विहाय कामान्यः सर्वान्पुमांश्चरति निस्पृहः।
निर्भ्रमो निरङ्कारः स शान्तिमधिगच्छति॥

श्रीमद् भगवद्गीता (२-७१)

He who abandons all desires
and acts free from longing, without
any sense of mineness or
egotism he attains peace.

Dr. Radhakrishnan



About Us

The best way to predict change is to create it. For over 94 years the Sandesh Group has been creating change with powerful ideas.

Starting its journey in 1923, today Sandesh is Gujarat's largest and most influential media house. It has been redefining journalism with equanimity and courage and has been plotting the path for others to follow. Today this heritage and expertise represents the irrepressible spirit and definitive voice of journalism. The Sandesh Limited has been ushering change with its powerful presence across the media spectrum including print, broadcast, digital, activations and outdoor solutions.

A strong foothold across the Media landscape

Sandesh Newspaper:

Published from Gujarat & Maharashtra, Sandesh is the largest Gujarati media company with 7 editions across Gujarat and Mumbai. Every day Sandesh delivers a tradition that is a unique synthesis of views, information and upright journalism. Every story is infused with unparalleled authenticity and neutrality, empowering readers with the most knowledgeable and analytical news coverage.

Sandesh Television:

The region's fastest growing 24x7 Gujarati News Channel, Sandesh News reaches out to the most affluent and powerful Gujarati Audience. As news breakers we identify facts, get after the truth and deliver the inside stories from events, wherever they occur. Armed with a team of over 100 reporters across the country and state-of-the-art technology, we are a fiercely independent media house, who dives in, goes that extra mile and gets results.

Sandesh Digital:

The powerful ethos of Sandesh in the Print & TV landscape, is now creating ripples in the digital domain. Harnessing its power as the future of communication, we are leaping ahead by expanding and connecting our digital community to information in real time. We are among the first to launch a Gujarati news App in India, and have an expanding digital presence of over 7-8 million followers across all platforms.

Magazine and Weekly Publication:

Sandesh has been enriching the lives of its readers with publications that directly address the issues related to them. "Agro Sandesh" and "Stree" are stellar examples being published and circulated across Gujarat. They respectively provide relevant and enriching content to the farmers and women in Gujarat so that they can take informed decisions for themselves and lead more empowered lives.

Out Of Home (OOH) media solutions:

Sandesh's Out Of Home (OOH) media solutions in the name of "Spotlight", focuses on innovatively and effectively enhancing the brand message by going beyond just grabbing eyeballs, and creating a lasting buzz around the brand.



Sandesh.com

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76th ANNUAL REPORT (FINANCIAL YEAR 2018-2019)

BOARD OF DIRECTORS:

| | |
|-------------------------|--------------------------------|
| Mr. Falgunbhai C. Patel | (Chairman & Managing Director) |
| Mr. Parthiv F. Patel | (Managing Director) |
| Mrs. Pannaben F. Patel | (Director) |
| Mr. Yogeshbhai Jani | (Whole Time Director) |
| Mr. Mukeshbhai Patel | (Independent Director) |
| Mr. Sudhirbhai Nanavati | (Independent Director) |
| Mr. Shreyasbhai Pandya | (Independent Director) |
| Mr. Sandeepbhai Singhi | (Independent Director) |

CHIEF FINANCIAL OFFICER:

Mr. Sanjay Kumar Tandon

COMPANY SECRETARY:

Mr. Dhaval Pandya

CORPORATE IDENTIFICATION NUMBER:

CIN: L22121GJ1943PLC000183

WEBSITE OF THE COMPANY:

www.sandesh.com

STATUTORY AUDITORS:

S G D G & Associates LLP
Chartered Accountants

SECRETARIAL AUDITORS:

M/s. Jignesh A. Maniar & Associates,
Practicing Company Secretaries

REGISTERED OFFICE OF THE COMPANY:

THE SANDESH LIMITED
'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)
Telephone No. (079) 40004000
Fax No.: (079) 40004242
Email ID: investorsgrievance@sandesh.com

REGISTRAR & TRANSFER AGENT:

MCS Share Transfer Agent Limited
having its regional office at
201, Shatdal Complex, 2nd Floor,
Ashram Road, Ahmedabad-380009 (Gujarat-India)
Telephone No. (079) 26580461/62/63 Fax No. (079) 26581296
Email ID: mcssta@rediffmail.com, mcsahmd@gmail.com

BANKERS:

Yes Bank Limited

76th ANNUAL GENERAL MEETING

: Date :

Monday, the 30th day of September, 2019

: Venue :

Gujarat Law Society Auditorium, G.L.S. College Campus,
Opp. Law Garden, Ellisbridge, Ahmedabad -380006 (Gujarat).

: Time :

10:00 a.m.

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NOTICE

NOTICE is hereby given that the 76th ANNUAL GENERAL MEETING of the Members of "THE SANDESH LIMITED" (CIN: L22121GJ1943PLC000183) will be held on Monday, the 30th day of September, 2019 at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India), to transact the following businesses:

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of Auditors thereon, and in this regard, pass the following resolutions as Ordinary Resolutions:
 - (a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."
 - (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."

2. Confirmation of the Interim Dividend of ₹ 5/- (Rupees Five Only) for every equity share of the Face Value of ₹ 10/- each, already paid to the Shareholders of the Company, as a Final Dividend for the Financial Year 2018-19

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

"RESOLVED THAT the interim dividend of ₹ 5/- (Rupees Five only) for every Equity Share of the Face Value of ₹ 10/- each, paid to the Shareholders for the Financial Year ended March 31, 2019, as per the Resolution passed by the Board of Directors at their Meeting held on February 13, 2019, be and is hereby noted and confirmed as final dividend for the Financial Year 2018-19."

3. Appointment of a Director in place of Mr. Parthiv F. Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment:

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Parthiv F. Patel (DIN: 00050211), who retires by rotation at this Meeting and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:**4. Re-appointment of Mr. Yogesh Jani (DIN:06495782) as Whole Time Director of the Company, liable to retire by rotation:**

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

"RESOLVED THAT pursuant to the provisions of sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act" for short) (including any statutory modifications or re-enactments thereof, for the time being in force), the applicable provisions of the Articles of Association of the Company and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and approval of the Board of Directors of the Company, Mr. Yogesh Jani (DIN:06495782) who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, be and is hereby re-appointed as the Whole Time Director of the Company for a period of five (5) years with effect from August 11, 2020, on such remuneration (including commission), as recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors of the Company, which shall be within the overall limits prescribed under the provisions of the Act from time to time, out of the profits of the Company of the respective financial year as calculated under the applicable provisions of sections 197 and 198 of the Act in any financial year and on such other terms and conditions, benefits and perquisites, as set out in the explanatory statement attached to this Notice and incorporated in the draft agreement proposed to be entered into between the Company and Mr. Yogesh Jani with an authority to the Board of Directors to finalize and execute it;

RESOLVED FURTHER THAT Mr. Yogesh Jani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into with him;

RESOLVED FURTHER THAT the Board (term 'Board' referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorized to vary or modify the terms and conditions, remuneration, benefits and perquisites payable and made available to Mr. Yogesh Jani;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration or maximum remuneration payable as per the limits set out in Schedule V of the Act, unless otherwise determined by the Board; and

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any Director or to any employee of the Company to give effect to the aforesaid resolution."

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 28, 2019
Place : Ahmedabad

By Order of the Board of Directors,
For, THE SANDESH LIMITED

Dhaval Pandya
COMPANY SECRETARY

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to section 102 of the Companies Act, 2013, ("the Act") relating to special business under Item No. 4 to be transacted at the Annual General Meeting ("AGM") is annexed providing the relevant details, pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting ("AGM"). The said Director has furnished necessary consent/declarations for his appointment/re-appointment.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself/herself and a Proxy need not be a Member of the Company.
3. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 Hours before the commencement of the AGM. Proxies submitted on behalf of the companies/bodies corporate, etc., must be supported by an appropriate resolution/authority together with specimen signature, as applicable.
4. As per the provisions of section 105 of the Act and relevant Rules made thereunder, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member will be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
6. Corporate Members intending to authorize its representatives to attend the AGM are requested to submit the Company at its Registered Office, a certified true copy of the Board Resolution or authorization document authorizing its representatives to attend and vote on their behalf at the AGM.
7. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, viz. MCS Share Transfer Agent Limited (RTA), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and quote their DP ID No./Client ID No. or folio number in all their correspondence. Members may also refer to guidance note on dematerialisation of shares available on the website of the Company: www.sandesh.com

9. 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 in electronic form and to RTA in case the shares are held in physical form.
10. The businesses set out in the Notice of this AGM will be transacted through electronic voting system. The Company is providing facility for voting by electronic means. Instructions and other information regarding e-voting are given in this Notice under Note No. 28. The Company will also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.
11. Copies of all documents referred to in the Notice are available for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the AGM of the Company.
12. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, September 20, 2019 to Monday, September 30, 2019, (both days inclusive).
13. Unpaid/unclaimed dividends and shares in respect of which dividend had remained unpaid/unclaimed:
 - a. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 - b. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2010-11 from time to time, to the IEPF established by the Central Government. The Company has also uploaded the details of unpaid/unclaimed dividends lying with the Company as on September 28, 2018 (date of the previous AGM) on the website of the Company (www.sandesh.com). The said details have also been uploaded on the website of IEPF Authority (www.iepf.gov.in).
 - c. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during Financial Year 2018-19, transferred to IEPF Authority all shares in respect of which dividend had remained unpaid/unclaimed for seven (07) consecutive years or more. Details of shares transferred to IEPF Authority are available on the website of the Company (www.sandesh.com). The said details have also been uploaded on the website of IEPF Authority (www.iepf.gov.in).
 - d. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on the website www.iepf.gov.in. For more details, please refer to corporate governance report which is a part of Annual Report.
12. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least ten (10) days in advance of the AGM, to enable the Company to keep the information ready.
13. Members are requested to (a) bring their attendance slip along with copy of the Annual Report for the meeting, (b) send to their depository participant, ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any (this is to avoid fraudulent encashment of dividend warrants), (c) note that all correspondence relating to share transfers, transmission, change of address, duplicate share certificate and related matters may be addressed to the Registrar and Transfer Agents of the Company, viz. MCS Share Transfer Agent Limited (RTA), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and (d) quote their DP ID No. /Client ID No. or folio number in all their correspondence.
14. In case of joint holders attending AGM, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: www.sandesh.com.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA of the Company, for consolidation into a single folio. The consolidated share certificate will be issued to such Members after making requisite changes.
17. Annual Report for Financial Year 2018-19 along with the Notice of AGM, attendance slip and proxy form is being sent by electronic mode to all the members who have registered their email ids with the depository / RTA unless any Member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2018-19 along with the Notice of AGM, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.sandesh.com and at www.evotingindia.com for download. Physical copies of Annual Report 2018-19 along with the Notice of AGM, attendance slip and proxy form can also be obtained from the Company's

Registered Office. For any communication, the Members may also send requests to the email address of the Company viz. cs@sandesh.com or investorsgrievance@sandesh.com.

18. Pursuant to section 101 of the Act and the Rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective depository participant and the Company's RTA (in case of physical shares) and make this initiative a success.
19. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the Registrar and RTA for physical shares.
20. 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 under section 189 the Act will be available for inspection at AGM.
21. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA/the Company.
22. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode at free of cost.
23. The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium/venue of AGM.
24. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
25. In terms of the provisions of Section 152 of the Act, Mr. Parthiv F. Patel, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company re-commend his re-appointment.
26. Mr. Parthiv F. Patel is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to his re-appointment. Mr. Falgunbhai C. Patel and Mrs. Pannaben F. Patel, Directors, being related to Mr. Parthiv F. Patel may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice.
27. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of:
 - (a) Change in their Residential Status on return to India for the purpose of permanent settlement, alongwith PAN details,
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with Pin Code number, if not provided earlier.

28. VOTING THROUGH ELECTRONIC MEANS:

- a) The businesses as set out in the Notice of AGM may be transacted through electronic voting system. In compliance with provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and amendments thereof, SS-2 Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically.
- b) The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the Members to cast their votes from a place other than venue of AGM (Remote e-voting). The facility for voting shall be made available at AGM through polling paper and the Members attending AGM who have not casted their vote by e-voting shall be able to exercise their right at AGM. Please note that the voting through electronic means is optional for the Members of the Company.
- c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on the cut-off date (stated hereinafter), shall be entitled to avail the facility of e-voting or voting at AGM. Persons who are not the Members of the Company as on the cut-off date should treat this Notice for information purpose only.
- d) The Notice will be displayed on the website of the Company i.e. www.sandesh.com and on the website of CDSL i.e. www.evotingindia.com.
- e) A Member can opt for only one mode of voting i.e. either through e-voting or voting at AGM. Members who have casted their vote by e-voting prior to the AGM may also attend AGM, but shall not be entitled to cast their vote again. If a Member casts votes by both modes, then voting done through e-voting shall prevail.

- f) Members whose names appear in the Register of Members or in the List of Beneficial Owners prior to commencement of the Book Closure Date are entitled to vote on the Resolutions set forth in the Notice of AGM. Eligible Members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach the Company for issuance of the USER ID and Password for exercising their right to vote by electronic means.
- g) Members of the Company are requested to follow the instructions below to cast their votes through e-voting:
- (i) The e-voting period begins at 09:00 A.M. on Friday September 27, 2019 and ends at 05:00 P.M. on Sunday, September 29, 2019. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

| | |
|---|---|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned on the cover page of Annual Report. Members who have received the Annual Report by e-mail and who have not updated their PAN with the Company/Depository Participant are requested to contact the Company's RTA – MCS Share Transfer Agent Limited at 079- 26580461/62/63 or email at mcsahmd@gmail.com / mcsstaahmd@gmail.com . |
| 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. 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 (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSU) for "THE SANDESH LIMITED" on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting for e-voting available for all mobile users. Shareholders may log in to m-Voting using their e voting credentials to vote for the Company Resolution(s). Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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, user would be able to link the accounts(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- Contact details of E-voting Agency: Central Depository Services (India) Limited (CDSL)
 - Email id: helpdesk.evoting@cdslindia.com,
 - Phone number: 1800-22-5533
- h) The Company has appointed M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad (C.P. No.: 6996) & F.C.S. No.: 3468), to act as the Scrutinizer for conducting the voting at AGM and e-voting process in a fair and transparent manner.
- i) The Scrutinizer shall after the conclusion of voting at AGM including e-voting, will first count the votes cast at the AGM and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than forty eight (48) hours of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j) The results declared along with the Scrutinizer's report, will be posted on the website of the Company (www.sandesh.com) and on the website of CDSL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.
- k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. Monday, September 30, 2019.

Registered Office:
 "Sandesh Bhavan", Lad Society Road,
 B/h. Vastrapur Gam, P. O. Bodakdev,
 Ahmedabad-380054
 Date : May 28, 2019
 Place : Ahmedabad

By Order of the Board of Directors,
For, THE SANDESH LIMITED

Dhaval Pandya
 COMPANY SECRETARY

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting:

ITEM NO. 4

Mr. Yogesh Jani was appointed by the Board of Directors as an Additional Director of the Company w.e.f. August 11, 2015 and was appointed as Whole Time Director of the Company, liable to retire by rotation, in accordance with the relevant provisions of the Companies Act, 2013 (the Act, for short) read with Schedule V of the Act, in the AGM held on September 30, 2015, for a for a period of five (5) years with effect from August 11, 2015. Accordingly, Mr. Yogesh Jani will complete his present term on August 10, 2020.

Further, Mr. Yogesh Jani will also attain the age of 70 years as on September 18, 2020.

Mr. Yogesh Jani has a vast experience of over 39 years in the field of media industry which includes rich experience in the matters of administration, human resource, production, machinery erection, land acquisition, establishment of printing press facilities and its upgradation, purchase, stores and circulation.

Keeping in view Mr. Yogesh Jani's vast experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company throughout his tenure, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as a Whole Time Director of the Company for a period of five years with effect from for a period of five (5) years with effect from August 11, 2020.

In terms of the provisions of Section 196(3)(a) of the Act and the Rules made thereunder, no Company shall appoint or continue the employment of any person as Managing Director, Whole Time Director or Manager who has attained the age of 70 without passing a special resolution.

Hence, it is proposed to seek the approval of the Members by the way of special resolution for the appointment of Mr. Yogesh Jani as a Whole Time Director, liable to retire by rotation, in terms of the applicable provisions of the Act.

Mr. Yogesh Jani shall be entitled to remuneration by way of salary, perquisites, other allowances, commission etc. as may be determined by the Board, within the overall limits prescribed under the provisions of the Act. The remuneration and other terms of appointment of Mr. Yogesh Jani has been recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors as under:

a) Salary

The remuneration payable to Mr. Yogesh Jani, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Yogesh Jani, if the Company has no profits or its profits are inadequate, then Mr. Yogesh Jani will be paid in accordance with the provisions of Schedule V of the Act. Within the aforesaid ceiling, the remuneration payable to Mr. Yogesh Jani shall be as follows:

In the scale of Rs 6 Lakhs (Rupees Six Lakhs) to ₹ 10 Lakhs (Rupees Ten Lakhs) per annum with authority to the Board of Directors to fix the salary within the scale from time to time.

b) Perquisites and allowances:

Perquisites and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per Income Tax Rules, wherever applicable. The amount of perquisites as may be payable to Mr. Yogesh Jani may be decided and varied by the Board of Directors or the Nomination and Remuneration Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of salary, perquisites and other benefits paid to Mr. Yogesh Jani as Whole-Time Director shall not exceed the limits stipulated in the Act.

c) Powers & Responsibilities:

Mr. Yogesh Jani will exercise such powers and duties as may be entrusted by the Board of Directors from time to time.

d) Minimum Remuneration:

Notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure as a Whole Time Director, the Company has no profits or has inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the resolution as a minimum remuneration to the Whole Time Director subject to the limits as prescribed under Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time.

Further, the terms and conditions of the appointment and the remuneration given herein may be fixed, amended, modified, altered, varied and increased from time to time by the Board, at its sole discretion as they deem fit, so as not to exceed the overall limits as prescribed under the applicable provisions of the Act.

Mr. Yogesh Jani is holding 438 equity shares of ₹ 10/- each of the Company.

Mr. Yogesh Jani has given his consent to act as a Director of the Company. Mr. Yogesh Jani is eligible for appointment as a Director of the Company pursuant to provisions of the Act and is not disqualified from being appointed as a Director in terms of section 164 of the Act.

Disclosure required pursuant to provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings of Institute of Company Secretaries of India is set out as the Annexure to this Notice.

The above explanatory statement sets out an abstract of material terms and conditions of the appointment and hence the same may be treated as an abstract of memorandum of interest in accordance with Section 190 of the Act.

Mr. Yogesh Jani is interested in the resolution set out at Item No. 4 of the Notice.

The relatives of Mr. Yogesh Jani may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution.

Mr. Yogesh Jani is not related to any of the Directors and the Key Managerial Personnel of the Company.

The above explanatory statement sets out an abstract of material terms and conditions of the appointment and hence the same may be treated as an abstract of memorandum of interest in accordance with Section 190 of the Act.

The Board recommends the Resolutions set forth in Item No. 4 for approval by the Members of the Company by way of a Special Resolution.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 28, 2019
Place : Ahmedabad

By Order of the Board of Directors,
For, THE SANDESH LIMITED

Dhaval Pandya
COMPANY SECRETARY

ANNEXURE

PARTICULARS OF THE DIRECTOR/S SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARDS ON GENERAL MEETINGS OF INSTITUTE OF COMPANY SECRETARIES OF INDIA:

(A) A brief resume of Mr. Parthiv F. Patel, who retires by rotation and is eligible for re-appointment, at the ensuing Annual General Meeting:

| Name | Mr. Parthiv F. Patel |
|---|--|
| Director Identification No. | DIN 00050211 |
| Date of Birth | July 26, 1982 |
| Age | 37 years |
| Date of Original Appointment | March 14, 2002 |
| Brief resume, qualification, experience and nature of expertise in specific functional areas | Mr. Parthiv F. Patel is the Managing Director of the Company. He has pursued B. A. with Business finance from United Kingdom. He has been associated with the Company for more than 15 years. He was appointed as Director of the Company in the year 2002 and has been handling the management and control of the organization, remarkably since then. He has gained a rich experience in the field of management of newspaper, journals and magazines besides investments, finance, treasury and general administrative functions of the Company. He shoulders the whole gamut of new projects & up-gradation of all departments of the Company. Under his dynamic leadership and industrious nature, the Company is the proud owner of latest technology in printing with zero-error. He also is the champion of all new projects of the Company, which is on a very promising upward trajectory. |
| Terms and conditions of appointment / re-appointment | In terms of Section 152 of the Companies Act, 2013, Mr. Parthiv F. Patel is liable to retire by rotation and being eligible offers himself for re-appointment. |
| Name of the other listed entities along with | Directorship in Listed Entities: NIL |
| Other Companies in which the person holds the directorship as on March 31, 2019 | Directorship in other companies: 4 <ul style="list-style-type: none"> • Autumnleaf Estates Private Limited • Satlon Enterprise Private Limited • Sandesh Digital Private Limited • Satyesh Brinechem Private Limited |
| Membership / Chairperson of other Board Committees as on March 31, 2019 | NIL |
| Disclosure of relationships between directors inter-se | Mr. Parthiv F. Patel is the son of Mr. Falgunbhai C. Patel, the Chairman and Managing Director and Ms. Pannaben F Patel, the Director of the Company. Except the aforesaid none of the other Directors, Manager or Key Managerial Personnel is related to Mr. Parthiv F. Patel. |
| Shareholding in the company | 9,95,400 equity shares of Face Value ₹ 10/- each |
| Last salary drawn (for FY 2018-19) | Rs 72.20 Lacs |
| The number of Meetings of the Board attended during FY 2018-19 | 4 (Four) |

(B) A brief resume of Mr. Yogesh Jani being re-appointed as Whole Time Director, at the ensuing Annual General Meeting:

| | |
|---|--|
| Name | Mr. Yogesh Jani |
| Director Identification No. | DIN 06495782 |
| Date of Birth | September 18, 1950 |
| Age | 69 Years old |
| Date of Original appointment | August 11, 2015 |
| Brief resume, qualification, experience and nature of expertise in specific functional areas | Qualification: Bachelor of Commerce Mr. Yogesh Jani, has a vast experience of over 39 years in the fields of the news paper industry which includes rich experience in the matters of excise, administration, human resource, land acquisition, production, machinery erection, establishment of printing press facilities and its upgradation, purchase, stores, circulation, Government liasoning, etc. He also takes keen interest in social activities. |
| Terms and conditions of appointment / re-appointment | As mentioned in the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Yogesh Jani is proposed to be re-appointed as an Whole Time Director of the Company |
| Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2019 | Directorship in Listed Entities: Nil Directorship in other companies: Nil |
| Membership/Chairmanship of Committees of other Boards as on March 31, 2019 | Nil |
| Disclosure of relation-ships between directors inter-se | None of the Directors, Manager or Key Managerial Personnel is related to Mr. Yogesh Jani |
| Shareholding in the company | 438 equity shares of Face Value ₹ 10/- each |
| Last salary drawn (for FY 2018-19) | Rs 8.60 lacs |
| Number of Meetings of the Board attended during the F.Y. 2017-18 | 2 (Two) |

Registered Office:
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B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 28, 2019
Place : Ahmedabad

By Order of the Board of Directors,
For, THE SANDESH LIMITED

Dhaval Pandya
COMPANY SECRETARY

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:

Venue of AGM: Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India)

Land Mark: Opposite 'Law Garden'



BOARD'S REPORT

To the Members,

The Sandesh Limited

The Directors have pleasure in presenting the 76th Annual Report and the Audited Standalone and Consolidated Financial Statement for the Financial Year (F.Y.) ended March 31, 2019. Consolidated performance of the Company and its subsidiary has been referred to wherever required.

1. Financial Highlights:

(₹ In Lacs)

| Particulars | Standalone | | Consolidated | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| Revenue from Operations | 41687.95 | 37480.07 | 41895.69 | 37732.88 |
| Other Income | 1975.37 | 1377.44 | 1990.94 | 1383.15 |
| Total Revenue | 43663.32 | 38857.51 | 43886.63 | 39116.03 |
| Expenditure | 32992.61 | 25699.58 | 33105.01 | 25810.91 |
| EBIDTA | 10670.71 | 13157.93 | 10781.62 | 13305.12 |
| EBIDTA Margin | 24.44% | 33.86% | 24.57% | 34.01% |
| Finance Cost | 41.36 | 40.25 | 41.37 | 40.31 |
| Depreciation & Amortisation | 885.50 | 850.50 | 885.50 | 850.50 |
| Total Expenditure | 33919.47 | 26590.33 | 34031.88 | 26701.72 |
| Exceptional Item | -18.86 | 29.71 | -18.86 | 29.71 |
| Profit Before Tax | 9724.99 | 12296.89 | 9919.91 | 12647.13 |
| Provision for Current Tax, Deferred Tax & Other Tax Expenses | 3413.64 | 4324.78 | 3439.03 | 4362.95 |
| Profit After Tax | 6311.35 | 7972.11 | 6480.88 | 8284.18 |
| PAT Margin | 14.45% | 20.52% | 14.77% | 21.18% |
| Dividend as % of Paid –up share Capital | 50% | 50% | N.A. | N.A. |

2. Review of Operations and the state of the Company's affairs:

During the year under review on Standalone basis, the income from operations has increased by 11.23% from ₹ 37480.07 Lacs in F.Y. 2017-18 to ₹ 41687.95 Lacs in F.Y. 2018-19.

The Company has prepared the Financial Statements in Accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) notified under section 133 of the Companies Act, 2013 ("the Act").

3. Material changes affecting the financial position of the Company:

No material changes and commitments have occurred after the close of the financial year till the date of this Report, which affect the financial position of the Company. Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

4. Dividend:

The Directors, in their meeting held on February 13, 2019, declared an Interim Dividend at the rate of 50% i.e. ₹ 5/- per Equity Share of Face Value of ₹ 10/- each, during the Financial Year ended March 31, 2019. The interim dividend payment had an outflow of ₹ 456.27 Lacs including Dividend Distribution Tax. The Directors did not recommend a final dividend for F.Y. 2018-19 and further recommended the resolution to be placed before the members for their approval in the ensuing Annual General Meeting (AGM), for confirmation of interim Dividend, declared and paid at the rate of 50% i.e. ₹ 5/- per Equity Share of Face Value of ₹ 10/- each, as a Final Dividend for the F.Y. 2018-19.

5. Transfer to Reserves:

The Board of Directors of the Company does not propose to transfer any amount to the Reserves for the year under review.

6. Directors' Responsibility Statement:

The Company's Directors make the following statement pursuant to Section 134(3)(c) and 134(5) of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- In the preparation of the annual accounts, the applicable accounting standards have been followed to the extent applicable to the Company and there are no material departures;

- b) 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 of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

6. Board Meetings, Board of Directors, Key Managerial Personnel & Committees of Directors:

a) Board meetings:

The Board of Directors of the Company met four times during the Financial Year 2018-19. For the details of the Board Meetings kindly refer the relevant section of the Corporate Governance Report annexed with this Report.

b) Appointment & Re-appointment of Directors:

Pursuant to provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mr. Pathiv F. Patel (DIN 00050211) retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company.

The Directors recommend the resolution relating to the re-appointment of Mr. Parthiv F. Patel (who is liable to retire by rotation), as Director of the Company. Pursuant to the provisions of Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings, the requisite details of Mr. Parthiv F. Patel are furnished in the Explanatory Statement to the Notice of the AGM.

Further the term of Mr. Yogesh Jani as Whole Time Director expires on August 10, 2020. Considering his vast experience in the field of newspaper industry and continuous association with the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, proposes the re-appointment of Whole Time Director for the further period of 5 (five) years commencing from August 11, 2020. Mr. Yogesh Jani will attain the age of 70 years on September 18, 2020 and pursuant to the provisions of Section 196(3)(a) of the Companies Act and the Rules made thereunder, the appointment of a person who has attained the age of 70 years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. The Board therefore recommends the passing of resolution for re-appointment of Mr. Yogesh Jani, as Whole Time Director of the Company, by way of special resolution. The requisite details of Mr. Yogesh Jani are furnished in the Explanatory Statement to the Notice of the AGM.

c) Independent Directors:

The provisions of Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations provides for the definition of Independent Director. The following are the Independent Directors of the Company:

| | | |
|----|-------------------------|----------------|
| a) | Mr. Mukeshbhai Patel | (DIN 00053892) |
| b) | Mr. Sandeepbhai Singhi | (DIN 01211070) |
| c) | Mr. Shreyasbhai Pandya | (DIN 00050244) |
| d) | Mr. Sudhirbhai Nanavati | (DIN 00050236) |

The Company has received necessary declaration from each Independent Director of the Company under the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company. The Board of Directors have taken on record the declarations of the Independent Directors, after undertaking due assessment of the veracity of the same.

d) Familiarization Program for Independent Directors:

In compliance with the requirements of the Listing Regulations, the Independent Directors have been familiarized about the Company by the functional heads of various departments of the Company which includes detailed presentations on the vision and mission of the Company, its operations, business plans, technologies and also future outlook of the entire industry. Details of familiarization programs extended to the Independent Directors are also disclosed on the Company website from time to time at: <http://sandsesh.com/ir/Details-of-familiarization-programmes.pdf>.

e) Resignation, Cessations and Changes in Directors and Key Managerial Personnel:

None of the Directors and Key Managerial Personnel of the Company has resigned during the financial year under review. The members of the Company at the 75th AGM held on September 28, 2018 re-appointed the following Independent Directors, for the second term of 5 (five) years with effect from April 1, 2019:

| | | |
|----|-------------------------|----------------|
| a) | Mr. Mukeshbhai Patel | (DIN 00053892) |
| b) | Mr. Sandeepbhai Singhi | (DIN 01211070) |
| c) | Mr. Shreyasbhai Pandya | (DIN 00050244) |
| d) | Mr. Sudhirbhai Nanavati | (DIN 00050236) |

Further, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. Pursuant to the provisions of Listing Regulations the Company has received a certificate to that effect, issued by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries and the same forms the part of Corporate Governance Report.

f) Details of remuneration to directors:

The information relating to remuneration of the Directors as required under the provisions of Section 197(12) of the Act, is given in Annexure A annexed with this report.

g) Board Committees:

The Company has constituted the following Committees of the Board of Directors:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Corporate Social Responsibility Committee;
4. Nomination and Remuneration Committee; and
5. Executive Committee

The Corporate Governance Report contains the details of the composition of each of the above Committees, their respective role and responsibilities.

h) Nomination and Remuneration Policy:

In terms of the of Section 178(3) and 178(4) of the Act and Regulation 19(4) read with Part D of Schedule II of the Listing Regulations, the Directors of the Company have, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for appointment and remuneration of directors, key managerial personnel and senior management. The salient features of the policy are provided in the Corporate Governance Report. The said policy is also available on the website of the Company at: <http://sandsesh.com/ir/Nomination-Remuneration-Policy.pdf>.

i) Annual Performance evaluation by the Board:

Pursuant to the provisions of the Act read with Rules made thereunder and as provided in Schedule IV to the Act and applicable regulations of Listing Regulations, the Nomination and Remuneration Committee has carried out an annual evaluation of the performance of the Board and its Committees and of the Directors individually and the findings were thereafter shared with the Board Members as well as the Chairman of the Company.

In terms of the provisions of Regulation 17(10) of the Listing Regulations, the Board has carried out an evaluation of the performance of the Independent Directors without the presence of the Director being evaluated and evaluation of the fulfillment of the independence criteria as specified in the Act and the Listing Regulations and their independence from the Management. The Independent Directors have also evaluated the performance of the Chairman and other non-independent Directors. The Directors express their satisfaction with the evaluation process and the manner in which the evaluation was carried out has been explained in the Corporate Governance Report forming part of this Report.

j) Subsidiary Company, joint ventures and associate companies:

The Company has one wholly-owned subsidiary and one associate company as on March 31, 2019. There are no joint venture companies during the Financial Year under review. There has been no material change in the nature of the business of the Subsidiary and the Associate Company. Pursuant to provisions of Section 129(3) of the Act, read with applicable rules of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's Subsidiary and Associate Company in Form AOC-1 is attached to the Board Report of the Company as Annexure-A.

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company including consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary company, are available on the website of the Company.

The Company Secretary will make these documents available for inspection at the Registered Office of the Company during working hours up to date of ensuing AGM, upon receipt of a request from any Member of the Company interested in obtaining the same.

The Company has framed a policy for determining material subsidiaries, which has been posted on the Company's website at the following link: http://sandesh.com/ir/Policy_Material-Subsidiary.pdf.

Highlights of performance of subsidiary and associate company and their contribution to the overall performance of the Company during the period under review:

The performance and business highlights of the subsidiary and associate company of the Company during the Financial Year 2018-19 are as mentioned hereunder:

Sandesh Digital Private Limited ('SDPL', Wholly-owned Subsidiary company):

SDPL is into the digital media business and recorded a total income of ₹ 231.06 Lacs and EBIDTA Profit of ₹ 111.13 Lacs for the Financial Year under review. The subsidiary is engaged in aggregating and providing news, videos and advertisements on multiple digital platforms.

Applewoods Estate Private Limited ('AEPL', Associate Company):

AEPL is into the real estate development business and recorded a total income of ₹ 13007.27 Lacs and EBIDTA Profit of ₹ 5492.70 Lacs for the Financial Year under review. The core business of AEPL is development of real estate projects and it is developing Applewoods Township situated at Ahmedabad which consists of residential apartments, villas, and commercial shops and offices.

7. Corporate Governance:

A Report on Corporate Governance along with a certificate regarding the compliance of conditions of corporate governance, issued by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, as stipulated under Schedule V of the Listing Regulations, forms a part of this Annual Report.

8. Audit Committee and its Recommendations:

The Audit Committee has been constituted in accordance with the provisions of the Act and the Rules made thereunder and also in compliance with the provisions of Listing Regulations and more details on the Committee are provided in the Report on Corporate Governance. During the financial year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors of the Company. The Composition of the Audit Committee is as described in the Report on Corporate Governance.

9. Auditors and Audit Reports:

a) Statutory Auditors:

At the 75th AGM held on September 28, 2018 the Members approved appointment of M/s. S G D G Associates & LLP, (Firm Registration No. W100188 LLPIN: AAI-3248), Chartered Accountants as Statutory Auditors of the Company, in place of retiring Auditors M/s. Manubhai Shah & LLP (Firm Registration No. 106041W / W100136 LLPIN: AAG-0878), Chartered Accountants, to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 80th AGM.

M/s. S G D G Associates & LLP, have consented to their appointment as Statutory Auditors and have confirmed that their appointment will be in accordance with provisions of Section 139 and 141 of the Act read with the rules made thereunder.

The Members may note that the requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the AGM.

b) Auditors' Report:

The notes of the financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditors' Report for the Financial Year 2018-19 does not contain any qualification, reservation or adverse remarks. The Statutory Auditors, M/s. S G D G Associates & LLP, have not reported any incident of fraud to the Audit Committee of the Company in the Financial Year under review. Further, the Directors have reviewed the Auditor's Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

c) Secretarial Audit Report:

Secretarial Audit Report in Form MR-3 pursuant to the provisions of Section 204 of the Act read with applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Secretarial Audit Report pursuant to the provisions of Regulation 24A of the Listing Regulations for the Financial Year ended on March 31, 2019, issued by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad are annexed as Annexure B and Annexure C, respectively, to this Report. The members may note that there are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in their reports. The Board has reviewed the Secretarial Auditor Reports and the observations and comments, appearing in the said Reports are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

10. Cost Records:

The Company is not required to comply with the requirements of maintaining the cost records, specified by the Central Government, under provisions of Section 148(1) of the Act and accordingly no such records are made or maintained by the Company.

11. Human resource initiatives and industrial relations:

The Company treats its employees as most valuable assets as it knows that without good employees the best of the business plans and ideas will fail. In today's dynamic and continuously changing business world, it is the human assets and not the fixed or tangible assets that differentiate an organization from its competitors. Improving employee efficiency and performance has always been the top most priority for the Company. The Company also aims to align human resource practices with its business goals. The performance management system enables a holistic approach to the issue of managing performance and does not limit to only an appraisal. The total number of employees on the rolls of the Company is 493 on March 31, 2019.

11. Particulars of Employees:

The information required pursuant to the provisions of section 197 (12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as Annexure D to this Report.

12. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow:

The particulars as prescribed under section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in Annexure E to this report.

13. Management Discussion and Analysis Report & Cautionary Statement:

A detailed chapter on 'Management Discussion and Analysis' pursuant to the Regulation 34 of Listing Regulations, is annexed and forms part of this Annual Report. The statements in this Annual Report, especially those with respect to Management Discussion and Analysis, describing the objectives of the Company, expectations, estimates and projections, may constitute 'forward looking statements' within the meaning of applicable law. Actual results might differ though the expectations, estimates and projections are based on reasonable assumptions. The details and information used in the said report have been taken from publicly available sources. Any discrepancies in the details or information are incidental and unintentional. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of date. The discussion and analysis as provided in the said report should be read in conjunction with the Company's financial statements included herein and the notes thereto.

14. Corporate Social Responsibility Initiatives:

The Company has constituted a Corporate Social Responsibility Committee. The Committee is constituted to manage and overview the Corporate Social Responsibility programs of the Company. The Corporate Social Responsibility Policy as approved by the Board is available at the website of the Company at the link: <http://sandsesh.com/ir/CSR-Policy.pdf>. The Annual Report on Corporate Social Responsibility activities is annexed herewith as Annexure F.

15. Insider Trading Regulations:

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and the amendments thereof, the Company has formulated a "Code of Conduct for Prevention of Insider Trading" and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" for regulating, monitoring and reporting of trading in shares of the Company by the Promoters, Designated Persons, Key Managerial Personnel, Directors, Employees, Connected Persons and Insiders of the Company. The said codes are in accordance with the said Regulations and are also available on the website of the Company. The Company has also adopted the Policy for the determination of Legitimate Purposes as a part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information.

16. Borrowing:

No borrowings were made by the Company during the year under review.

17. Credit Rating:

For the Financial Year 2018-19 under review, the credit rating agency "Credit Analysis and Research Limited" has granted rating of CARE AA (Double A) assigned to the long term bank facilities. Further, it has granted the CARE A1+ (A one Plus) rating assigned to short term facilities.

18. Insurance:

All the significant properties and insurable interest of the Company, including buildings, plant and machineries and stocks are insured.

19. Risk Management:

The Board of Directors of the Company has framed and adopted a policy on Risk Management of the Company. The Company has identified various risks and also has mitigation plans for each risk identified and it has a comprehensive Risk Management system which ensures that all risks are timely defined and mitigated in accordance with the Risk Management Policy. The Company is not required to statutorily constitute the Risk Management Committee.

20. Internal Control Systems and adequacy of Internal Financial Controls:

The Company has an adequate system of the internal controls to ensure that all its assets are protected against loss from unauthorized use or disposition and further that those transactions are authorised, promptly recorded and reported correctly. The Company has implemented an effective framework for Internal Financial Controls in terms of the provisions stipulated under the explanation to section 134(5)(e) of the Act 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. The Board is of the opinion that the Company has an effective Internal Financial Controls which is commensurate with the size and scale of the business operations of the Company for the Financial Year under review. Adequate internal financial controls with respect to financial statements are in place. The Company has documented policies and guidelines for this purpose. Its Internal Control System has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

The internal audit and the management review supplement the process implementation of effective internal control. The Audit Committee of the Board deals with accounting matters, financial reporting and internal controls and regularly interacts with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. No reportable material weakness in the design or implementation was observed during the financial year under review.

21. Vigil Mechanism and Whistle Blower Policy:

The Board has approved and established a Vigil Mechanism and Whistle Blower Policy for the Directors and employees of the Company to report their genuine concerns and its details are explained in the Corporate Governance Report. The Company's Vigil Mechanism and Whistle Blower Policy entitle its Directors and employees to also report the instances of leak or suspected leak of Unpublished Price Sensitive Information. The aforesaid Policy is also available on the website of the Company.

22. Code of Conduct:

The Directors have laid down the Code of Conduct for all Board Members and the members of the senior management of the Company. The said Code is also placed on the website of the Company. All Board Members and the members of the senior management of the Company have affirmed compliance with the said Code for the financial year under review. The Certificate from the Chairman & Managing Director affirming compliance of the said Code by all the Board Members and the members of senior management of the Company, to whom the Code is applicable, is attached to the Corporate Governance Report.

23. Extract of Annual Return:

Pursuant to the provisions of section 92(3) of the Act, the extract of the Annual Return (MGT-9) is annexed herewith as Annexure G as a part of this Report.

24. Litigation:

There was no material litigation outstanding as on March 31, 2019 and the details of pending litigation including tax matters are disclosed in the Financial Statements.

25. Particulars of Loans, Guarantees and Investments u/s 186 of the Companies Act:

The particulars of loans and guarantees given and the investments made under the provisions of section 186 of the Act are given separately in the Financial Statements of the Company read with the Notes to Accounts which may be read in conjunction with this Report.

26. Particulars of contracts or arrangements with related parties referred to in section 188(1) in the prescribed form:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and were placed before the Audit Committee and also the Board for their review and approval. As there were no material related party transactions entered into by the Company with the related parties during the financial year under review, the requirement of disclosing the details of the related party transactions under section 134(3)(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable to the Company.

In line with the provisions of the Act and Listing Regulations, the Company has formulated a Related Party Transactions Policy for determining materiality of Related Party Transactions and also the manner for dealing with Related Party Transactions. The Related Party Transactions Policy is uploaded on the Company's website and can be accessed at: <http://sandesh.com/ir/RPT-Policy.pdf>. The Company has maintained a register under section 189 of the Act and particulars of Related Party Transactions are entered in the Register, whenever applicable. Further, pursuant to the Listing Regulations, Related Party disclosures in compliance with the applicable Accounting Standards have been given in the Notes to the Financial Statements. Disclosure of the transactions of the Company with the person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results have also been given in the Notes to the Financial Statements.

27. Listing Fees:

The Company confirms that it has paid the annual listing fees for the Financial Year 2019-20 to BSE Limited and National Stock Exchange of India Limited.

28. Other Statutory Disclosures:**a) Public Deposits (Deposit from the public falling within the ambit of section 73 of the Act and the Rules made thereof):**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the financial statements.

b) Issue of equity shares with differential rights as to dividend, voting or otherwise:

The Authorised Share Capital of the Company is ₹ 15 Crore comprising of 1,50,00,000 equity shares of ₹ 10/- each. The paid up equity share capital of the Company as on March 31, 2019 was ₹ 756.94 Lacs comprising of 75,69,421 equity shares of ₹ 10/- each. During the Financial Year under review, the Company has not issued shares with or without differential voting rights as to dividend, voting or otherwise.

c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme:

The Company has not issued any shares including sweat equity shares to any of the employees of the Company under any scheme during the Financial Year under review.

d) Neither the Managing Director(s) nor the Whole-time Director of the Company receive any remuneration or commission from its subsidiary:

No Remuneration or Commission was paid to the Managing Director(s) / Whole Time Director from the subsidiary of the Company for the Financial Year under review. Hence, there is no disclosure required as to the receipt of the remuneration or commission by the Managing Director(s)/ Whole Time Director from the subsidiary of the Company.

e) Transfer of Amounts to Investor Education and Protection Fund:

During the year under review the Unpaid / Unclaimed Dividend for the Financial Year 2010-11 amounting to ₹ 2,94,184/-, became due and was transferred to the Investor Education and Protection Fund in compliance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended. For further details kindly refer the relevant section of Corporate Governance Report.

f) Details of significant and material orders passed by the Regulators / Courts / Tribunals impacting the going concern status and the Company's operations in future:

During the year under review, there were no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

g) Disclosure under section 67(3) of the Companies Act, 2013:

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. No disclosure is required under section 67(3)(c) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said section are not applicable during the period under review.

h) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA):

The Company has in place a Policy for prevention of Sexual Harassment at the workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All the employees of the Company are covered under the said policy. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. For the summary of sexual harassment complaints received and disposed during the year under review, kindly refer the relevant section of Corporate Governance Report.

29. Acknowledgment:

The Directors place on record their sincere appreciation of all the employees of the Company for their valuable contribution and dedicated service. The Directors express their sincere thanks to the esteemed readers, viewers and customers of the Company for their continued patronage. The Directors also immensely thank all the shareholders, bankers, investors, agents, business associates, service providers, vendors and all other stakeholders for their continued and consistent support to the Company during the Financial Year.

For and on behalf of the Board of Directors,

Falgunbhai C. Patel

Chairman & Managing Director
(DIN 00050174)

Date : May 28, 2019

Place : Ahmedabad

Encl.: Annexure A to Annexure G

ANNEXURE A TO THE BOARD'S REPORT
Form AOC-I

(Pursuant to first proviso of section 129(3) read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each Subsidiary to be presented with amount in ₹ in Lacs)

| 1 | Sl. No.: | 1 |
|----|--|---------------------------------|
| 2 | Name of the subsidiary: | SANDESH DIGITAL PRIVATE LIMITED |
| 3 | Reporting period for the subsidiary concerned, if different from the holding Company's reporting period: | N.A. |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | N.A. |
| 5 | Share capital: | 1 |
| 6 | Reserves & surplus: | 274.37 |
| 7 | Total assets: | 291.15 |
| 8 | Total Liabilities: | 15.78 |
| 9 | Investments: | 240.77 |
| 10 | Turnover: | 231.06 |
| 11 | Profit before taxation: | 111.13 |
| 12 | Provision for taxation: | 25.59 |
| 13 | Profit after taxation: | 85.54 |
| 14 | Proposed Dividend: | -- |
| 15 | Percentage of shareholding: | 100% |

Part "B"
Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of Associates | APPLEWOODS ESTATE PRIVATE LIMITED |
|---|---|
| 1. Latest audited Balance Sheet Date | 31st March, 2019 |
| 2. Shares of Associate held by the company on the year end | |
| No. | Class A Equity Share: 261789 Class B Equity Share: 189937 |
| Amount of Investment in Associates or Joint Venture (₹ In Lacs) | 23262.52 |
| Extend of Holding (in percentage) | 21.45% |
| 3. Description of how there is significant influence | As holding in associate is more than 20%, there exists significance influence |
| 4. Reason why the associate/joint venture is not consolidated | N.A. |
| 5. Net worth attributable to shareholding as per latest audited Balance Sheet (₹ In Lacs) | 12074.06 |
| 6. Profit or Loss for the year (₹ In Lacs) | 391.70 |
| i. Considered in Consolidation (₹ In Lacs) | 84.02 |
| ii. Not Considered in Consolidation (₹ In Lacs) | 307.68 |

Notes:

- There is/are no other subsidiary/ies or associate/s which is/are yet to commence operations.
- There is/are no subsidiary/ries or associate/s which have been liquidated or sold during the year.

Falgunbhai C. Patel
Chairman & Managing Director
(DIN 00050174)

Parthiv F. Patel
Managing Director
(DIN 00050211)

Place : Ahmedabad
Date : May 28, 2019

Dhaval Pandya
Company Secretary

Sanjay Kumar Tandon
Chief Financial Officer

ANNEXURE B TO THE BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

(For the Financial Year ended March 31, 2019)

[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,

THE SANDESH LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 ('Audit Period') according to the 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 (*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 and amendments thereof;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not applicable as the Company has not issued any further share capital during the Audit Period*);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (*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 as the Company did not issue and listed any debt securities and any other such securities 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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review*);
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*Not applicable to the Company during the Audit Period*); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not applicable to the Company during the Audit Period*);
- vi. The following laws are applicable specifically to the Company and we 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, and according to the information and explanations provided by the management of the Company, the Company has complied with:
 - a) The Press & Registration of Books Act, 1867 and Rules made thereunder;
 - b) The Delivery of Books and Newspapers (Public Libraries) Act, 1954 and Rules made thereunder;
 - c) The Working Journalists and Other Newspaper Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955 and Rules made thereunder;
 - d) Uplinking / downlinking policy / guidelines issued by Ministry of Information and Broadcasting;

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1), General Meetings (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India.

- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereof.
- iii. The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

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

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 usually 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.

All decisions at Board Meetings and Committee Meetings of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 during the Audit Period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For, Jignesh A. Maniar & Associates
Company Secretaries
(C.P. No. : 6996)

Jignesh A. Maniar
(F.C.S. No. : 3468)
Proprietor

Date : May 1, 2019
Place : Ahmedabad

Note: This report is to be read with our letter of even date which is annexed as 'Annexure - A' and forms an integral part of this report.

'ANNEXURE - A'

To
The Members,
THE SANDESH LIMITED

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

1. The Management of the Company is responsible for maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial Compliance.
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 and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, Jignesh A. Maniar & Associates
Company Secretaries
(C.P. No. : 6996)

Jignesh A. Maniar
(F.C.S. No. : 3468)
Proprietor

Date : May 1, 2019
Place : Ahmedabad

**SECRETARIAL COMPLIANCE REPORT
OF THE SANDESH LIMITED FOR THE YEAR ENDED ON 31ST MARCH, 2019**

To,

The Sandesh Limited

Sandesh Bhavan, Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad - 380054

We, Jignesh A. Maniar & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **The Sandesh Limited ("the listed entity")**,
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019 ("Review Period")** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amendment thereof;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable for the period under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amendment thereof;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable for the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable for the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable for the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable for the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above applicable Regulations and circulars/guidelines issued thereunder, and therefore none of the matters require disclosure in the below mentioned table.

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|----------------|---|------------|---|
| Not applicable | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) No actions were taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|----------------|-----------------|----------------------|--|--|
| Not applicable | | | | |

- (d) This being the first reporting period since the notification of the requirement to submit this report, reporting on the Actions taken by the listed Entity to comply with the Observations / Remarks made in the previous reports does not arise.

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| Not applicable | | | | |

For, Jignesh A. Maniar & Associates

Company Secretaries
(C.P. No. : 6996)

Jignesh A. Maniar

(F.C.S. No. : 3468)

Proprietor

Date : May 1, 2019
Place : Ahmedabad

ANNEXURE D TO THE BOARD'S REPORT

REMUNERATION DETAILS

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. **The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

| Name of the Director | Ratio of each Director to the median remuneration of the employee |
|-------------------------|---|
| Mr. Falgunbhai C. Patel | 115.41 |
| Mr. Parthiv F. Patel | 121.23 |
| Mr. Yogesh Jani | 2.38 |

2. **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2018-19:**

| Name of the Director, Chief Financial Officer and the Company Secretary | % increase in the remuneration in the financial year |
|---|--|
| Mr. Falgunbhai C. Patel (Director) | (32.67%) |
| Mr. Parthiv F. Patel (Director) | (31.61%) |
| Mr. Yogesh Jani (Director) | 9.39% |
| Mr. Sanjay Kumar Tandon (Chief Financial Officer) | 13.63% |
| Mr. Dhaval Pandya (Company Secretary) | 23.66% |

3. **The percentage increase in the median remuneration of employees in the financial year:** 2.76%
4. **The number of permanent employees on the rolls of Company:** 493
5. **Average percentile increase 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:**
- Average increase in remuneration of employees excluding KMPs: 14.37%
 - Average increase in remuneration of KMPs: (30.47%)
 - Increase in salary of KMP is decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.
6. **Affirmation that the remuneration is as per the Remuneration Policy of the Company:** It is confirmed that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors,

Falgunbhai C. Patel
Chairman & Managing Director
(DIN 00050174)

Date : May 28, 2019
Place : Ahmedabad

ANNEXURE E TO THE BOARD'S REPORT

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:

A. CONSERVATION OF ENERGY

- 1) **Steps taken or impact on conservation of energy:** Though the operations of the Company are not energy intensive, efforts are made for conservation of energy on an on-going basis. The Company is not using DG set but uses alternate power lines if Mains fail. The Company has installed capacitor banks and filters for improvement in power factor. Other energy conservation measures taken during the financial year under review includes using of LED type illuminants in majority and highly efficient screw compressor. Further, the machineries are kept in power off mode during the non productive hours.
- 2) **Steps taken for utilization of alternate sources of energy:** The Company has already commenced use of LED lights to reduce energy consumption. Further, the Company has installed high efficiency lighting fixtures and old high power consumption light fittings have been replaced by low power consumption light fittings.
- 3) **Capital Investment on energy conservation equipments:** The Company is under process of installing Plant for generating Solar Energy in the premises of the Registered Office of the Company, which will help to produce 278 Kilowatt peak power, and thereby ensuring effective energy conservation. This will entail an investment of ₹ 96.74 Lacs.

B. TECHNOLOGY ABSORPTION

- 1) Efforts made towards technology absorption : Not Applicable
- 2) Benefits derived : Not Applicable
- 3) Details of technology imported in last three years : Not Applicable
 - a. Details of technology imported : Not Applicable
 - b. Year of import : Not Applicable
 - c. Whether the technology been fully absorbed : Not Applicable
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : Not Applicable
- 4) Expenditure incurred on Research and Development : Not Applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the Financial Year under review, the foreign exchange earnings were Nil and foreign exchange outgo were ₹ 7385.67 Lacs.

For and on behalf of the Board of Directors,

Date : May 28, 2019
Place : Ahmedabad

Falgunbhai C. Patel
Chairman & Managing Director
(DIN 00050174)

ANNEXURE F TO THE BOARD'S REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Clause (o) of Sub-section (3) of Section 134 of the Companies Act, 2013
 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Board of Directors (the 'Board' for short) of the Company has adopted a CSR policy which lays down the guidelines and mechanism for undertaking various programs for the development of the Society. The Policy also indicates the activities to be undertaken by the Company within the broad framework of Schedule VII to the Act, as in force and as amended from time to time which includes promotion of education, providing preventive healthcare & sanitation, creating livelihoods for community, supporting the community in times of natural calamities, providing monetary support to the deserving students etc.

The CSR policy is available on the Company's website at the following web-link: <http://sandesh.com/ir/CSR Policy.pdf>

2. The Composition of the CSR Committee:

| Name | Designation |
|--------------------------|-------------------------------|
| 1 Mr. Falgunbhai Patel | Chairman |
| 2 Mrs. Pannaben Patel | Member |
| 3 Mr. Mukeshbhai Patel | Member (Independent Director) |
| 4 Mr. Shreyasbhai Pandya | Member (Independent Director) |

3. Average net profit of the company for last three financial years: ₹ 11548.26 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

The Company is required to spend ₹ 230.96 Lacs towards CSR activities.

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: ₹ 110 Lacs
- Amount unspent, if any: ₹ 120.96 Lacs
- Manner in which the amount spent during the financial year is detailed below:

| Sr. No. | CSR Project or activity identified | Sector in which the project is covered | Projects or programs (A) Local Area or other (B) Specify the state and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise (in Lacs) | Amount spent on the projects or programs sub-heads: (A) Direct expenditure on projects or programs (B) Overheads (in Lacs) | Cumulative expenditure upto the reporting period (in Lacs) | Amount spent: Direct or through implementing agency: |
|--------------|---|---|---|---|--|--|--|
| 1 | For benefit of Armed forces veterans | For benefit of armed forces veterans, war widows and their dependents | Gandhinagar, Gujarat | 10.00 | 10.00 | 10.00 | Direct |
| 2 | Charusat Healthcare and Research Foundation | Promoting healthcare including preventive healthcare | Anand, Gujarat | 100.00 | 100.00 | 110.00 | Direct |
| Total | | | | 110.00 | 110.00 | 110.00 | |

6. The Company's CSR initiatives are on the focus areas and thereby benefitting the Community at large. The Company has earmarked the funds in line with its Policy as well as prescribed CSR Expenditure. The CSR activities are scalable with few new initiatives that are yet to be considered and for this reason, during the year under review, the Company's spend on CSR activities has been less than the limits prescribed under the Companies Act, 2013.
7. CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

Place : Ahmedabad
Date : May 28, 2019

Falgunbhai C. Patel
Chairman of CSR Committee
(DIN 00050174)

Parthiv F. Patel
Managing Director
(DIN 00050211)

**ANNEXURE G TO THE BOARD'S REPORT
FORM NO. MGT-9**

EXTRACT OF ANNUAL RETRUN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

**[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 | : | L22121GJ1943PLC000183 |
| ii) | Registration Date | : | MARCH 11, 1943 |
| iii) | Name of the Company | : | THE SANDESH LIMITED |
| iv) | Category/Sub-Category of the Company | : | Public Limited Company having Share Capital |
| v) | Address of the Registered Office and Contact details | : | THE SANDESH LIMITED "SANDESH BHAVAN", LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD – 380054 (GUJARAT) Phone No.: +91-079-40004000 Email ID: cs@sandesh.com , investorsgrievance@sandesh.com Website: www.sandesh.com |
| vi) | Whether listed Company | : | Yes |
| vii) | Name, Address and contact details of Registrar and Transfer Agent, if any | : | MCS Share Transfer Agent Limited 201, Shatdal Complex, 2 nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat) Phone Nos.: +91-079-26580461, 26580462, 26580463 Fax No.: +91-079-26581296 Email ID: mcssta@rediffmail.com , mcsahmd@gmail.com , mcsstaahmd@gmail.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products/ Services | NIC code of the Products/ Services | % of total turnover of the Company |
|---------|---|------------------------------------|------------------------------------|
| 1 | Sale of newspapers and other publications | 58131 | 22.05% |
| 2 | Advertisement Revenue | 73100 | 62.86% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section |
|---------|--|-----------------------|--------------------------------|------------------|--------------------|
| 1. | SANDESH DIGITAL PRIVATE LIMITED SANDESH BHAVAN, LAD SOCIETY ROAD BODAKDEV AHMEDABAD – 380054, GUJARAT | U22100GJ2015PTC083461 | Wholly-own Subsidiary | 100% | 2(87)(i)(ii) |
| 2. | APPLEWOODS ESTATE PRIVATE LIMITED BLOCK NO.16, ABHISHREE CORPORATE PARK OPP. SWAGAT BUNGALOWS BRIS STOP, ISCON-AMBLI ROAD AHMEDABAD – 380058, GUJARAT | U45201GJ2007PTC052343 | Associate Company | 21.45% | 2(6) |

IV. SHAREHOLDING 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 (01/04/2018) | | | | No. of Shares held At the end of the year (31/03/2019) | | | | % Change during the year |
|---|---|--------------|----------------|-------------------|---|--------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total Shares | Demat | Physical | Total | % of total Shares | |
| (A) PROMOTERS | | | | | | | | | |
| (1) INDIAN | | | | | | | | | |
| (a) Individual/ HUF | 1777400 | 0 | 1777400 | 23.48 | 1777400 | 0 | 1777400 | 23.48 | 0.00 |
| (b) Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) Bodies Corporate | 3885617 | 0 | 3885617 | 51.33 | 3885617 | 0 | 3885617 | 51.33 | 0.00 |
| (e) Banks /Financial Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) Any Other(specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB-TOTAL (A)(1) | 5663017 | 0 | 5663017 | 74.81 | 5663017 | 0 | 5663017 | 74.81 | 0.00 |
| (2) FOREIGN | | | | | | | | | |
| (a) NRIs-Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) Other – Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) Banks/Financial Institution | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) Any Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| SUB-TOTAL (A)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| TOTAL SHAREHOLDING OF PROMOTER (A)=(A)(1)+(A)(2) | 5663017 | 0 | 5663017 | 74.81 | 5663017 | 0 | 5663017 | 74.81 | 0.00 |
| (B) PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) INSTITUTIONS | | | | | | | | | |
| (a) Mutual Funds | 1524 | 0 | 1524 | 0.02 | 0 | 0 | 0 | 0 | (0.02) |
| (b) Banks/Financial Institutions | 55 | 0 | 55 | 0.00 | 54 | 0 | 54 | 0 | 0.00 |
| (c) Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| (d) State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| (e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| (f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| (g) Foreign Institutional Investors | 922 | 0 | 922 | 0.01 | 0 | 0 | 0 | 0 | (0.01) |
| (h) Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| (i) Any Other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| SUB-TOTAL (B)(1) | 2501 | 0 | 2501 | 0.03 | 54 | 0 | 54 | 0 | (0.03) |
| (2) NON-INSTITUTIONS | | | | | | | | | |
| (a) Bodies Corporate | | | | | | | | | |
| i) Indian | 937424 | 11800 | 949224 | 12.54 | 957837 | 11700 | 969537 | 12.81 | 0.27 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) Individuals – | | | | | | | | | |
| i) Individual share-holders holding nominal share capital up to ₹1 Lakh | 531069 | 66992 | 598061 | 7.90 | 542177 | 52052 | 594229 | 7.85 | (0.05) |
| ii) Individual share-holders holding nominal share capital in excess of ₹1 Lakh | 222740 | 11100 | 233840 | 3.09 | 224937 | 11100 | 236037 | 3.12 | 0.03 |
| (c) Others (specify) | | | | | | | | | |
| i) Hindu Undivided Family | 43688 | 0 | 43688 | 0.58 | 45741 | 0 | 45741 | 0.60 | 0.02 |
| ii) Non-Resident Individual | 29669 | 0 | 29669 | 0.39 | 11515 | 150 | 11665 | 0.15 | (0.24) |
| iii) Investor Education Protection Fund | 43121 | 0 | 43121 | 0.57 | 45541 | 0 | 45541 | 0.60 | 0.03 |
| iv) Unclaimed Suspense Account | 6300 | 0 | 6300 | 0.08 | 3600 | 0 | 3600 | 0.05 | (0.03) |
| SUB-TOTAL (B)(2) | 1814011 | 89892 | 1903903 | 25.15 | 1831348 | 75002 | 1906350 | 25.19 | 0.00 |
| TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2) | 1816512 | 89892 | 1906404 | 25.19 | 1831402 | 75002 | 1906404 | 25.19 | 0.00 |
| (C) Shares held by Custodians for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| GRAND TOTAL (A)+(B)+(C) | 7479529 | 89892 | 7569421 | 100.00 | 7494419 | 75002 | 7569421 | 100.00 | N.A. |

(II) Shareholding of promoters

| Sl. No. | Shareholder's Name | No. of Shares held at the beginning of the year (01.04.2018) | | | No. of Shares held At the end of the year (31.03.2019) | | | % 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. | Satyesh Prochem LLP | 3165929 | 41.83 | NIL | 3165929 | 41.83 | NIL | 0.00 |
| 2. | Parthiv Falgunbhai Patel | 995400 | 13.15 | NIL | 995400 | 13.15 | NIL | 0.00 |
| 3. | Scabious Enterprise LLP | 420831 | 5.56 | NIL | 420831 | 5.56 | NIL | 0.00 |
| 4. | Falgunbhai Chimanbhai Patel | 340850 | 4.50 | NIL | 340850 | 4.50 | NIL | 0.00 |
| 5. | Saintfoin Enterprise LLP | 298857 | 3.95 | NIL | 298857 | 3.95 | NIL | 0.00 |
| 6. | Falgunbhai Chimanbhai Patel (HUF) | 185300 | 2.45 | NIL | 185300 | 2.45 | NIL | 0.00 |
| 7. | Ritaben Chimanbhai Patel | 10350 | 0.14 | NIL | 10350 | 0.14 | NIL | 0.00 |
| 8. | Pannaben Falgunbhai Patel | 245500 | 3.24 | NIL | 245500 | 3.24 | NIL | 0.00 |
| | TOTAL | 5663017 | 74.81 | NIL | 5663017 | 74.81 | NIL | 0.00 |

(III) Change in Promoters' Shareholding

| Sl. No. | Name of Shareholder | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease | | | | Cumulative shareholding during the year | |
|--|---------------------|---|----------------------------------|--|--------|---------------|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | Date | Reason | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| Not Applicable – As there were no changes in the Promoters' Shareholding | | | | | | | | | |

(IV) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | *Name of Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease | | | | Cumulative shareholding during the year | |
|---------|------------------------------------|---|----------------------------------|--|---------------------------|---------------|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | Date | Reason | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 1. | ZORA TRADERS LIMITED | 342900 | 4.53 | 01.04.2018 | Beginning of the year | 342900 | 4.53 | 342900 | 4.53 |
| | | | | ---- | No Change during the year | 0 | N.A. | 342900 | 4.53 |
| | | | | 31.03.2019 | At the end of the year | 342900 | 4.53 | 342900 | 4.53 |
| 2. | ANWESHA STOCKTRADE PRIVATE LIMITED | 193300 | 2.55 | 01.04.2018 | Beginning of the year | 193300 | 2.55 | 193300 | 2.55 |
| | | | | ---- | No Change during the year | 0 | N.A. | 193300 | 2.55 |
| | | | | 31.03.2019 | At the end of the year | 193300 | 2.55 | 193300 | 2.55 |
| 3. | REDWOOD HOLDING PRIVATE LIMITED | 156500 | 2.07 | 01.04.2018 | Beginning of the year | 156500 | 2.07 | 156500 | 2.07 |
| | | | | ---- | No Change during the year | 0 | N.A. | 156500 | 2.07 |
| | | | | 31.03.2019 | At the end of the year | 156500 | 2.07 | 156500 | 2.07 |
| 4. | SEETHA KUMARI | 120231 | 1.59 | 01.04.2018 | Beginning of the year | 120231 | 1.59 | 120231 | 1.59 |
| | | | | ---- | No Change during the year | 0 | N.A. | 120231 | 1.59 |
| | | | | 31.03.2019 | At the end of the year | 120231 | 1.59 | 120231 | 1.59 |
| 5. | GOKULESHWAR REALTY PRIVATE LIMITED | 71858 | 0.95 | 01.04.2018 | Beginning of the year | 71858 | 0.95 | 71858 | 0.95 |
| | | | | ---- | No Change during the year | 0 | N.A. | 71858 | 0.95 |
| | | | | 31.03.2019 | At the end of the year | 71858 | 0.95 | 71858 | 0.95 |
| 6. | MEGHDHANUSH ENTERPRISE LLP | 60114 | 0.79 | 01.04.2018 | Beginning of the year | 60114 | 0.79 | 60114 | 0.79 |
| | | | | ---- | No Change during the year | 0 | N.A. | 60114 | 0.79 |
| | | | | 31.03.2019 | At the end of the year | 60114 | 0.79 | 60114 | 0.79 |

| Sl. No. | *Name of Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease | | | | Cumulative shareholding during the year | |
|------------|----------------------------------|---|----------------------------------|--|---------------------------|---------------|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | Date | Reason | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 7. | DIPAKBHAI KARSANDAS MAKHECHA | 41111 | 0.54 | 01.04.2018 | Beginning of the year | 41111 | 0.54 | 41111 | 0.54 |
| | | | | ---- | No Change during the year | 0 | N.A. | 41111 | 0.54 |
| | | | | 31.03.2019 | At the end of the year | 41111 | 0.54 | 41111 | 0.54 |
| 8.. | HIRAL SHAH | 31043 | 0.41 | 01.04.2018 | Beginning of the year | 31043 | 0.41 | 31043 | 0.41 |
| | | | | 22.06.2018 | Sold | (2) | (0.00) | 31041 | 0.41 |
| | | | | 14.09.2018 | Sold | (1000) | (0.01) | 30041 | 0.39 |
| | | | | 04.01.2019 | Purchase | 1240 | 0.02 | 31281 | 0.41 |
| | | | | 11.01.2019 | Purchase | 176 | 0.002 | 31457 | 0.42 |
| | | | | 18.01.2019 | Purchase | 57 | 0.00 | 31514 | 0.42 |
| | | | | 25.01.2019 | Purchase | 15 | 0.00 | 31529 | 0.42 |
| | | | | 01.02.2019 | Purchase | 19 | 0.00 | 31548 | 0.42 |
| | | | | 08.02.2019 | Sold | (31505) | (0.42) | 43 | 0.00 |
| | | | | 30.03.2019 | Sold | (43) | (0.00) | 0 | 0.00 |
| 31.03.2019 | At the end of the year | 0 | 0.00 | 0 | 0.00 | | | | |
| 9. | J. M. FINANCIAL SERVICES LIMITED | 27912 | 0.37 | 01.04.2018 | Beginning of the year | 27912 | 0.37 | 27912 | 0.37 |
| | | | | 06.04.2018 | Purchase | 330 | 0.004 | 28242 | 0.37 |
| | | | | 04.05.2018 | Purchase | 172 | 0.002 | 28414 | 0.38 |
| | | | | 11.05.2018 | Sold | (100) | (0.001) | 28314 | 0.37 |
| | | | | 15.06.2018 | Purchase | 688 | 0.009 | 29002 | 0.38 |
| | | | | 22.06.2018 | Sold | (29002) | (0.38) | 0 | 0 |
| | | | | 04.01.2019 | Purchase | 30481 | 0.40 | 30481 | 0.40 |
| | | | | 11.01.2019 | Sold | (25745) | (0.34) | 4736 | 0.06 |
| | | | | 18.01.2019 | Purchase | 21509 | 0.28 | 26245 | 0.34 |
| | | | | 08.02.2019 | Purchase | 31568 | 0.42 | 57813 | 0.76 |
| | | | | 22.02.2019 | Purchase | 193 | 0.002 | 58006 | 0.76 |
| | | | | 15.03.2019 | Purchase | 15476 | 0.20 | 73482 | 0.97 |
| 22.03.2019 | Purchase | 80 | 0.001 | 73562 | 0.97 | | | | |
| 31.03.2019 | At the end of the year | 73562 | 0.97 | 73562 | 0.97 | | | | |
| 10. | MILAN D. MAKHECHA | 17777 | 0.23 | 01.04.2018 | Beginning of the year | 17777 | 0.23 | 17777 | 0.23 |
| | | | | 08.02.2019 | Purchase | 200 | 0.002 | 17977 | 0.24 |
| | | | | 31.03.2019 | At the end of the year | 17977 | 0.24 | 17977 | 0.24 |
| 11. | SHREEKANT VARUN PHUMBRA | 17500 | | 01.04.2018 | Beginning of the year | 17500 | 0.23 | 17500 | 0.23 |
| | | | | ---- | No Change during the year | 0 | N.A. | 17500 | 0.23 |
| | | | | 31.03.2019 | At the end of the year | 17500 | 0.23 | 17500 | 0.23 |

* The shares of the Company are traded on a daily basis and hence, the date-wise increase/decrease in shareholding is not indicated. Shareholding is provided on the basis of Benpos received on a weekly basis from Depositories.

(v) Shareholding of Directors and Key Managerial Personnel :

| Sl. No. | Name of Shareholder | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease | | | | Cumulative shareholding during the year | |
|---------|--|---|----------------------------------|--|---------------------------|---------------|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | Date | Reason | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 1. | Sudhir Indravadan Nanavati (Director) | 250 | 0.003 | 01.04.2018 | Beginning of the year | | | 250 | 0.003 |
| | | | | ----- | No Change during the year | 0 | N.A. | 250 | 0.003 |
| | | | | 31.03.2019 | At the end of the year | | | 250 | 0.003 |
| 2. | Mukesh Mangalbhai Patel (Director) | 250 | 0.003 | 01.04.2018 | Beginning of the year | | | 250 | 0.003 |
| | | | | ----- | No Change during the year | 0 | 0.00 | 250 | 0.003 |
| | | | | 31.03.2019 | At the end of the year | | | 250 | 0.003 |
| 3. | Shreyas Vishnuprasad Pandya (Director) | 0 | 0.00 | 01.04.2018 | Beginning of the year | | | 0 | N.A. |
| | | | | ----- | No Change during the year | 0 | 0.00 | 0 | N.A. |
| | | | | 31.03.2019 | At the end of the year | | | 0 | N.A. |
| 4. | Sandeep Mohanraj Singhi (Director) | 0 | 0.00 | 01.04.2018 | Beginning of the year | | | 0 | N.A. |
| | | | | ----- | No Change during the year | 0 | 0.00 | 0 | N.A. |
| | | | | 31.03.2019 | At the end of the year | | | 0 | N.A. |
| 5. | Yogesh Chandulal Jani (Director) | 438 | 0.005 | 01.04.2018 | Beginning of the year | | | 438 | 0.005 |
| | | | | ----- | No Change during the year | 0 | 0.00 | 438 | 0.005 |
| | | | | 31.03.2019 | At the end of the year | | | 438 | 0.005 |
| 6. | Sanjay Kumar Tandon, C.F.O. (KMP) | 0 | 0.00 | 01.04.2018 | Beginning of the year | | | 0 | N.A. |
| | | | | ----- | No Change during the year | 0 | 0.00 | 0 | N.A. |
| | | | | 31.03.2019 | At the end of the year | | | 0 | N.A. |
| 7. | Dhaval Pandya, Company Secretary (KMP) | 0 | 0.00 | 01.04.2018 | Beginning of the year | | | 0 | N.A. |
| | | | | ----- | No Change during the year | 0 | 0.00 | 0 | N.A. |
| | | | | 31.03.2019 | At the end of the year | | | 0 | N.A. |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ In Lacs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|-------------|-----------------------|
| Indebtedness at the beginning of the Financial Year | | | | |
| i) Principal Amount | 0.00 | 37.32 | 0.00 | 37.32 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL (i)+(ii)+(iii) | 0.00 | 37.32 | 0.00 | 37.32 |
| Change in Indebtedness during the Financial Year | | | | |
| Addition | 0.00 | 0.00 | 0.00 | 0.00 |
| Reduction | 0.00 | 0.23 | 0.00 | 0.23 |
| NET CHANGE | 0.00 | (0.23) | 0.00 | (0.23) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0.00 | 37.09 | 0.00 | 37.09 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL (i)+(ii)+(iii) | 0.00 | 37.09 | 0.00 | 37.09 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time-Directors and/or Manager : (₹ In Lacs)

| Sr. No. | Particulars of Remuneration | Name of MD/Whole-Time-Director/ Manager | | | Total Amount |
|-----------|---|---|---|--|---------------|
| | | Mr. Falgunbhai C. Patel (Chairman & Managing Director) | Mr. Parthiv F. Patel (Managing Director) | Mr. Yogesh Jani (Whole-Time-Director) | |
| 1. | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | 112.50 | 72.20 | 8.60 | 193.30 |
| | (b) Value of perquisites u/s. 17(2) Income-Tax Act, 1961 | 1.34 | 0.40 | 0.00 | 1.74 |
| | (c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961 | 0.00 | 0.00 | 0.00 | 0.00 |
| 2. | Stock Option | 0.00 | 0.00 | 0.00 | 0.00 |
| 3. | Sweat Equity | 0.00 | 0.00 | 0.00 | 0.00 |
| 4. | Commission | | | | |
| | - As % of Profit | 328.66 | 369.90 | 0.00 | 698.56 |
| | - Others, specify | 0.00 | 0.00 | 0.00 | 0.00 |
| 5. | Others, please specify | 0.00 | 0.00 | 0.00 | 0.00 |
| | TOTAL (A) | 442.50 | 442.50 | 8.60 | 893.60 |
| | Ceiling as per the Act | | | | 894.38 |

B. Remuneration to other directors:

(₹ In Lacs)

| Sr. No. | Particulars of Remuneration | Name of Director | | | | | Total Amount |
|---------|---|------------------------|------------------------|---------------------|-----------------------|-----------------------|---------------|
| | | Mrs. Pannaben F. Patel | Mr. Sudhir I. Nanavati | Mr. Mukesh M. Patel | Mr. Shreyas V. Pandya | Mr. Sandeep M. Singhi | |
| 1. | Independent Directors | | | | | | |
| | (a) Fee for attending Board Committee Meeting | 0.00 | 0.025 | 0.00 | 0.00 | 0.025 | 0.05 |
| | (b) Commission | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | (c) Others, please specify | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | TOTAL (1) | 0.00 | 0.025 | 0.00 | 0.00 | 0.025 | 0.05 |
| 2. | Other Non-Executive Directors | | | | | | |
| | (a) Fee for attending Board Committee Meeting | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | (b) Commission | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | (c) Others, please specify | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | TOTAL (2) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | TOTAL (B) = (1+2) | 0.00 | 0.025 | 0.00 | 0.00 | 0.025 | 0.05 |
| | Total Managerial Remuneration | - | - | - | - | - | 893.65 |
| | Overall Ceiling as per the Act | | | | | | 983.81 |

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

(₹ In Lacs)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|---------|---|--------------------------|--------------|--------------|
| | | Company Secretary | CFO | |
| 1. | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | 15.34 | 28.34 | 43.68 |
| | (b) Value of perquisites u/s. 17(2) Income-Tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| | (c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961 | 0.00 | 0.00 | 0.00 |
| 2. | Stock Option | 0.00 | 0.00 | 0.00 |
| 3. | Sweat Equity | 0.00 | 0.00 | 0.00 |
| 4. | Commission | 0.00 | 0.00 | 0.00 |
| | - As % of Profit | 0.00 | 0.00 | 0.00 |
| | - Others, specify | 0.00 | 0.00 | 0.00 |
| 5. | Others, please specify | 0.00 | 0.00 | 0.00 |
| | TOTAL | 15.34 | 28.34 | 43.68 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NONE

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ COURT] | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|---|-----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | ---- | ---- | ---- | ---- | ---- |
| Punishment | ---- | ---- | ---- | ---- | ---- |
| Compounding | ---- | ---- | ---- | ---- | ---- |
| B. DIRECTORS | | | | | |
| Penalty | ---- | ---- | ---- | ---- | ---- |
| Punishment | ---- | ---- | ---- | ---- | ---- |
| Compounding | ---- | ---- | ---- | ---- | ---- |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | ---- | ---- | ---- | ---- | ---- |
| Punishment | ---- | ---- | ---- | ---- | ---- |
| Compounding | ---- | ---- | ---- | ---- | ---- |

For and on behalf of the Board of Directors

Date : May 28, 2019
Place : Ahmedabad

Falgunbhai C. Patel
Chairman & Managing Director
(DIN : 00050174)

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Print Media is a revolutionary evolution that has buried the gap of communication with the aid of tangible printed assets such as newspapers, magazines, letters etc. among various targeted groups of people so that the hierarchy of information would never break down due to slacking conversation. Print media has the advantage of making a longer impact on the minds of the reader, with more in-depth reporting and analysis. Indian Print Media is continuing to register robust growth compared to other major democracies and accounts for the largest print media and newspaper market in the World. Print Media in India accounts for the 2nd largest share of the Indian Media and Entertainment Industry.

Even with the advent of the Electronic Media, 3708 new publications were registered in the F.Y. 17-18. As per the Annual Report 2017-18 published by the Registrar of Newspapers for India, total number of registered publications was 1,18,239 comprising 17,573 newspapers and 1,00,666 periodicals, as of March 31, 2018. In terms of percentage, the total registered publications have increased by 2.98%.

According to FICCI-KPMG the Indian Print Media grew by 0.7% in CY 2018 to reach INR 305.5 billion and the segment is expected to reach INR 338 billion by CY 2021, growing at a CAGR of 3.4%. As per the data of Audit Bureau of Circulations (ABC), the Newspaper circulation grew around 2% across languages, during the period from January to June 2018 when compared to corresponding period in 2017. India is a home to diverse languages and accordingly, the contribution of Hindi together with vernacular newspapers in newspaper Circulation will be more in comparison to English Newspaper. The contribution of Gujarati Newspaper stood at 7% of total Newspaper Circulation. English newspapers are arguably read by higher socio economic class of urban people, who use smartphones and have access to the internet. The threat of losing such readers to digital media is higher which has been the key reason for slower growth of English newspapers in the past few years.

The Company started its journey in 1923 and it belongs to the Regional Print Media Industry. Late Mr. Chimanbhai S. Patel acquired the entire business from the original promoter in the year 1958, and had put his efforts to strengthen the activities carried out by "SANDESH". The editorial policy of the Company has always been based on basic journalistic values of objectivity and has not been influenced by any external forces. Presently, Mr. Falgunbhai C. Patel, Chairman & Managing Director is running the entire business affairs of the Company, along with his son Mr. Parthiv F. Patel, Managing Director and a professional team of the Executives of the Company. The Company has a strong regional franchise, where it enjoys strong readership loyalty.

Currently, the Company is a publisher of "SANDESH" a premier Gujarati daily newspaper published from Ahmedabad, Vadodara, Surat, Rajkot, Bhuj and Bhavnagar in Gujarat Region and also from Mumbai in Maharashtra Region, to carry on the business of editing, printing and publishing newspapers. The Company had started its printing facilities at Vadodara during 1985-86, at Surat during 1989-90, at Rajkot during 1990-91, at Bhavnagar during 1998-99 and at Bhuj during 2010-11 to cater to the semi urban and rural areas.

Besides the Company publishes "Stree", a magazine and also the periodical "Sandesh Pratyaksha Panchang" which remained popular among the public. A weekly newspaper 'Agro Sandesh', specific to the rural community of the State of Gujarat covering the farming, dairy and co-operative sector was successfully launched and which is contributing positively to the development of the farmers of the State of Gujarat and allied agricultural industries.

During the year under review Sandesh Kite Festival at Surat has been registered in four Prestigious Record Books. The Surat Team made the "Largest Human Depiction of Kite" in which 710 differently-abled children stood together and expressed their will to fly. This was registered as an achievement in the Golden Book of World Records, Limca Book of World Records, India Book of World Records and Indian Achiever Book of Records. The Company revel the marvelous achievement and looks forward for many more such record breaking achievements.

Further, the Company's News TV channel 'Sandesh News' is immensely popular amongst Gujarati Viewers and it has also won several awards. Further, as a part of its out-of-home (OOH) advertising activity, the Company has advertisements sites at the major commercial areas in Ahmedabad.

2. OPPORTUNITIES AND THREATS

India is one of the very few countries in the world where the newspaper is delivered to the doorstep everyday. This zero friction availability of newspapers is significant contributor to its continued growth. With the boom in the digitalization few readers may have shifted to digital media, but still majority of the readers prefer a physical copy because they believe that the information provided to them is credible and accurate. In addition several surveys also indicate that newspapers are better able to increase reader loyalty because they are credible. Print allows you to choose a publication that your target audience is most likely to read. This can be a trade magazine that caters to a specific industry or a local newspaper. This is why many say print is better at reaching local audiences.

With every State Government and the Central Government focusing on the educational reforms, a lot more Indians are going through formal education today, than ever before. As this educated workforce comes of age, they will consume more news. Print being the most affordable of all forms and easily accessible, will continue to see its circulation grow over the next few years.

Newspaper circulation in India continues to grow despite its global counterparts in America and Europe struggling for survival. The latest Quarter One data of Indian Readership Survey (IRS), which was released by Media Research Users Council (MRUC), yet again showed an upward trend in Newspaper Readership. According to the said survey, the dailies have added 1.8 Crore additional

readers since IRS 2017. Resurgent Print IRS 2017, which came out after a gap of four years, re-established the power of print. When the survey was out, the print players had added 11.2 Crore readers in four years from 2013, taking the overall print readership to 40.7 Crore. The number has now reached to 42.5 Crore. These numbers defies the prediction of the demise of the print media in the Digital World.

India being a multi-culture and multi-lingual country, there is strong depth in language readership, particularly, Hindi, Marathi, Urdu, Gujarati, Malayalam, Tamil and Telugu among others. Hindi and Regional newspapers over the past few years have created a brand equity and strong customer loyalty and continue to lead the Print Growth Story. As per the IRS Q1 2019 Report, "Sandesh" Newspaper is amongst the Top 20 Dailies Readership and in terms of the Gujarati Readership it holds 2nd Position, considering the Readership during the Q1 of 2019. This clearly shows our readers' trust, confidence and faith in true journalism.

Trends in newspaper readership in India show greater inclination towards regional language newspapers. Indian economy is a rural economy with more than 65% of India's population residing in rural areas. The Company believes that macro factors such as rising literacy and increasing penetration in semi-urban and rural areas are likely to ensure profitable growth for the print media sector. Future growth is largely driven by semi-urban and rural areas on account of increasing commercial activity, higher spending power and rising literacy. With the language print medium dominating in these areas, language newspapers are preferred over English newspapers.

The Company, with its seven editions at different strategic locations, has strongly established its presence across the State of Gujarat and also in Maharashtra. The Company also sees the opportunities in rural and semi-urban areas of Gujarat. The Company is planning to continuously improve the circulation of its newspaper in those areas also and will target higher readership amongst the young, educated and elite mass of the public. The publications of the Company are very popular in the urban areas of the State and it continuously improving the readership in smaller town and villages of the State of Gujarat.

Globally, with a shift to digitalisation, the future prospects of print media continue to be shrouded in an air of uncertainty. There are other factors that differentiate the Indian print media industry from its global peers like local content, a unique distribution model, literacy level, cultural habits, etc. Changing news consumption habits and access to news on mobile has already been assigned the blame for declined growth rates in the English Market. However, regional newspapers are still at early stages to witness any radical impact. As per the FICCI-KPMG Report 2019, compared to global trend of negative growth, Indian Print Media is expected to grow at a CAGR of 3.4%. Also, the fact that readership has grown establishes print's dominance, relevance and growth. This is because there is no competition when it comes to credibility and trust and these are the intrinsic strengths of print media.

FICCI-KPMG Report 2019 reported that Advertising Revenues grew 0.4%, while Circulation grew 1.2% in 2018. Circulation revenues contributed 29% of the total revenues of the print segment. Of this Gujarati newspaper advertising contributed 5% of the advertising volumes. Highest De-growth in advertising volumes was noted in English, where affluent rates could have resulted in migration of readers to digital media.

As per FICCI-KPMG Report 2019, 37% of the ad volumes had incentives, offers or promotions with an intent to drive sales for advertisers. This indicates a clear tilt towards performance advertising through print. Integrating a return path through digital could enable better Return on Investment to advertisers. Instances of advertisements with QR codes or digital coupons increased and we expect to see more digitally integrated ad formats in the years ahead. FMCG and auto were the largest contributors to print revenues, with a contribution of 14% each, followed by education at 10%. While only 4 categories accounted for 75% of television advertising, 13 categories contributed the same percentage to print advertising. This demonstrates that print is less vulnerable to any single category de-growth and regional print stays more resilient to advertising fluctuations.

In an era of digitalisation, issues such as fake and planted news gives a serious and given this scenario, platforms providing curated news have earned increased trust from readers as compared to platforms without content review and control facilities. News brands are stressing these facts to advertisers to try and garner a higher share of their ad revenues, because the paid online news subscription model has not grown significantly in India. The rise of the fake news has impacted digital more than print media.

Print Companies are also focusing on enhancing their digital footprint. Almost all the large print companies have established their news websites and/or apps. While most Indian publishers have created an online presence, digital content monetization is still significantly under penetrated for many players. The Company has also created its online presence through its website – www.sandesh.com and also provides for E-Newspaper indistinguishable to its Physical Newspaper. Digital Media, although it has a much wider reach and allows for greater flexibility, its results do not compare to the quality customer relationships one can gain from using a print media strategy.

The Company has News and Current Affair Television channel 'Sandesh News' which is very popular amongst Gujarati Viewers. The television industry grew to INR 740 billion in 2018 from INR 660 billion in 2017, generating a growth of 12%. Of the INR 740 billion 41% was contributed by Advertisement Revenue. An increase of 14% in the Advertisement revenues was reported in 2018. News Channels garners a disproportionately high share of advertising volumes. Regional advertising outpaced national advertising growth on the back of national brands spending more to grow non-metro markets where GST had created a level playing field between national and regional brands. Further, the News Channels reported viewership of 7%, despite 43% of 885 TV Channels are News Channel. Viewership growth was led by regional languages and a huge spike was witnessed during the elections in the state of Rajasthan, Madhya Pradesh, Chhattisgarh, Telangana and Mizoram. As per the report of the Indian Brand Equity Foundation the Indian Television Industry is reported to grow at 12.60 CAGR during the period from 2018 to 2023. Indian being the world's second highest number of Internet subscribers, growing at the rate of 13% annually, Over-The-Top (OTT) Platforms saw increase in app downloads and subscription numbers in the year 2018. With the increased subscription for OTT Platforms, advertising rates are

already at levels much higher than those charged by Traditional Media. The OTT Platforms seems to pose a threat to the Indian Television Industry and chances are there that the OTT players shall also take across various languages. However, the News Channels are yet to see the radical impact of OTT Platforms.

In 2018 the OOH (Out of Home) media segment grew by 8.8% in 2018 to reach INR 37.3 billion and it is expected to grow at 9.2% CAGR by 2021. Retail, consumer services and real estate were the top contributing sectors to the ad spend in the OOH segment. The rapid development of infrastructure, including upcoming airports, smart city projects, malls, metros, bus shelters, public conveniences, coffee shops, along with increased advertising opportunities in tier-II and tier-III cities are all contributing to the growth of OOH media. With improved performance of out-of-home campaigns and more organizations willing to experiment and incorporate new digital ad experiences, the segment, especially digital OOH is expected to drive growth.

“Sandesh Spotlight” is the out of home (OOH) division of the Company which has a vision- ‘To make an impact in the OOH market by combining Marketing Strength and Futuristic Approach’. The Company had procured various prestigious tenders from the Statutory Authorities like Ahmedabad Janmarg Limited, Ahmedabad Municipal Corporation (AMC), Vadodara Municipal Corporation (VMC), Gujarat State Road Transport Corporation (GSRTC), Ahmedabad Municipal Transport Service (AMTS), Rajkot Municipal Corporation (RMC), Western Railway Ahmedabad Division, Defence Estates Office (DEO) and Ahmedabad Cantonment Board (ACB). Sandesh Spotlight has properties in the prime locations in the cities of Gujarat covering the most prominent junctions and some of the busiest cross roads and aims at strategically adding more so as to be able to provide its clients with best visibility for their brands; in line with its mission - ‘To work as a team with our clients to ensure better mileage and visibility for their brands’. During the year under review the Company had the advertising rights on 700 Buses of AMTS, 8000 buses of GSRTC which provides a transport facility across the State of Gujarat, 120 Bus Shelters of VMC, 150 Unipoles of AMC, DEO and ACB.

Better planning, focused approach for the implementation of strategy and professionalization of the management will help the Company to have a sustained development of its business.

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company did not have any reportable segment other than media under Accounting Standard 17 on Segment Reporting as notified under the Companies Act, 2013. This is the core business of the Company since its inception. The Company had been able to maintain its business volumes despite stiff competition in the regional media industry. The revenue from media segment was ₹ 38336.74 Lacs during the Financial Year under review as against ₹ 36999.58 Lacs in the previous Financial Year.

4. OUTLOOK, RISKS AND CONCERNS

The increase in population, literacy rate and reach has led to increased circulation and readership of the newspapers in India. The Company is steadily increasing its geographical presence, which helps improve its circulation and readership of its publications.

The business outlook for the Print Media Industry and the Company looks good. Both readership and circulation of newspapers, especially for vernacular newspapers, is growing in India. Even with the booming digitalization, Indian Print Media is projected to continue contributing 2nd largest share to the Indian Media and Entertainment Industry in the coming years and therefore, Print Media is expected to remain a popular vehicle for advertisers to reach out to a large consumer base in the country.

Indian Print Segment imports more than 50% of its newsprint consumption, mainly from US, Russia and Canada. Rising newsprint prices and depreciation in the value of the Indian Rupee led to pressure on print sector margins in 2018. Operating margins of print media Companies declined by over 400 basis points during 2018 due to rise in cost of newsprint, which accounts for 35-45% of their total costs. However, Prices seem to have stabilized in 2019 with petroleum prices again falling. The Company keeps close watch on the development on the Newsprint front. The Company uses imported as well as domestic newsprint and by judicious mix of them, tries to mitigate the high cost impact on the business operations. Given that newsprint prices have reduced, while the focus on attaining the cost efficiency is increased by the Company, margins could improve in the 2019.

The print media business is largely dependent on advertising revenues. In May, 2017, the Ministry of Information and Broadcasting had issued an advisory stating that the amended General Financial Rules, 2017 had done away with the need for publishing advertisements in newspapers for procurement of goods and services. Thus, the government no longer must advertise its tenders in print media. Instead the advertisements are placed on e-portal. This led to a sharp fall in tender advertising. However, many industry players believe that tender business will be revived in 2019 as print tenders are more efficient. Further, as per the Pitch Madison Advertising Report 2019, India is perhaps the only major market where Print Advertisement Expenditure is actually growing year on year, although its growth rate is rapidly declining. India again is probably the only country in the world where Print still commands a majestic 31.9% share of Advertisement Expenditure.

However, Real Estate and Education are likely to continue with large spends on Print. New launches in Auto Sector, which have now become a common feature in the crowded Auto Industry, will also contribute to print growth. Additionally, on January 8, 2019 the Ministry of Information and Broadcasting announced a 25% hike in the advertisement rates in print media over and above the existing rate structure by the Bureau of Outreach and Communication (erstwhile Directorate of Advertising and Visual Publicity). This seems to be a positive factor providing fillip to the revenues of the Company for the next Financial Year.

India's print market is highly fragmented. There is stiff competition between publication houses for circulation, readership and advertising and this industry is very competitive. The Company is well established and it has better financial resources and it always strives hard to generate higher revenues every year and hence, the Company is able to quickly respond to market changes and consumer sentiments. The Company has competed successfully in the year under review and it believes to continuously compete effectively. The Company is continuously strengthening its market positions, reinforcing its relationships with Agents, Advertisers

and providing high quality contents to its readers. The Company's website i.e. "www.sandesh.com" is a very popular website for the Gujarati community.

As internet access expands, the digital media poses a highest threat to the newspaper industry. Digital Media allows for relatively more flexibility and control over exactly who sees them, than print media, so marketers can more easily target them toward specific demographics. However, print media are better able to increase reader loyalty because they are credible. Many people subscribe to newspapers because they understand and believe that the information provided to them is credible and accurate. Publishing an article in print takes a lot more effort than publishing something online. This is because you only have one chance to get every word and image right before it gets published. With digital media, you can go back in to change or tweak your article and send it back out. Since there is this pressure on accuracy and credibility media, readers are more likely to trust the print media platform. This works to the advantage by generating leads and sales much easier. As an added benefit, this trustworthiness leads to better reader loyalty.

5. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company's internal control systems are adequate considering size and nature of operations of the Company, to meet regulatory and statutory requirements, assure recording of all transactions and report reliable and timely financial information. The Company has defined risk management framework and it is implemented as an integral part of business processes. The Company has installed Enterprise Resource Planning System (SAP) for accounting purposes. To counter the adverse fluctuation in the newsprint prices, the Company vigorously keeps watch on its price trends and accordingly plans the purchase of newsprint to ensure efficient operations and better profitability. The Company applies effective mitigation techniques to manage potential risks. Risk management system includes recording, monitoring and controlling internal enterprise business risks and addressing them through informed and objective strategies. Further, the Board of Directors of the Company has adopted a Risk Management Policy and it has identified various risks and also has mitigation plans for each risk identified. Its comprehensive risk management system ensures that all risks are timely defined and mitigated in accordance with the Risk Management Policy. The Audit Committee of the Board of Directors of the Company periodically reviews the internal control system and also internal audit reports issued by the Internal Auditors of the Company.

The Company has formulated a robust whistleblower policy for receiving and redressing complaints of employees. No employee has been denied access to the Audit Committee or its Chairman during the year under review.

6. DEVELOPMENTS ON HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT

A Company's assets fall in two categories Tangible Assets and Intangible Assets. At first glance it would seem that the employees are Tangible assets but in-fact they are the Intangible assets of the Company. The skill sets of the Company's employees are an asset to the organization and since abilities can't be touched, the employees are therefore intangible assets of any Company. The Company treats its employees as most valuable assets as it knows that without good employees the best of the business plans and ideas will fail. In today's dynamic and continuously changing business world, it is the human assets and not the fixed or tangible assets that differentiate an organization from its competitors. Improving employee efficiency and performance has always been the top most priority for the Company. The Company also aims to align human resource practices with its business goals. The performance management system enables a holistic approach to the issue of managing performance and does not limit to only an appraisal. The total number of permanent employees on the rolls of the Company is 493 on March 31, 2019. The Company takes pride of its highly motivated and committed team of its employees. The employees performed to their full potential and contributed to the growth and development of the Company. Further, the Company has adopted various safety measures to ensure safe working environment for the employees of the Company. During the Financial Year, the industrial relations between the employees and management were calm and composed.

Further, the Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has formed Internal Complaints Committee and also formulated a policy. No complaint was reported during the financial year 2018-19.

7. DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

SUMMARY FINANCIAL INFORMATION:

| Particulars | 2018-19 | | 2017-18 | | % Increase / (Decrease) |
|--|-----------|---------------|-----------|---------------|-------------------------|
| | ₹ In Lacs | % to Revenues | ₹ In Lacs | % to Revenues | |
| Revenue from Operations | 41687.95 | 95.48 | 37480.07 | 96.46 | 11.23 |
| Other Income | 1975.37 | 4.52 | 1377.44 | 3.54 | 43.41 |
| Total Revenue | 43663.32 | 100.00 | 38857.51 | 100.00 | (12.37) |
| Expenditure | 32922.61 | 75.56 | 25699.58 | 66.14 | 28.37 |
| EBIDTA | 10670.71 | 24.44 | 13157.93 | 33.86 | 18.90 |
| Finance Cost | 41.36 | 0.09 | 40.25 | 0.10 | 2.75 |
| Depreciation & Amortisation | 885.50 | 2.03 | 850.50 | 2.19 | 4.12 |
| Total Expenditure | 33919.47 | 77.68 | 26590.33 | 68.43 | 27.56 |
| Exceptional Item | -18.86 | -0.04 | 29.71 | 0.08 | -- |
| Profit Before Tax | 9724.99 | 22.27 | 12296.89 | 31.65 | (20.91%) |
| Provision for Current Tax, Deferred Tax & Other Tax Expenses | 3413.64 | 7.82 | 4324.78 | 11.13 | (21.06%) |
| Profit After Tax | 6311.35 | 14.45 | 7972.11 | 20.52 | (20.83%) |

Revenue from Operations

Revenue from operations has increased by 11.23% from ₹ 37480.07 Lacs in F.Y. 2017-18 to ₹ 41687.95 Lacs in F.Y. 2018-19.

EBIDTA

EBIDTA during the year stood at 24.44% of Total Revenues as compared to 33.86% in the previous year. This was primarily because of increase in cost of newsprint.

Depreciation and Amortization

Depreciation and amortization charge during the F.Y. 2018-19 was ₹ 885.50 Lacs as compared with ₹ 850.50 Lacs during the previous F.Y. 2017-18.

Finance Cost

Finance Cost amounted to ₹ 41.36 Lacs compared to ₹ 40.25 Lacs during the previous financial year. The increase in Finance Cost is due to better utilization of funds. Average borrowing during the financial year ended March 31, 2019 stood at ₹ 37.09 Lacs as compared to ₹ 37.32 Lacs during the previous F.Y. 2017-18.

Income Tax

The income tax charge for the F.Y. 2018-19 stood at ₹ 3413.64 Lacs compared to ₹ 4324.78 Lacs in the previous F.Y. 2017-18.

Profit after Tax

The profit after taxes for the F.Y. 2018-19 was ₹ 6311.35 Lacs compared to ₹ 7972.11 Lacs in the previous F.Y. 2017-18.

Fixed Assets

The investment in the fixed assets at the end of the F.Y. 2018-19 was ₹ 7970.59 Lacs as compared to ₹ 8502.46 Lacs as at the end of previous F.Y. 2017-18.

The Company, as planned, is gradually moving upwards in its core business and also strives hard to improvise its strengths to keep its dominance in the existing business and also explore opportunities available in new sectors.

FINANCIAL RATIOS

| Particular | 2018-19 | 2017-18 | % Change | Reasons for Change |
|---------------------------|---------|---------|----------|--|
| Debtors Turnover | 5.33 | 5.44 | -2.08% | - |
| Inventory Turnover | 7.96 | 4.75 | 67.66% | During the F.Y. 2018-19, the prices of the News Print were increasing and the Company has been maintaining minimum inventory and the closing inventory has substantially gone down as compared to previous F.Y. 2017-18. |
| Interest Coverage Ratio | 236.17 | 306.48 | -22.94% | - |
| Current Ratio | 7.16 | 4.64 | 54.31% | Effective use of the fund management has led to the improvement of the current ratio. |
| Debt Equity Ratio | 0.10 | 0.13 | -26.88% | Better creditors management. |
| Operating Profit Margin % | 18.73% | 29.16% | -35.76% | Because of increase in input cost, the profitability has gone down. |
| Net Profit Margin % | 23.33% | 32.81% | -28.90% | Because of increase in input cost, the profitability has gone down. |
| Return on Networth | 8.72% | 11.99% | -27.26% | Because of increase in input cost, the profitability has gone down. |

8. CAUTIONARY STATEMENT

Readers are cautioned that this discussion and analysis contains forward-looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. The details and information used in this report have been taken from publicly available sources. Any discrepancies in the details or information are incidental and unintentional. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of date. The above discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

CORPORATE GOVERNANCE REPORT

I. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company firmly believes that Good Corporate Governance in any organization needs to be principle-based as well as simple, moral, accountable, responsive and transparent (SMART). The philosophy of the Company is to attain the highest standards of Corporate Governance by ensuring transparency in all its actions & operations and to maximize values of its stakeholders. The Company complies with all the provisions and stipulations laid down in the guidelines on the corporate governance as provided in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). This philosophy of the Company would ensure that it follows highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and best business practices.

The corporate governance structure formed by the Company includes principles, processes and systems to help the Company to take informed decision making and performance based management and it also supports establishment of culture of integrity and fairness in all transactions. The Company also periodically disclosed compliance with these principles and processes in the transparent manner. The Board of Directors of the Company ("the Board") also supervises the management activities to ensure the effectiveness of the corporate governance which promotes the Board that functions independently and without any influence.

The Listing Regulations have incorporated the principles of corporate governance in line with the Organization for Economic Co-operation and Development (OECD) Principles and provide broad principles for periodic disclosures by listed entities in line with the International Organization of Securities Commissions (IOSCO) principles.

In terms of Regulation 34 read with Schedule V of the Listing Regulations, the details of compliance with regards to Corporate Governance for the year ended 31st March, 2019 are as follows:

II. BOARD OF DIRECTORS:

1. Composition, category of Directors, meetings and attendance:

The Board consists of the Directors having varied experience in different areas and acknowledged as leading professionals in their respective fields. The composition of the Board is in conformity with the provisions of the Companies Act, 2013 and the Rules made thereunder ("the Act") and also under the Regulation 17 of the Listing Regulations. Mr. Falgunbhai C. Patel, Managing Director, is the Chairman of the Board. The Board of the Company consists of 2 (two) Promoter-Executive Directors, 1 (one) Woman, Promoter-Non-Executive Director, 1 (one) Whole-Time Executive Director and 4 (four) Independent-Non-Executive Directors.

The Meetings of the Board is decided in consultation with the Board and the schedule of the Meetings is communicated to all Directors in advance. During the Financial Year under review, total 4 (Four) meetings of the Board were held on 28.05.2018, 10.08.2018, 31.10.2018 and 13.02.2019. The Company has observed the Corporate Governance provisions of the Act and also of the Listing Regulations for conducting the Board Meetings during the Financial Year under review.

The Board Meetings are held at the Registered Office of the Company and the agenda is circulated in advance and includes draft resolutions & detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions. The necessary quorum was present for all the Board Meetings and at the previous Annual General Meeting (AGM) of the Company. The maximum interval between any two Board Meetings was within the maximum allowed gap of one hundred and twenty days. All the relevant information about production, sales, financial results, loan & investments, capital expenditure proposals, share transfers, demat / remat compliance, status of statutory dues payment, etc., are regularly placed before the Board for their review and approval. The Board, on quarterly basis, reviews the compliance reports of the applicable laws to the Company submitted by the heads of the respective departments of the Company. After each Board Meeting, the Company has established system of follow up, review and reporting on actions taken by the Management on the decisions of the Board and Committees of the Board.

The details of composition of the Board, the categories of the Directors as well as their directorships / memberships in other companies / committees as on 31.03.2019 are given below:

| Name of Director | Category | Board Meetings held during the tenure | Board Meetings attended | Attendance at the last AGM held on 28.09.2018 | Other Directorships held | No. of Board Committees (Including The Sandesh Limited) of which Chairman / Member* | | Directorship in other listed entity (category of directorship) |
|-------------------------|--------------------------------|---------------------------------------|-------------------------|---|--------------------------|---|----------|---|
| | | | | | | Member | Chairman | |
| Mr. Falgunbhai Patel | Promoter, Executive | 4 | 4 | Yes | 4 | NIL | NIL | NIL |
| Mr. Parthiv Patel | Promoter, Executive | 4 | 4 | Yes | 4 | NIL | NIL | NIL |
| Mrs. Pannaben Patel | Promoter, Non-Executive | 4 | 2 | No | 1 | NIL | NIL | NIL |
| Mr. Sudhirbhai Nanavati | Independent, Non-Executive | 4 | 4 | Yes | 3 | 1 | 1 | NIL |
| Mr. Mukeshbhai Patel | Independent, Non-Executive | 4 | 3 | Yes | 5 | 2 | 4 | 1. Cadila Healthcare Limited (Non-Executive) 2. Johnson Controls- Hitachi Air conditioning India Limited (Independent, Non-Executive) |
| Mr. Shreyasbhai Pandya | Independent, Non-Executive | 4 | 3 | Yes | 1 | 2 | NIL | NIL |
| Mr. Sandeepbhai Singhi | Independent, Non-Executive | 4 | 4 | Yes | 3 | 4 | 1 | 1. Gujarat ambuja Exports Limited (Independent, Non-Executive Director) 2. Sintex Plastics Technology Limited (Independent, Non-Executive) 3. Adani Green Energy Limited (Independent, Non-Executive) |
| Mr. Yogesh Jani | Whole-Time-Director, Executive | 4 | 2 | Yes | NIL | NIL | NIL | NIL |

Yes – Attended, No – Not Attended

* In accordance with Regulation 26 of the Listing Regulations, Memberships / Chairmanships of only Audit Committee and Stakeholders' Relationship Committees in all public limited companies have been considered.

2. Core skills, expertise and competencies identified by the Board of Directors as required in context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:

- i) Knowledge – The Board of Directors understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
- ii) Behavioral Skills – The Board of Directors have attributes and competencies to use their knowledge and skills, to function well as team members and to interact with key stakeholders.
- iii) Strategic thinking and decision making – The Board of Directors have strategic thinking and decision making skills in guiding and leading management teams to make decisions in uncertain environments.
- iv) Financial Skills– The Board of directors has eminent business leaders with deep knowledge of finance and business.

- i) Technical/Professional skills and specialized knowledge – The Board of Director's possess technical/professional skills and specialized knowledge to assist the ongoing aspects of the business

3. Relationship Inter-se:-

The following Directors of the Company are related to each other in the manner mentioned below:

| Sr. No. | Name of Directors | Relationship Inter-se |
|---------|----------------------|--|
| 1. | Mr. Falgunbhai Patel | Father of Mr. Parthiv Patel and husband of Mrs. Pannaben Patel |
| 2. | Mr. Parthiv Patel | Son of Mr. Falgunbhai Patel and Mrs. Pannaben Patel |
| 3. | Mrs. Pannaben Patel | Wife of Mr. Falgunbhai Patel and mother of Mr. Parthiv Patel |

Number of Directorship held in other companies includes all companies, whether listed, unlisted or section 8 company and excludes other bodies corporate and professional bodies. The Composition of the Board is in conformity with Regulation 17 of Listing Regulations read with Section 149 of the Act. None of the Director is a Member of more than ten Committees or Chairman of more than five Committees across all companies in terms of Regulation 26 of the Listing Regulations. The maximum tenure of Independent Directors is in accordance with the Act.

The details of Equity Shares of the Company held by Non-Executive Directors as on March 31, 2019 are as below:

| Sr. No. | Name of the Director | No. of Equity shares |
|---------|-------------------------|----------------------|
| 1. | Mr. Sudhirbhai Nanavati | 250 |
| 2. | Mr. Mukeshbhai Patel | 250 |
| 3. | Mr. Shreyasbhai Pandya | Nil |
| 4. | Mrs. Pannaben Patel | 2,45,500 |
| 5. | Mr. Sandeepbhai Singhi | Nil |

4. Independent Directors:

The Independent Directors of the Company were initially appointed for a tenure of 5 (five) years from April 1, 2014 upto March 31, 2019. The terms and conditions for appointment of Independent Directors and a sample letter of appointment have been placed on the website of the Company. Further, based upon the recommendation of the Nomination and Remuneration Committee to the Board of Directors and further upon recommendation of Board of Directors of the Company, the Independent Directors were re-appointed by the members of the Company by way of passing of Special Resolution at the 75th AGM of the Company held on September 28, 2018 for the second term of 5 (five) years from April 1, 2019 till March 31, 2024.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that the Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

5. Familiarization Program for Independent Directors:

The Familiarization Program for the Independent Directors of the Company has been adopted by the Board pursuant to the Regulation 25(7) of the Listing Regulations. The aim of the Familiarization Program is to enable the Independent Directors to perceive the business of the Company and give them opportunity to contribute significantly to the Company by providing the insights into the affairs of the Company.

The Familiarization Program for the Independent Directors is administered and monitored by the Nomination and Remuneration Committee of the Board. A letter of appointment is provided at the time of appointment of an Independent Director which, inter alia, shall explain the role, functions, duties and responsibilities expected of him as a Director of the Company. Further, the Company conducts an introductory familiarization program which inter alia includes roles, rights and responsibilities and also strategies, operations and functions of the Company. The Managing Director and the functional heads of various departments of the Company frequently conduct programs and give presentations to familiarize the Independent Directors on the vision and mission of the Company, its operations, administration and management, business plans, strategies, technologies and also future outlook of the entire industry, on an ongoing basis and such programs and presentations are made regularly to the Board / Independent Directors. In accordance to Regulation 46, the details of the familiarization programs extended to the Independent Directors are also disclosed on the Company website from time to time at:

<http://sandsesh.com/ir/Details-of-familiarization-programmes.pdf>

III. COMMITTEES OF THE BOARD:

The Board of the Company has constituted the following Committees and each Committee has its own terms of reference:

- i. Audit Committee;
- ii. Nomination and Remuneration Committee;
- iii. Stakeholders Relationship Committee;
- iv. Corporate Social Responsibility Committee; and
- v. Executive Committee

A. AUDIT COMMITTEE:

The composition and terms of reference of the Audit Committee are in compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The composition of Committee is given in this Report.

Terms of Reference of the Committee inter alia include the following:

- a) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - ii. changes, if any, in accounting policies and practices and reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing regulations and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions;
 - vii. modified opinion(s) in the draft audit report;
- e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h) approval or any subsequent modification of transactions of the Company with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the Company, wherever it is necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) discussion with internal auditors of any significant findings and follow up there on;
- o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) to review the functioning of the whistle blower mechanism;
- s) approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- t) Carrying out any other function as is mentioned in terms of reference of the Committee.

- u) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on date.

Further, the Audit Committee mandatorily reviews the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the Committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.
- f) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of Listing Regulations

Further, in terms of the provisions of section 177 of the Act and applicable Rules made thereunder, the terms of reference for the Audit Committee also include:

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters.

Composition, meetings and attendance:

The Audit Committee consists of Mr. Mukeshbhai Patel, as the Chairman of the Committee, Mr. Sudhirbhai Nanavati, Mr. Shreyasbhai Pandya and Mr. Sandeepbhai Singhi, as the Committee Members. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

During the year under review total 4 (Four) meetings of the Audit Committee were held on 28.05.2018, 10.08.2018, 31.10.2018 and 13.02.2019. The attendance of the Members of the Audit Committee is as under:

| Sr. No. | Name of the Members | Date-wise attendance of Audit Committee Meeting during the F.Y. 2018-19 | | | |
|---------|---------------------------------|---|------------|------------|------------|
| | | 28.05.2018 | 10.08.2018 | 31.10.2018 | 13.02.2019 |
| 1. | Mr. Mukeshbhai Patel (Chairman) | Yes | No | Yes | Yes |
| 2. | Mr. Sudhirbhai Nanavati | Yes | Yes | Yes | Yes |
| 3. | Mr. Shreyasbhai Pandya | Yes | Yes | No | Yes |
| 4. | Mr. Sandeepbhai Singhi | Yes | Yes | Yes | Yes |

Yes – Attended, No – Not Attended

Committee invites such of the executives, particularly the head of the Finance Function, representatives of the Statutory Auditors and Internal Auditors, as it considers appropriate, to be present at the meetings.

All Committee Members are financially literate and have accounting and financial management expertise. Mr. Mukeshbhai Patel, the Chairman of the Audit Committee and the Independent Director of the Company was present at the previous Annual General Meeting held on September 28, 2018, to answer the queries of the shareholders of the Company.

B. NOMINATION AND REMUNERATION COMMITTEE:

The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The composition of Committee is given in this Report.

Terms of reference of the Committee inter alia include the following:

- a) identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

- b) shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance
- c) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- d) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- e) devising a policy on diversity of board of directors;
- f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- g) recommend to the Board, all remuneration, in whatever form, payable to Senior Management

Composition, Meetings and Attendance:

Nomination and Remuneration Committee of the Board presently consists of 4 (Four) Independent Directors viz. Mr. Sudhirbhai Nanavati, as the Chairman of the Committee, Mr. Mukeshbhai Patel, Mr. Shreyasbhai Pandya and Mr. Sandeepbhai Singhi, as the Members of the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review total 4 (Four) meetings of the Nomination and Remuneration Committee were held on 28.05.2018, 10.08.2018, 31.10.2018 and 13.02.2019. The attendance of the Members of the Nomination and Remuneration Committee is as under:

| Sr. No. | Name of the Members | Date-wise attendance of Nomination and Remuneration Committee Meeting during the F.Y. 2018-19 | | | |
|---------|------------------------------------|---|------------|------------|------------|
| | | 28.05.2018 | 10.08.2018 | 31.10.2018 | 13.02.2019 |
| 1. | Mr. Sudhirbhai Nanavati (Chairman) | Yes | Yes | Yes | Yes |
| 2. | Mr. Mukeshbhai Patel | Yes | No | Yes | Yes |
| 3. | Mr. Shreyasbhai Pandya | Yes | Yes | No | Yes |
| 4. | Mr. Sandeepbhai Singhi | Yes | Yes | Yes | Yes |

Yes – Attended, No – Not Attended

Mr. Sudhirbhai Nanavati, the Chairman of the Nomination and Remuneration Committee and the Independent Director of the Company was present at the previous Annual General Meeting held on September 28, 2018, to answer the queries of the shareholders of the Company.

Nomination and Remuneration Policy:

In terms of the provisions of section 178(4) of the Act and Listing Regulations, the Board of the Company has, on recommendation of NRC, framed and adopted a policy relating to the remuneration for the directors, key managerial personnel and other employees.

The Company has formulated and adopted the Policy with an aim to create an effective performance work culture in the Company which enables it to attract, retain and motivate the employees to achieve the targets of the Company.

The remuneration is paid by the Company by way of salary, benefits, perquisites, allowances and commission to the Managing Directors and Whole Time Director of the Company. The Committee decides annual increments within the stipulated pay scale and the commission payable out of the profits for the financial year within the ceilings prescribed under the Act based on the performance of the Managing Directors and Whole Time Director and further based on the performance of the Company.

During the financial year under review, the Company paid sitting fees to its Independent Directors for attending meetings of the Board as mentioned in this Report. The Company has not paid any commission to the Independent / non-executive Directors.

Applicability of the policy:

- a) Directors (Executive, Non-Executive and Independent)
- b) Key Managerial Personnel
- c) Senior Management Personnel
- d) Other employees as may be decided by the Nomination and Remuneration Committee

Further in accordance to the Nomination and Remuneration Policy adopted by the Company, the evaluation of the Board, its Committees and Individual Directors will be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance, as applicable, in following manner:

A. Evaluation of performance and Independence Review Procedures:

The Committee shall determine a process for evaluating the performance of every Board Member, the Committees of the Board and the Board on an annual basis and shall carry out the performance evaluation in terms of the process determined. The Committee may also authorise the Board or appoint an independent external agency for carrying out the

performance evaluation in terms of the process determined and shall further review its implementation and compliance. The Committee shall also review its own performance on an annual basis..

1. Annual Evaluation: The Board will determine the independence for the independent director on an annual basis upon the declaration made by such independent director.
2. Determination of Director's Independence: The Board shall determine independence of candidate to the position of independent director prior to appointment in case his/her appointment is considered between two Annual General Meetings of the Company.
3. Change of Independent Status: Each director shall inform the Board with respect to any change in his / her independent status.

B. Evaluation of performance of executive directors and determination of remuneration:

The Committee shall evaluate the performance of the managing director(s) by setting key result areas and performance parameters at the beginning of each financial year and it shall ensure that the said performance objectives are aligned with the present and future goals of the Company. The Committee shall consider and recommend the remuneration of the managing director(s) or wholtime director for approval of the Board and Members of the Company. The remuneration may include basic salary, benefits, allowances, perquisites, commission, etc. The Committee shall also ensure that the remuneration is in accordance with applicable law and has an adequate balance between fixed and variable component.

C. Evaluation Criteria for the Independent Directors:

1. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

During the Financial Year under review, in terms of the provisions of the Act and the Listing Regulations, the Nomination and Remuneration Committee and the Board has carried out an annual evaluation of its performance, the Directors individually as well as the evaluation of the working of its Committees and individual Directors and the findings were shared with them as well as the Chairman of the Company. A structured questionnaire was prepared covering the various criteria of competencies and the responses were evaluated by the Nomination and Remuneration Committee as well as the Board. The results reflected high satisfactory performance of Board and Committee Members.

Further, the Board has carried out an annual performance evaluation of its Independent Directors. Evaluation of Independent Directors was based on defined parameters which include level of engagement and participation in business decisions, functional knowledge and skill-set, awareness of the risk profile of the industry, quality of feedback and suggestions, etc.

The Independent Directors have also evaluated the performance of the Chairman and other non-independent Directors. The evaluation of the performance was on the basis of the criteria like culture and dynamics of the Board, quality of Board Members, key responsibilities of the Board Members, contribution of the Board Members, effectiveness of the process and functioning of the Board / its Committees.

REMUNERATION OF DIRECTORS

Remuneration to Executive Directors:

Nomination and Remuneration Committee shall, inter-alia, evaluate the performance of the Executive Directors and the remuneration payable to the Executive Directors and Senior Management employees of the Company. Mr. Falgunbhai C. Patel is the Chairman & Managing Director, Mr. Parthiv F. Patel is the Managing Director and Mr. Yogesh Jani is the Whole-time Director on the Board of the Company. Based on the recommendation of Nomination and Remuneration Committee, the Board approves the remuneration payable to the aforesaid Directors within the ceiling fixed by the shareholders as per the respective resolutions passed at the AGMs. The Company has entered into agreements with Mr. Falgunbhai C. Patel (the term of appointment is from April 01, 2017 to March 31, 2022), Mr. Parthiv F. Patel (the term of appointment is from August 01, 2018 to July 31, 2023) and Mr. Yogesh Jani (the term of appointment is from August 11, 2015 to August 10, 2020) for their respective employment for a period as mentioned in their respective agreement. The term of Mr. Yogesh Jani, Whole Time Director of the Company expires on August 10, 2020. Further, Mr. Yogesh Jani will attain the age of 70 years on September 18, 2020. On the date of re-appointment of Mr. Yogesh Jani by the shareholders at the ensuing annual general meeting, he will be over 70 years of age. Considering the expertise, rich experience, exposure in various areas of the business, his long and continuous association with the Company, the Members are requested to consider and if thought fit, approve the re-appointment of Mr. Yogesh Jani as a Whole Time Director, for the further period of 5 years from August 11, 2020, by means of a special resolution (as mentioned in point no 4 of the Notice of AGM)

Either the Company or Mr. Falgunbhai C. Patel / Mr. Parthiv F. Patel is entitled to terminate the agreement by giving not less than six months' notice in writing to the other party. Either the Company or Mr. Yogesh Jani is entitled to terminate the agreement

by giving not less than two months' notice in writing to the other party. Details of remuneration paid/payable to the Executive Directors of the Company during the year ended March 31, 2019 are given below:

(₹ In Lacs)

| Name of the Directors | Salary | Commission* | Perquisites & Allowances | Sitting Fee | Total Remuneration |
|-----------------------|--------|-------------|--------------------------|-------------|--------------------|
| Mr. Falgunbhai Patel | 112.50 | 328.66 | 1.34 | - | 442.50 |
| Mr. Parthiv Patel | 72.20 | 369.90 | 0.40 | - | 442.50 |
| Mr. Yogesh Jani | 8.60 | - | - | - | 8.60 |

*Payable in Financial Year 2019-20

Stock Option:

The Company has no stock option scheme relating to its shares for its directors or employees and no severance fees are paid to any Director of the Company during the financial year under review.

Remuneration to the Non-Executive Directors:

The remuneration, commission if payable to the Non-Executive / Independent Directors, shall be in accordance with the provisions of the Act for the time being in force and as may be recommended by the Nomination and Remuneration Committee and approved by the Board and further by the members of the Company.

The Company has no pecuniary relationship or transactions with its Non-executive vis-à-vis the Company other than payment of sitting fees for attending Board meetings. Details of the sitting fees paid to the Non-Executive Directors for the financial year 2018-19 are as under:

| Name of the Directors | Sitting Fee (₹ in Lacs) |
|-------------------------|-------------------------|
| Mr. Sudhirbhai Nanavati | 0.100 |
| Mr. Mukeshbhai Patel | -- |
| Mr. Shreyasbhai Pandya | -- |
| Mr. Sandeepbhai Singhi | 0.100 |
| Mrs. Pannaben F. Patel | -- |

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition and terms of reference of the Stakeholders Relationship Committee are in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations. The composition of Committee is given in this Report. The Committee looks into redressing the stakeholders' grievances / complaints.

Compliance Officer: Mr. Dhaval Pandya, the Company Secretary of the Company, is designated as a Compliance Officer pursuant to Regulation 6 of the Listing Regulations.

The Company has a designated E-mail ID i.e. investorsgrievance@sandesh.com for the redressal of complaints / grievances of the stakeholders which is also displayed on the website of the Company.

Terms of Reference:

The functions of Stakeholders Relationship Committee, inter alia, include the following:

- To consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends,
- To expedite the process of share transfers,
- To ensure that Registrar and Share Transfer Agent attends to share transfer formalities as prescribed in terms of applicable laws from time to time.

Composition, meetings and attendance:

Stakeholders Relationship Committee of the Board presently consists of 4 (Four) Independent Non-Executive Directors viz. Mr. Sudhirbhai Nanavati, as the Chairman of the Committee, Mr. Mukeshbhai Patel, Mr. Shreyasbhai Pandya and Mr. Sandeepbhai Singhi, as the Members of the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review total 4 (Four) meetings of the Stakeholders Relationship Committee were held on 28.05.2018, 10.08.2018, 31.10.2018 and 13.02.2019 . The attendance of the Members of the Stakeholders Relationship Committee is as under:

| Sr. No. | Name of the Members | Date-wise attendance of Stakeholder Relationship Committee Meeting during the F.Y. 2018-19 | | | |
|---------|------------------------------------|--|-------------|------------|------------|
| | | 28.05.2018 | 10.08.2018, | 31.10.2018 | 13.02.2019 |
| 1. | Mr. Sudhirbhai Nanavati (Chairman) | Yes | Yes | Yes | Yes |
| 2. | Mr. Mukeshbhai Patel | Yes | No | Yes | Yes |
| 3. | Mr. Shreyasbhai Pandya | Yes | Yes | No | Yes |
| 4. | Mr. Sandeepbhai Singhi | Yes | Yes | Yes | Yes |

Yes – Attended, No – Not Attended

The number of the complaints / grievances received and resolved to the satisfaction of the stakeholders during the Financial Year under review is as under:

| Sr. No. | Investor Complaints | Complaints |
|---------|---|------------|
| 1. | Pending at the beginning of the year (As on 01.04.2018) | NIL |
| 2. | Received during the Year from 01.04.2018 to 31.03.2019 | 5 |
| 3. | Disposed of during the Year from 01.04.2018 to 31.03.2019 | 5 |
| 4. | Unresolved at the end of the Year (As on 31.03.2019) | NIL |

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The composition and terms of reference of the Corporate Social Responsibility (CSR) Committee are in compliance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 made there under. The composition of Committee is given in this Report.

Terms of Reference:

The functions of CSR Committee, inter alia, include the following:

1. To formulate and recommend CSR Policy to the Board which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
2. To recommend the amount of expenditure to be incurred on the activities mentioned in CSR Policy; and
3. To monitor CSR Policy of the Company from time to time.
4. To co-ordinate with the Company's management or such other agency for implementing programs and executing initiatives as per CSR policy and shall review the performance periodically.

Composition, meetings and attendance:

CSR Committee of the Board presently consists of 4 (four) Members comprising of 2 (two) Non-Executive and Independent Directors, 1 (one) Promoter and Non-Executive Director and 1 (one) Promoter and Executive Director.

Mr. Falgunbhai C. Patel, is the Chairman of the Committee, Mr. Mukeshbhai Patel, Mr. Shreyasbhai Pandya and Mrs. Pannaben F. Patel, are the Members of the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review total 4 (Four) meetings of the CSR Committee were held on 28.05.2018, 10.08.2018, 31.10.2018 and 13.02.2019. The attendance of the Members of the CSR Committee is as under:

| Sr. No. | Name of the Members | Date-wise attendance of CSR Committee Meeting during the F.Y. 2018-19 | | | |
|---------|------------------------------------|---|------------|------------|------------|
| | | 28.05.2018 | 10.08.2018 | 31.10.2018 | 13.02.2019 |
| 1. | Mr. Falgunbhai C. Patel (Chairman) | Yes | Yes | Yes | Yes |
| 2. | Mrs. Pannaben F. Patel | Yes | No | No | Yes |
| 3. | Mr. Shreyasbhai Pandya | Yes | Yes | No | Yes |
| 4. | Mr. Mukeshbhai Patel | Yes | No | Yes | Yes |

Yes – Attended, No – Not Attended

E. EXECUTIVE COMMITTEE:

The Board has constituted this Committee with an objective to aid the Board in handling and dealing with the routine administrative matters which requires approval of the Board and which in the opinion of the Board cannot be postponed until the next scheduled meeting of the Board or its other Committee. The Committee, having delegated authority, performs all

those functions which the Board of Directors of the Company assigns to it. The Committee has overall responsibility for review and follow-up on the action taken on the Board decisions and also attend to any other responsibility as may be entrusted by the Board to investigate any activity within terms of reference.

Composition, meetings and attendance:

Executive Committee presently consists of 3 (three) Executive Directors viz. Mr. Falgunbhai C. Patel, as the Chairman of the Committee, Mr. Parthiv F. Patel and Mr. Yogesh Jani, as the Members of the Committee. The Company Secretary of the Company acts as the Secretary to the Committee. During the year under review 4 (four) meetings of the Executive Committee were held on 30.04.2018, 29.06.2018, 07.08.2018 and 19.11.2018 . The attendance of the Members of the Executive Committee is as under:

| Sr. No. | Name of the Members | Date-wise attendance of Executive Committee Meeting during the F.Y. 2018-19 | | | |
|---------|------------------------------------|---|------------|------------|------------|
| | | 30.04.2018 | 29.06.2018 | 07.08.2018 | 19.11.2018 |
| 1. | Mr. Falgunbhai C. Patel (Chairman) | Yes | Yes | Yes | Yes |
| 2. | Mr. Parthiv F. Patel | Yes | Yes | Yes | No |
| 3. | Mr. Yogesh Jani | Yes | Yes | No | Yes |

IV. INDEPENDENT DIRECTORS' MEETING:

Pursuant to Regulation 25 of Listing Regulations the meeting of the Independent Directors was held on February 13, 2019 during the financial year under review, inter alia, to:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the said Meeting.

V. OTHER DISCLOSURES:

- The Company has complied with the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-Regulation (2) of Regulation 46 of the Listing Regulations.

b) Related Party Transactions:

In line with the provisions of the Act and under Regulation 23 of the Listing Regulations, the Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

During the Financial Year under review, there were no material related party transactions. All related party transactions are placed before the Audit Committee as also the Board for review and approval; and the interested Directors neither participate in the discussions, nor did they vote on such matters, when such matters came up for approval. Further, suitable disclosure as required by the Accounting Standards has been given in the Notes to the Financial Statements. The Board of the Company has approved a Related Party Transactions Policy which has been uploaded on the Company's website at the following link: <http://sandsesh.com/ir/RPT-Policy.pdf>.

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:-

No penalty, or stricture was imposed by the Stock Exchanges or SEBI or any other Statutory authority, on any matter related to capital markets, during the last 3 (three) years.

d) Vigil Mechanism & Whistle Blower Policy:

The Company has adopted a Vigil Mechanism & Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Act and the Listing Regulations. The policy entitles its stakeholders, directors, employees and their representative bodies to report their genuine concerns about illegal or unethical practices or violations of laws, rules, regulations or unethical conduct to the Supervisor or to the Management. Through this mechanism and Policy, the stakeholders, directors, employees and their representative bodies will be able to raise genuine concerns or grievances or violation or potential violations, free of any fear of retaliation or victimisation. The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern and no person has been denied access to the Audit Committee. On a quarterly basis, the Audit Committee review the concerns raised, if any, under the policy and track them for closure as per the policy.

During the financial year under review no complaint was received to be referred to the Audit Committee and no person was denied access to the Audit Committee.

e) Compliance with the Mandatory Requirements and adoption of Discretionary Requirements of the Listing Regulations:

The Company has complied with all the mandatory requirements as applicable under the Listing Regulations and it has also obtained a certificate affirming the compliance with the provisions of the Listing Regulations from M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad and the same is also attached to this Report.

Discretionary Requirements:

The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II under the Part E of the Listing Regulations:

- i. The Board: As per para A of Part E of Schedule II of the Listing Regulations, a non-executive Chairman of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairman of the Company is an Executive Director and hence, this provision is not applicable.
- ii. Shareholders Rights: The Company displays the quarterly and half yearly results on its web site and also publishes the results in widely circulated newspapers. The Company also makes available the voting results of the shareholders' meetings on its website, and reports the same to Stock Exchanges. The quarterly and half yearly results are not sent to each household of the shareholders.
- iii. Modified opinion(s) in audit report: The Company's financial statements for the Financial Year 2018-19 do not contain any modified audit opinion.
- iv. Separate posts of Chairperson and Chief Executive Officer: Mr. Falgunbhai C. Patel is the Chairman and Managing Director of the Company. However, there is no separate post of a Chief Executive Officer in the Company.
- v. Reporting of Internal Auditor: In its internal audit structure, the Company has engaged experienced chartered accountants' firm. There is a system of monthly internal audit reporting, reviewing and monitoring. Surprise audits are also conducted to ensure effective adherence to the established processes, internal controls and internal audit mechanism on real-time basis. The Internal Auditors of the Company reports to the Audit Committee of the Board of Directors of the Company.

f) Subsidiary companies:

In compliance with the Regulation 16(1)(c) of the Listing Regulations, the Company has framed a 'Policy for determining Material Subsidiary' in order to determine the materiality of its subsidiaries. The said policy is placed on the Company's website and can be accessed at: http://sandesh.com/ir/Policy_Material-Subsidiary.pdf. As per the Listing Regulations and the said Policy, the Company did not have any material subsidiary during the Financial Year under review.

The Audit Committee of the Board periodically reviews the financial statements and general working of subsidiary company and in particular, the investments made by the subsidiary company. The Management of the Company also periodically brings to the attention of the Board of the Company, a statement of all significant transactions and arrangements, if any, entered into by the subsidiary company. Further, the minutes of the board meetings of the subsidiary company are noted at the Board Meetings of the Company.

g) Website

The Company ensures dissemination of applicable information under Regulation 46 of the Listing Regulations on the Company's website (www.sandesh.com).

The section on 'Investor Relation' on the website serves to inform the members by giving complete financial details, annual reports, shareholding patterns and such other statutory details.

h) Code of Conduct:

The Board has laid down the Code of Conduct for all Board of Directors and Senior Management of the Company. The said Code is also placed on the website of the Company. The Certificate from the Chairman & Managing Director affirming compliance of the said Code by all the Board of Directors and Senior Management of the Company, to whom the Code is applicable, is separately attached to this Report.

i) Material, financial and commercial transactions:

No material, financial and commercial transactions that may have a potential conflict with the interest of the Company at large were reported to the Company during the Financial Year under review. Senior Management of the Company has made disclosures under Regulation 26(5) of the Listing Regulations to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

j) To monitor, regulate and report trading in shares by insiders:

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated a "Code of Conduct for Prevention of Insider Trading" and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" for regulating, monitoring and reporting of trading in shares of the Company by the Promoters, Designated Persons, Key Managerial Personnel, Directors, Employees, Connected Persons and Insiders of the Company. The said codes are in accordance with the said Regulations and are also available on the website of the Company.

VI. MEANS OF COMMUNICATION:

| | | | |
|----|--|---|---|
| a) | Quarterly results | : | The quarterly, half-yearly and annual financial results are published in daily English and daily Gujarati newspapers within the prescribed timelines. The Company also complies with the Listing Regulation by filing its financial results with BSE & NSE within the prescribed timelines. The Company's results are also displayed on the website of the Company. |
| b) | Newspapers wherein results normally published | : | In daily English Newspaper – The Financial Express / Indian Express / Business Standard & in daily Regional (Gujarati) Newspaper - Sandesh |
| c) | Any website, where displayed | : | BSE Limited (www.bseindia.com), National Stock Exchange of India Ltd. (www.nseindia.com) and The Sandesh Limited (www.sandesh.com) |
| d) | Whether it also displays official news release | : | Not Applicable for the Financial Year under review |
| e) | Presentations made to institutional investors or to the analysts | : | Not Applicable for the Financial Year under review |

VII. GENERAL SHAREHOLDER INFORMATION:
A. Annual General Meeting

- i. Date : September 30 2019
- ii. Time : 10:00 A.M.
- iii. Venue : Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006(Gujarat-India)

The details of last three Annual General Meetings of the Company are as under:

| No. of AGM | Financial Year | Date of AGM | Time | Venue at | Special Resolution passed |
|------------|----------------|-------------|------------|---|---|
| 75th | 2017-18 | 28.09.2018 | 10:00 a.m. | Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 | Special resolutions were passed for re-appointment of the following Director(s) as the Independent Director(s) of the Company to hold office for five consecutive years from April 01, 2019 up to March 31, 2024: <ul style="list-style-type: none"> • Mr. Mukeshbhai Patel (DIN 00053892) • Mr. Sudhirbhai Nanavati (DIN 00050236) • Mr. Shreyasbhai Pandya (DIN 00050244) • Mr. Sandeepbhai Singhi (DIN 01211070) |
| 74th | 2016-17 | 22.09.2017 | 10:00 a.m. | Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 | Not Applicable |
| 73rd | 2015-16 | 30.09.2016 | 10:00 a.m. | Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 | Not Applicable |

No Extra Ordinary General Meeting was held during the Financial Year 2018-19. During the Financial Year under review, no resolution has been passed through the exercise of postal ballot.

B. Financial Year: Financial Year of the Company is for a period of twelve (12) months from 1stApril to 31stMarch. Following is key financial reporting dates for the financial year 2019-20 (tentative):

- I. First quarter Results : on or before August 14, 2019
- II. Second quarter Results : on or before November 14, 2019
- III. Third quarter Results : on or before February 14, 2020
- IV. Audited Results for FY 2019-20 : on or before May 30, 2020

C. Date of Book Closure: 20.09.2019 to 30.09.2019 (both days inclusive)

D. Dividend Payment Date: The Board has not recommended Final Dividend for Financial Year 2018-19 and the proposal for confirmation of the Interim Dividend declared on February 13, 2019 and paid thereby, as Final Dividend for Financial Year 2018-19, will be placed at the ensuing 76th AGM, as mentioned in Item No. 2 of the Notice of the AGM.

E. The name and address of each stock exchanges at which the Company's securities are listed and confirmation about payment of annual listing fee to each of such Stock Exchanges:

- i. BSE Limited (BSE) : Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- ii. National Stock Exchange of India Limited (NSE) : "Exchange Plaza", Block-G, C-1, Bandra-Kurla Complex, Bandra (E), Mumbai-400051

The Company has paid annual listing fees for the Financial Year 2019-20 to the above stock exchanges.

F. Stock Code:

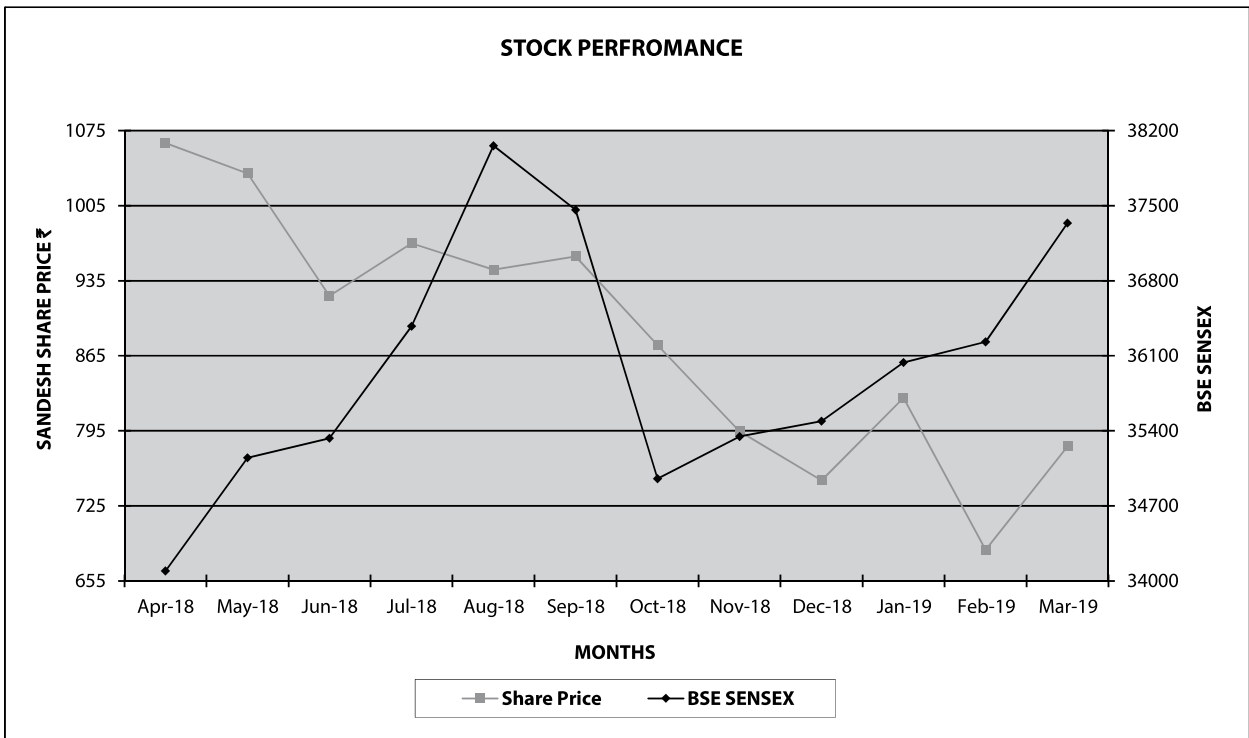
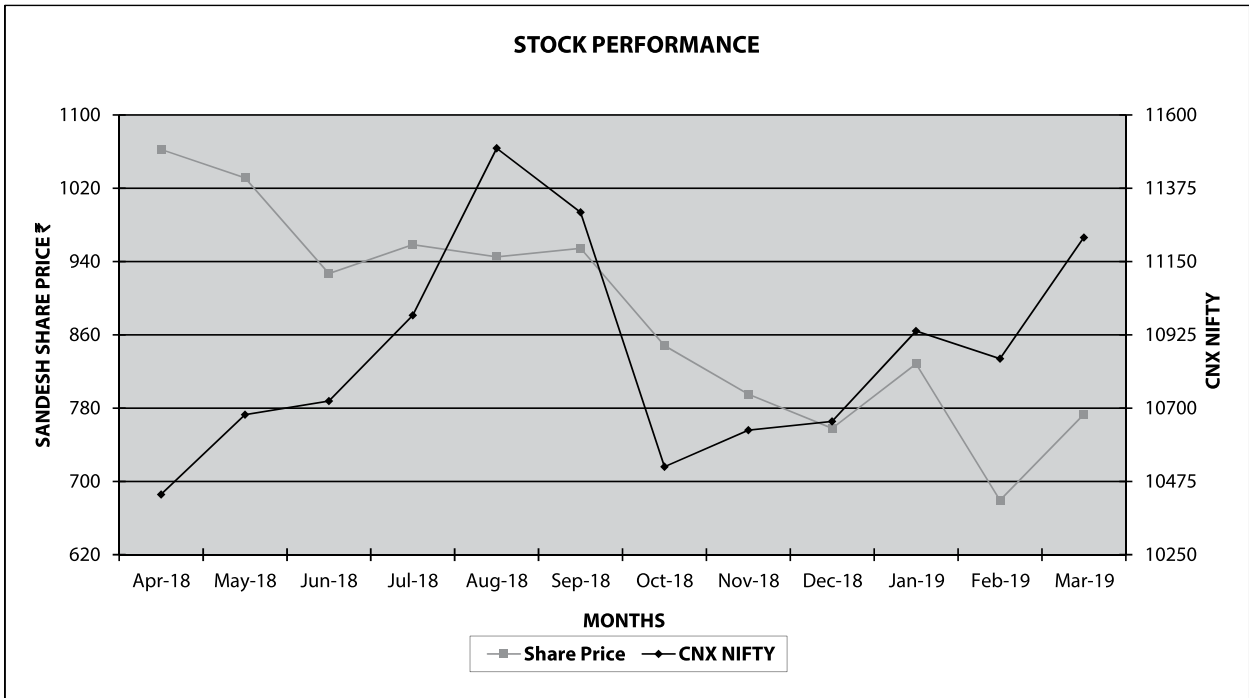
- i. BSE Limited: Scrip No. : 526725
- ii. National Stock Exchange of India Limited: Symbol : SANDESH (EQ.)
- iii. ISIN Number: INE583B01015

G. Market Price Data:

Market price data and volume of the shares of the Company traded in BSE Limited and NSE during the Financial Year 2018-19 are as under:

| Month | Share price of The Sandesh Limited at Listed Stock Exchanges | | | | | | BSE S&P SENSEX | | CNX NSE NIFTY 50 | |
|--|---|---------------|----------------------------|--------------------------|---------------|----------------------------|-------------------|-----------|---------------------|-----------|
| | BSE (Scrip Code: 526725) | | | NSE (Symbol: SANDESH) | | | Highest | Lowest | Highest | Lowest |
| | Highest (₹) | Lowest (₹) | No. of shares traded | Highest (₹) | Lowest (₹) | No. of shares traded | | | | |
| Apr-18 | 1127.00 | 1000.00 | 3342 | 1,143.30 | 981.35 | 19,463 | 35,213.30 | 32,972.56 | 10,759.00 | 10,111.30 |
| May-18 | 1119.00 | 951.10 | 4082 | 1,109.85 | 952.95 | 27,274 | 35,993.53 | 34,302.89 | 10,929.20 | 10,430.35 |
| Jun-18 | 999.00 | 842.70 | 9511 | 992.90 | 860.85 | 21,234 | 35,877.41 | 34,784.68 | 10,893.25 | 10,550.90 |
| Jul-18 | 1082.00 | 858.00 | 3738 | 1,048.95 | 868.00 | 38,456 | 37,644.59 | 35,106.57 | 11,366.00 | 10,604.65 |
| Aug-18 | 999.75 | 891.10 | 3549 | 995.10 | 895.00 | 17,201 | 38,989.65 | 37,128.99 | 11,760.20 | 11,234.95 |
| Sep-18 | 1044.00 | 871.25 | 6902 | 1,044.05 | 865.00 | 53,994 | 38,934.35 | 35,985.63 | 11,751.80 | 10,850.30 |
| Oct-18 | 949.85 | 800.00 | 8411 | 896.25 | 800.05 | 20,628 | 36,616.64 | 33,291.58 | 11,035.65 | 10,004.55 |
| Nov-18 | 838.00 | 751.00 | 4471 | 840.00 | 750.10 | 26,817 | 36,389.22 | 34,303.38 | 10,922.45 | 10,341.90 |
| Dec-18 | 766.45 | 731.00 | 5669 | 784.00 | 732.05 | 11,877 | 36,554.99 | 34,426.29 | 10,985.15 | 10,333.85 |
| Jan-19 | 965.40 | 686.00 | 35607 | 967.70 | 689.00 | 2,37,649 | 36,701.03 | 35,375.51 | 10,987.45 | 10,885.75 |
| Feb-19 | 722.10 | 646.00 | 2802 | 720.00 | 638.90 | 18,100 | 37,172.18 | 35,287.16 | 11,118.10 | 10,585.65 |
| Mar-19 | 849.00 | 712.00 | 8554 | 849.90 | 696.85 | 34,693 | 38,748.54 | 35,926.94 | 11,630.35 | 10,817.00 |
| (The above information is compiled from the data available from the websites of BSE and NSE) | | | | | | | | | | |

H. Performance in comparison to broad-based indices such as BSE S&P Sensex and NSE Nifty 50: -



Cautionary statement: Historical stock price performance shown in the above graphs should not be considered as indicative of potential future stock price performance of the Company.

I. Registrar & Share Transfer Agents: MCS Share Transfer Agent Limited, having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcsta@rediffmail.com & mcsahmd@gmail.com

- J. Share Transfer System:** MCS Share Transfer Agent Limited is the Registrar & Share Transfer Agent of the Company for the entire functions of the share registry including physical transfers, issue of duplicate share certificates, dematerialization, rematerialization, consolidation, split, transmission, name addition or deletion, etc. relating to the shares of the Company.

Further as per the requirements of Regulation 40(9) & (10) of the Listing Regulations, a Company Secretary in practice has certified due compliance of share transfer formalities on half yearly basis.

- K. Distribution of Shareholding as on March 31, 2019:**

| No. of Shares (Range) | | Total No. of holders & No. of Shares | | | |
|-----------------------|-----------|--------------------------------------|-------------|---------------|---------------|
| From | To | No. of Shares | % of Shares | No of Holders | % of Holders |
| 1 | 500 | 377081 | 4.98 | 5526 | 96.04 |
| 501 | 1000 | 83532 | 1.10 | 109 | 1.89 |
| 1001 | 2000 | 68313 | 0.90 | 47 | 0.82 |
| 2001 | 3000 | 35770 | 0.47 | 14 | 0.24 |
| 3001 | 4000 | 44255 | 0.58 | 13 | 0.23 |
| 4001 | 5000 | 37244 | 0.49 | 8 | 0.14 |
| 5001 | 10000 | 79066 | 1.04 | 11 | 0.19 |
| 10001 | 50000 | 268528 | 3.55 | 11 | 0.19 |
| 50001 | 100000 | 346815 | 4.58 | 5 | 0.09 |
| 100001 | AND ABOVE | 6228817 | 82.29 | 10 | 0.17 |
| TOTAL | | 7569421 | 100 | 5754 | 100.00 |

- L. Dematerialization of shares and liquidity:**

As on March 31, 2019, total 5332 shareholders were holding 7494419 equity shares out of total 7569421 equity shares in Dematerialized Form, which constitute 99.01% of the total Share Capital of the Company. Promoters of the Company hold their 100% shareholding in Dematerialized Form. The Shares of the company are regularly traded on BSE and NSE.

- M. Categories of Shareholding as on March 31, 2019:**

| Sr. No. | Category | No. of shares in Demat form | No. of shares in Physical form | Total No. of Shares held | % of Total share holding | Total No. of share holders |
|--------------------|--|-----------------------------|--------------------------------|--------------------------|--------------------------|----------------------------|
| 1 | Promoters | 5663017 | --- | 5663017 | 74.81 | 8 |
| 2 | Mutual Fund /UTI | --- | --- | --- | --- | --- |
| 3 | Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institution, Non-Government Institutions) | 54 | --- | 54 | 0.00 | 2 |
| 4 | Foreign Institutional Investors | --- | --- | --- | --- | --- |
| 5 | Foreign Portfolio Investors | --- | --- | --- | --- | --- |
| 6 | Private Corporate Bodies | 957837 | 11700 | 969537 | 12.81 | 150 |
| 7 | Indian Public (Individual/ HUF) | 812855 | 63152 | 876007 | 11.57 | 5348 |
| 8 | NRIs/ OCBs | 11515 | 150 | 11665 | 0.15 | 100 |
| 9 | GDR | --- | --- | --- | --- | --- |
| 10 | Investor Education and Protection Fund | 45541 | --- | 45541 | 0.60 | 1 |
| 11 | Unclaimed or Suspense or Escrow Account | 3600 | --- | 3600 | 0.05 | 1 |
| GRAND TOTAL | | 7494419 | 75002 | 7569421 | 100.00 | 5610 |

- N. Outstanding global depository receipts (GDR) or American depository receipts (ADR) or warrants or any convertible instruments, conversion date and likely impact on equity:** Not applicable.

O. Commodity price risk / Foreign Exchange risk / Hedging Activities:

The Company does not trade in commodity market and is not exposed to high foreign exchange risk. The Company does not enter into any long term hedging.

P. Fees paid to Statutory Auditors

The Company's current Statutory Auditors are M/s. S G D G Associates & LLP (Firm Registration No W100188, LLPIN: AAI-3248), who have been appointed to hold the office from the conclusion of the 75th Annual General Meeting till the conclusion of 80th Annual General Meeting.

During the year ended March 31, 2019, fees paid to the Statutory Auditors (M/s. S G D G Associates & LLP) and its network firms are as follows:

| Period | Fees for | Paid to Statutory Auditors (Amt. in ₹) | Paid to network firms of Statutory Auditors | Paid by Subsidiary of Company to Statutory Auditor and its network firms |
|-------------------|----------------|--|---|--|
| Q2 for FY 2018-19 | Limited Review | 60,000/- | --- | ---- |
| Q3 for FY 2018-19 | Limited Review | 60,000/- | --- | ---- |
| TOTAL | | 1,20,000/- | ---- | ---- |

Q. Directors not debarred

A certificate has been received from our Company Secretary in Practice, Mr. Jignesh A. Maniar from M/s. Jignesh A. Maniar & Associates, that for Financial Year ended 31.03.2019, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or such statutory authority and the same is also attached to this report.

R. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, for the Financial Year 2018-19:

| Particulars | Numbers |
|--|---------|
| Number of complaints filed during the financial year | Nil |
| Number of complaints disposed of during the financial year | Nil |
| Number of complaints pending as on end of the financial year | Nil |

N. Plant / Press Locations:

The Company has following press units:

- "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, AHMEDABAD - 380054 (Gujarat)
- "Satyesh Bhavan", B/h. Jalaram Temple, Bahucharaji Road, Karelibaug, BARODA - 390018 (Gujarat)
- "Satyesh Bhavan", Dakoriya Mill Compound, Near Desai C.N.G. Pump, Khatodara GIDC, Bamroli Road, SURAT -395002 (Gujarat)
- "Sandesh Bhavan", OPP. Sat Hanuman, Navagam, Rajkot-Ahmedabad Highway, RAJKOT - 360006 (Gujarat) Satyesh Bhavan", Vello Industries, OPP- SBI Bank, Ruvapari Road, BHAVANAGAR - 364001 (Gujarat)
- Godown No. 3, Gujarat State Warehousing Corporation, Near Atmaram Circle & Bajaj Showroom, Bhuj Madhapar Road, BHUJ - 370001 (Gujarat)

O. Address for correspondence:

Stakeholders are requested to correspond with the Company at the following address:

- The Sandesh Limited, "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat). Phone Nos.: 079-40004175 / 319 Fax No.: 079-40004242, Email: investorsgrievance@sandesh.com and cs@sandesh.com
- Registrar & Share Transfer Agent: MCS Share Transfer Agent Limited, having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/ 462 / 463, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com

VIII. Disclosures with respect to Demat Suspense Account /Unclaimed Suspense Account:

Pursuant to regulation 39 and provisions of Schedule VI of the Listing Regulations, during the financial year 2017-18, unclaimed shares were transferred to "unclaimed suspense account".

The information of unclaimed shares for the FY 2018-19 is hereby given as below:

| Particulars | Number of Shareholders | Number of Equity Shares |
|--|------------------------|-------------------------|
| Aggregate number of shareholders and the outstanding shares at the beginning of the year | 32 | 6300 |
| Number of shareholders who approached the Company during the year | 8 | 2250 |
| Number of shareholders to whom shares were released during the year | 8 | 2250 |
| Number of shares transferred to IEPF Authority during the year | 3 | 450 |
| Aggregate number of shareholders and the outstanding shares at the end of the year | 21 | 3600 |

IX. TRANSFER OF SHARES AND UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), the unpaid/unclaimed dividends lying unpaid/unclaimed for the period of the seven (7) years from the date of transfer to the unpaid/unclaimed dividend Account of the Company are liable to be transferred to the Investor Education Protection Fund (IEPF) established by the Central Government, after completion of seven (7) years.

Further pursuant to the aforesaid provisions the shares in respect of which dividend has not been paid/claimed for the consecutive period of seven (7) years or more are also required to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of shares.

The details of the shares and unpaid/ unclaimed dividend transferred to IEPF by the Company in the Financial Year 2018-19 are as below:

| For Financial Year | Transfer of unpaid/unclaimed dividend (amt in ₹) | Transfer of Shares (in Nos.) |
|--------------------|--|------------------------------|
| 2010-11 | 2,94,184/- | 2420 |

The shareholders who have a claim on above transferred unpaid/unclaimed dividend and/or shares may claim the same from IEPF Authority by submitting an online application in the prescribed IEPF Form-5, available on the website <http://www.iepf.gov.in> and sending the physical copy of the same duly signed, alongwith the requisite documents enumerated in the form IEPF Form-5, to the Company. No claims shall lie against the Company in respect of the dividend/shares so transferred.

Following is the information relating to various unclaimed /unpaid dividends and the dates by which they can be claimed by the shareholders:

| Financial Year | Date of Declaration | Last date for claiming the unpaid/unclaimed dividend |
|----------------|---------------------|--|
| 2011-12 | 30-Aug-12 | 30-Sep-19 |
| 2012-13 | 05-Sep-13 | 06-Oct-20 |
| 2013-14 | 26-Sep-14 | 26-Oct-21 |
| 2014-15 | 30-Sep-15 | 29-Oct-22 |
| 2015-16 | 09-Mar-16 | 10-Apr-23 |
| 2016-17 | 16-Mar-17 | 04-May-24 |
| 2017-18 | 12-Feb-18 | 18-Mar-25 |
| 2018-19 | 13-Feb-19 | 17-Mar-26 |

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 28.05.2019

Falgunbhai C. Patel
Chairman & Managing Director
(DIN: 00050174)

DECLARATION STATING THE COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT:

(In terms of Regulations 26(3) and 34(3) read with Schedule V of the Listing Regulations)

This is to confirm that the Company has adopted a Code of Conduct of Board of Directors and Senior Management, which is available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended March 31, 2019, received from the Members of the Board and Senior Management Personnel, a declaration of compliance with the Code of Conduct of Board of Directors and Senior Management as applicable to them.

Place : Ahmedabad
Date : 28.05.2019

Falgunbhai C. Patel
Chairman & Managing Director
(DIN: 00050174)

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
THE SANDESH LIMITED
(CIN: L22121GJ1943PLC000183)
'Sandesh Bhavan' Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad – 380054
(Gujarat – India)

We have examined the compliance of conditions of Corporate Governance by THE SANDESH LIMITED ('the Company') for the year ended March 31, 2019, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility also includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance as per Listing Regulations.

Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

In our opinion, and to the best of our information and according to the explanations given to us and representation provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations for the year ended March 31, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of Company.

The Certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirements of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For, Jignesh A. Maniar & Associates
Company Secretaries
(C. P. No. : 6996)

Date : 1st May, 2019
Place : Ahmedabad

Jignesh A. Maniar
(FCS No. : 3468)
Proprietor

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of
The Sandesh Limited**

Sandesh Bhavan, Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad - 380054

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of "The Sandesh Limited" having CIN: L22121GJ1943PLC000183 and having registered office at **Sandesh Bhavan, Lad Society Road, B/H Vastrapur Gam, P.O. Bodakdev Ahmedabad, 380054, Gujarat, India** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that **none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:**

| Sr. No | Name of Director | DIN | Date of appointment in Company |
|--------|---------------------------------|----------|--------------------------------|
| 1 | Mr. Falgunbhai Chimanbhai Patel | 00050174 | 27th November, 1974 |
| 2 | Mr. Parthiv Falgunbhai Patel | 00050211 | 14th March, 2002 |
| 3 | Ms. Pannaben Falgunbhai Patel | 00050222 | 29th October, 2010 |
| 4 | Mr. Sudhir Nanavati | 00050236 | 31st January, 2001 |
| 5 | Mr. Shreyas Vishnuprasad Pandya | 00050244 | 30th December, 2005 |
| 6 | Mr. Mukesh Mangalbhai Patel | 00053892 | 30th March, 2005 |
| 7 | Mr. Sandeep Mohanraj Singhi | 01211070 | 09th November, 2012 |
| 8 | Mr. Yogesh Jani | 06495782 | 11th August, 2015 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, Jignesh A. Maniar & Associates
Company Secretaries
(C. P. No. : 6996)**

**Date : 1st May, 2019
Place : Ahmedabad**

**Jignesh A. Maniar
(FCS No. : 3468)
Proprietor**

INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To
The Members of
THE SANDESH LIMITED

Report on the Standalone Financial Statements
Opinion

We have audited the accompanying standalone financial statements of **The Sandesh Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of the 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 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, 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 specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 (hereinafter referred to as "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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1 | <p>Accuracy of recognition, measurement, presentation and disclosures of advertisement revenue. For advertisement revenue, there is a risk of material misstatement of the standalone financial statements due to error considering following aspects:</p> <ul style="list-style-type: none"> - Advertisement revenue from print media <ul style="list-style-type: none"> • Pricing terms of the advertisement revenue in the newspaper are complex and prices, generally, are change date least once on a yearly basis • Number of parties involved and number of transactions are huge - Advertisement revenue from other platforms <ul style="list-style-type: none"> • pricing terms are non-standardized and are different on customer to customer basis. | <p>Principal audit procedure:</p> <ul style="list-style-type: none"> - Our approach was a combination of test of internal controls and substantive procedures which included the following: <ul style="list-style-type: none"> • Evaluated the design of internal control • For evaluation of operative effectiveness of internal control, tested the advertisement considering the accuracy of pricing, invoice amount and tax thereon, place, edition and customer. • Tested the relevant information technology system in respect of recording and disclosing of advertisement revenue • In case of advertisement in newspaper and on hoardings, tested the location, date and content of actual advertisement published in the newspaper and site respectively. • Verification of invoices on sample basis. • Performed analytical procedures to verify the discount given on advertisement - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the standalone financial statements in terms of Ind AS 115 |

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|---|
| 2 | <p>Assessment of impairment test in investment in associate The company has material investment in associate. For impairment test, the company estimates recoverable amount of investment in associate which is based on value in use method. The method involves critical estimates of forecasting of cash flows, growth rate and discount rate.</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Reviewed financial statements of the associate to assess the financial position and performance. - Evaluated the forecasted cash flows, growth rate and discount rate considered in value in use method to arrive at the recoverable amount of investment. |
| 3 | <p>Assessment of impairment test in investment properties The company has material investment in investment properties. For impairment test, the company obtains the valuation report of independent valuer which involves judgement of possible fair value of the investment properties</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Evaluated the independent valuer considering his competence and independence - Evaluated the valuation report considering how the valuation is done, and significant judgement made in his report. |
| 4 | <p>Significant transaction occurred during the year During the year under audit, the company has sold shares held as stock-in-trade. The amount of such sale is significant in value.</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Evaluated management decision about the reason for considering such shares as stock-in-trade. - Verified supporting documents in respect of purchase and sale contracts and accuracy of accounting treatment of sale of shares. |

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 Board's Report including Annexures to Board's Report 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that gives true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone 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 in accordance with SAs 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 in accordance with SAs, 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 control.

- 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 standalone 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 standalone 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.

Other Matter

The financial statements of the Company for the year ended March 31, 2018, were audited by predecessor auditor whose report dated May 28, 2018 expressed an unmodified opinion on those Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure – A**", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it 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 Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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 March 31, 2019 take non record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 – B". 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 – Refer Note 38 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255

Place : Ahmedabad
Date : May 28, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of The Sandesh Limited ('the Company')

1. In respect of fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. In respect of Inventories:

The inventories have been physically verified by the management at reasonable intervals and no material discrepancies noticed.

3. In respect of loans granted to parties covered in the register maintained u/s 189 of the Act:

The Company has not granted any loans, secured or unsecured, to companies, firms, limited liabilities partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii) [(a) to (c)] of the said Order are not applicable to the Company.

4. In respect of compliance of section 185 and 186 of the Act:

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

5. In respect of deposits:

The Company has not accepted any deposits.

6. In respect of maintenance of cost records:

The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

7. In respect of statutory dues:

- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, duty of customs, cess and other material statutory dues, as applicable, with appropriate authorities.

- b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of goods and service tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2019 which have not been deposited on account of dispute, are as follows:

| Name of statute | Nature of dues | Forum where the dispute is pending | Period to which the amount relates | Amount (Rs. In lacs) |
|----------------------|--------------------|------------------------------------|------------------------------------|----------------------|
| Income Tax Act, 1961 | Income Tax | ITAT | F.Y. 2005 – 06 | 688.75 |
| Income Tax Act, 1961 | Fringe Benefit Tax | Supreme Court | F.Y. 2006 – 07 | 38.78 |
| Income Tax Act, 1961 | Income Tax | CIT | F.Y. 2011 – 12 | 0.82 |
| Income Tax Act, 1961 | Income Tax | CIT | F.Y. 2015 – 16 | 10.63 |

8. In respect of dues to financial institutions / banks / debentures:

Based on our audit procedures and according to the information and explanation given to us, the Company has neither taken any loan from financial institution / banks nor issued debentures. Thus, paragraph 3(viii) of the Order is not applicable to the Company.

9. In respect of money raised by way of public offer and application of term loan:

The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loans raised during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

10. In respect of fraud:

According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. In respect of managerial remuneration in accordance with Section 197 of the Act:

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. In respect of Nidhi company:

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. In respect of transactions with related parties in compliance of section 177 and 188 of the Act and its disclosures:

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14. In respect of preferential allotment or private placement of shares or debentures:

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. In respect of non-cash transactions with directors or persons:

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16. In respect of company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934:

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255

Place : Ahmedabad
Date : May 28, 2019

ANNEXURE – B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 **TheSandesh Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the period 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 ('ICAI'). 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.

Auditor's 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 Note 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 judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255

Place : Ahmedabad
Date : May 28, 2019

BALANCE SHEET AS AT MARCH 31, 2019

(₹ in Lacs)

| Particulars | Note No. | As at March 31, 2019 | As at March 31, 2018 |
|--|----------|----------------------|----------------------|
| A ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 7 685.46 | 8 182.22 |
| (b) Capital work-in-progress | | 25.22 | 21.55 |
| (c) Investment property | 6 | 5 276.20 | 5 276.20 |
| (d) Intangible assets | 7 | 259.91 | 298.69 |
| (e) Financial assets | | | |
| (i) Investments | 8A | 23 263.96 | 23 263.96 |
| (ii) Other financial assets | 9 | 1 468.56 | 679.36 |
| | | 37 979.31 | 37 721.98 |
| (2) Current assets | | | |
| (a) Inventories | 10 | 2 465.29 | 4 408.13 |
| (b) Financial assets | | | |
| (i) Investments | 8B | 26 468.12 | 15 474.25 |
| (ii) Trade receivables | 11 | 7 339.72 | 7 053.75 |
| (iii) Cash and cash equivalents | 12 | 2 409.69 | 8 250.35 |
| (iv) Bank balances other than (iii) above | 13 | 20.92 | 27.54 |
| (v) Loans | 14 | 78.58 | 1 243.90 |
| (c) Current tax asset (net) | 34 | 249.28 | 80.30 |
| (d) Other current assets | 15 | 2 316.63 | 985.00 |
| | | 41 348.23 | 37 523.22 |
| Total assets | | 79 327.54 | 75 245.20 |
| B EQUITY AND LIABILITIES | | | |
| I EQUITY | | | |
| (a) Equity share capital | 16 | 756.94 | 756.94 |
| (b) Other equity | 17 | 71 587.52 | 65 713.41 |
| | | 72 344.46 | 66 470.35 |
| II LIABILITIES | | | |
| (1) Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| Trade payables | | | |
| (a) total outstanding dues of micro enterprises and small enterprises | | | |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 19A | 12.79 | 28.41 |
| (b) Provisions | 20A | 271.64 | 245.08 |
| (c) Deferred tax liabilities (net) | 34 | 925.07 | 416.44 |
| | | 1 209.50 | 689.93 |
| (2) Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 21 | 37.09 | 37.32 |
| (ii) Trade payables | | | |
| (a) total outstanding dues of micro enterprises and small enterprises | | | |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 19B | 1 212.61 | 1 734.79 |
| (iii) Other financial liabilities | 22 | 2 946.00 | 4 637.11 |
| (b) Other current liabilities | 23 | 1 545.58 | 1 576.23 |
| (c) Provisions | 20B | 32.30 | 29.47 |
| (d) Current tax liabilities (net) | 34 | | 70.00 |
| | | 5 773.58 | 8 084.92 |
| Total equity and liabilities | | 79 327.54 | 75 245.20 |

The accompanying notes form an integral part of the standalone financial statements.
As per our report of even date attached.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255
Place : Ahmedabad
Date : May 28, 2019

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2019

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in Lacs)

| Particulars | Note No. | For the year ended | |
|---|----------|--------------------|------------------|
| | | March 31, 2019 | March 31, 2018 |
| I Revenue from operations | 24 | 41 687.95 | 37 480.07 |
| II Other income | 25 | 1 975.37 | 1 377.44 |
| III Total revenue (I + II) | | 43 663.32 | 38 857.51 |
| IV Expenses :: | | | |
| a Cost of material consumed | 26 | 15 618.63 | 12 349.13 |
| b Changes in inventories / Cost of goods sold | 27 | 2 921.51 | 226.18 |
| c Employee benefits expense | 28 | 3 323.92 | 3 459.60 |
| d Finance cost | 29 | 41.36 | 40.25 |
| e Depreciation and amortisation expenses | | 885.50 | 850.50 |
| f Other expenses | 30 | 11 128.55 | 9 664.67 |
| Total expenses (IV) | | 33 919.47 | 26 590.33 |
| V Profit before exceptional item and tax (III - IV) | | 9 743.85 | 12 267.18 |
| VI Exceptional items | 31 | (18.86) | 29.71 |
| VII Profit before tax | | 9 724.99 | 12 296.89 |
| VIII Tax Expenses :: | | | |
| a Current tax | 34 | 2 905.00 | 4 230.00 |
| b Deferred tax | 34 | 508.64 | 94.78 |
| Total tax expense | | 3 413.64 | 4 324.78 |
| IX Profit for the Year (VII - VIII) | | 6 311.35 | 7 972.11 |
| X Other comprehensive income | | | |
| a (i) Items that will not be reclassified to profit or loss | | | |
| Remeasurement of defined benefit obligations | | 19.03 | 29.40 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | 34 | - | - |
| b (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI Total Comprehensive Income (IX + X) | | 6 330.38 | 8 001.51 |
| XII Earnings per Equity Share: | | | |
| Basic and Diluted | 32 | 83.38 | 105.32 |

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants

ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner

Membership No. 129255

Place : Ahmedabad

Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)

Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad

Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)

Managing Director

Dhaval Pandya

Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019
A Equity Share Capital

(₹ in Lacs)

| Particulars | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2019 | March 31, 2018 |
| Balance at the beginning of the reporting period | 756.94 | 756.94 |
| Changes during the year | - | - |
| Balance at the reporting period | 756.94 | 756.94 |

B Other Equity

(₹ in Lacs)

| Particulars | Reserves and Surplus | | | | Total |
|--|----------------------|--------------------|------------------|-------------------|------------------|
| | Capital Reserve | Securities Premium | General Reserves | Retained Earnings | |
| Balance as at April 01, 2018 | 0.44 | 1 316.63 | 49 584.79 | 14 811.55 | 65 713.41 |
| Profit for the period | - | - | - | 6 311.35 | 6 311.35 |
| Items of the OCI for the year | | | | | |
| Remeasurement benefit of defined benefit plans | - | - | - | 19.03 | 19.03 |
| Dividends (including tax on dividend) | - | - | - | (456.27) | (456.27) |
| Balance as at March 31, 2019 | 0.44 | 1 316.63 | 49 584.79 | 20 685.66 | 71 587.52 |
| Balance as at April 01, 2017 | 0.44 | 1 316.63 | 49 584.79 | 7 265.56 | 58 167.42 |
| Profit for the period | - | - | - | 7 972.11 | 7 972.11 |
| Items of the OCI for the year | | | | | |
| Remeasurement benefit of defined benefit plans | - | - | - | 29.40 | 29.40 |
| Dividends (including tax on dividend) | - | - | - | (455.52) | (455.52) |
| Transfer to general reserve | - | - | - | - | - |
| Balance as at March 31, 2018 | 0.44 | 1 316.63 | 49 584.79 | 14 811.55 | 65 713.41 |

Nature and purpose of reserves
a Capital reserve

The Company recognises capital reserves on cancellation of partly paid up own equity shares.

b Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

c General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

For, S G D G & Associates LLP

 Chartered Accountants
 ICAI Firm Registration No. : W100188

Devansh Gandhi

 Partner
 Membership No. 129255
 Place : Ahmedabad
 Date : May 28, 2019

Falgunbhai Patel

 (DIN: 00050174)
 Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

 Place : Ahmedabad
 Date : May 28, 2019

Parthiv Patel

 (DIN: 00050211)
 Managing Director

Dhaval Pandya

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(₹ In Lacs)

| Particulars | For the year ended | |
|--|---------------------|---------------------|
| | March 31, 2019 | March 31, 2018 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| NET PROFIT BEFORE TAX | 9 724.99 | 12 296.89 |
| Adjustments for | | |
| Depreciation and amortisation | 885.50 | 850.50 |
| Loss on sale of property plant and equipments | 18.86 | 0.89 |
| Profit on sale of Investment | 0.00 | (30.60) |
| Changes in fair value of financial assets at fair value through profit or loss | (1 210.22) | 10.51 |
| Finance Cost | 2.97 | 3.17 |
| Dividend income | (0.19) | (0.21) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 9 421.91 | 13 131.15 |
| Adjustments for | | |
| Trade and other receivables | (285.97) | (505.48) |
| Inventories | 1 942.84 | (53.43) |
| Payables, other financial liabilities and provision | (2 210.23) | (796.40) |
| Loans, other financial assets and other assets | (949.82) | 387.24 |
| CASH GENERATED FROM OPERATIONS | 7 918.73 | 12 163.08 |
| Direct Taxes Paid | (3 143.98) | (4 171.99) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | 4 774.75 | 7 991.09 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipments | (373.96) | (980.32) |
| Sale of property, plant and equipment | 1.48 | 59.46 |
| Purchase of Investment (net) | (9 783.65) | (10 258.77) |
| Purchase of Investment property | 0.00 | (27.65) |
| Dividend Income | 0.19 | 0.21 |
| NET CASH FLOW FROM INVESTING ACTIVITIES | (10 155.94) | (11 207.07) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Finance Cost | (2.97) | (3.17) |
| Short term borrowings (Net) | (0.23) | (161.54) |
| Dividend paid (including Dividend Distribution Tax) | (456.27) | (455.52) |
| NET CASH FLOW IN FINANCING ACTIVITIES | (459.47) | (620.23) |
| NET (DECREASE) IN CASH AND CASH EQUIVALENTS | (5 840.66) | (3 836.21) |
| OPENING CASH AND CASH EQUIVALENTS | 8 250.35 | 12 086.56 |
| CLOSING CASH AND CASH EQUIVALENTS | 2 409.69 | 8 250.35 |

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255
Place : Ahmedabad
Date : May 28, 2019

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2019

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1 COMPANY OVERVIEW

The Sandesh Limited (the 'Company') is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 with its registered office located at "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad – 380054. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The Company belongs to the Regional Print Media Industry and is a publisher of "SANDESH" a premier Gujarati daily newspaper in Gujarat Region, to carry on the business of editing, printing and publishing newspapers and periodicals.

The financial statements are approved for issue by the Company's Board of Directors on May 28, 2019.

2 BASIS OF PREPARATION**2.1 Statement of compliance**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of measurement

The Financial Statements have been prepared on the historical cost basis except for the following items which are measured at fair values:

- certain financial assets and liabilities
- defined benefit plans assets

2.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

2.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Revenue recognition of construction services based on percentage of completion method
- Amortization of advertisement rights
- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations

3 Significant accounting policies**3.1 Revenue Recognition****3.1.1 Revenue from operations**

The Company earns revenue from circulation of newspaper, display of advertisement on TV and print media and out of home platforms. The company also earns revenue from sale of constructed properties.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information

continues to be reported under Ind AS 18 and Ind AS 11. Refer note 3.1 – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

In case of sale of news paper (including scrap sales) and rendering of advertisement services on TV and print media, the performance obligation is satisfied at a point in time. Rendering of advertisement services on out of home platform, the performance obligation is satisfied over time. In case sale of constructed properties, the performance obligation is satisfied at a point in time when conveyance deed of goods with customer is executed

Revenue is measured based on the transaction price which is the consideration, as specified contract with the customer. Revenue excludes taxes collected from the customers.

The obligation to transfer goods to a customer, for which part consideration is received, is classified as contract liability.

3.1.2 Revenue from other operating income

The other operating revenue includes sale of trading goods, interest income from financing and construction income.

In case of sale of trading goods, the performance obligation is satisfied at a point in time and for construction income, performance obligation is satisfied over time.

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

3.1.3 Other revenue

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

Dividend income is recognised when the right to receive the dividend is established.

Interest income is recognised as mentioned in para no. 3.1.2 above in respect of revenue from other operating income.

All other incomes are recognised and accounted for on accrual basis.

3.2 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful life and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 Intangible assets

An intangible asset is recognised, only where it is probable that future economic benefits attributable to the asset will accrue to the enterprise and the cost can be measured reliably.

a Advertisement right

Intangible assets are stated at cost, less accumulated amortization and impairment losses, if any.

Advertisement rights granted by Vadodara Municipal Corporation (VMC) are against construction service rendered by the Company on BOT basis.

Advertisement right cost comprises of direct and indirect expenses on construction of bus shelters in terms of Concession Agreement.

Subsequent expenditure related to an item of intangible assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing intangible assets are charged to the statement of profit and loss for the period during which such expenses are incurred.

Intangible assets are amortized on straight line basis over concession period.

b Other intangible assets

Intangible assets are stated at cost, less accumulated amortization and impairment losses, if any.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as intangible assets under development.

Separately purchased intangible assets are initially measured at cost. Subsequently, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their expected useful lives. Intangible assets are amortized over a period of six years on straight line basis as per the useful life prescribed under Schedule II to the Companies Act, 2013. Intangible assets acquired / purchased during the year are amortised on a pro-rata basis from the date on which such assets are ready to use.

Intangible assets with an indefinite useful life are not amortised. Such intangible assets are tested for impairment.

The residual value, useful live and method of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.4 Investment Property

Investment Property is measured initially at cost including related transaction costs.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use.

Subsequent expenditures are capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All day-to-day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of investment property are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

3.5 Financial Instruments
3.5.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.5.2 Subsequent measurement
Non-derivative financial instruments
i Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the

financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

iv Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

v Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are carried at cost in the separate financial statements.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effects.

3.5.3 Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.5.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

3.7 Income tax

Income tax expense comprises current tax and deferred tax.

3.7.1 Current Tax

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.7.2 Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.8 Impairment**3.8.1 Financial assets other than investments in subsidiaries and associates**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss.

3.8.2 Financial assets – investments in subsidiaries and associates

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in statement of profit and loss.

3.8.3 Non-financial assets**Tangible and intangible assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.9 Borrowing costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.10 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognised in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.11 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.12 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

3.13 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

3.14 Foreign Currency
a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

3.15 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdraft is shown within cash and cash equivalents.

3.16 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.17 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of materials is determined on weighted average basis. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

3.18 Lease

Lease agreements where the risks and the rewards incident to ownership of an asset substantially vest with the lessor, are recognised as operating leases.

Company as lessee

Lease rents under operating leases are recognised in the statement of profit and loss on a straight-line basis.

3.19 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3.20 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.21 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4 Recent accounting pronouncements issued but not yet effective

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new Ind AS and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

4.1 Ind AS – 116

Ind AS – 116 will replace the existing leases standard, Ind AS – 17 Leases. Ind AS – 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS – 116 substantially carries forward the lessor accounting requirements in Ind AS – 17.

The effective date for adoption of Ind AS – 116 is annual periods beginning on or after April 01, 2019. The standard permits two possible methods of transition:

- Full retrospective approach – Retrospectively, to each prior period presented applying the Ind AS – 8 “Accounting Policies, Changes in Accounting Estimates and Errors”
- Modified retrospective approach – Retrospectively, with the cumulative effect of initially applying the Ind AS recognised at the date of initial application.

The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the Ind AS, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Ind AS will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the Ind AS had been applied since the commencement date, but discounted using the lessee’s incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS – 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the Ind AS and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

With effect from April 01, 2019, the Company will recognise new assets and liabilities for its operating leases of assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The company does not have any impact of Ind AS – 116 on the financial statements.

Ind AS – 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS – 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS – 12. According to the Appendix, the Company need to determine the probability of the relevant tax authority accepting each tax treatment, that the company has used or plan to use in its income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Ind AS permits two possible methods of transition:

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind As – 8 “Accounting Policies, Changes in Accounting Estimates and Errors” without using hindsight
- Modified retrospective approach – Retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting opening balance of retained earnings

The Company is in the process of evaluating the impact of Ind AS – 12 Appendix C on the financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The company does not expect this amendment to have any significant impact on its financial statements.

5 PROPERTY, PLANT AND EQUIPMENT
5.1 Property, Plant and Equipments consist of:

| No. | Particulars | Land | Buildings | | Plant & Equipment | Electric Fittings | Furniture & Fixtures | Office Equipment | Vehicles | Total |
|----------|-------------------------------------|-----------------|-----------------|--------------|-------------------|-------------------|----------------------|------------------|---------------|-----------------|
| | | | Freehold | Leasehold | | | | | | |
| a | Gross Block | | | | | | | | | |
| | Balance as at April 01, 2017 | 1 343.71 | 1 927.57 | 26.68 | 4 250.10 | 50.38 | 125.80 | 101.07 | 539.16 | 8 364.47 |
| | Additions | 15.74 | 9.53 | - | 1 835.75 | 6.65 | 7.44 | 30.52 | 85.95 | 1 991.58 |
| | Deductions | - | - | - | 800.00 | - | 1.42 | 10.03 | 1.07 | 812.52 |
| | Balance as at March 31, 2018 | 1 359.45 | 1 937.10 | 26.68 | 5 285.85 | 57.03 | 131.82 | 121.56 | 624.04 | 9 543.53 |
| | Additions | - | - | - | 244.76 | 0.96 | 5.14 | 15.26 | 81.39 | 347.51 |
| | Deductions | - | 3.67 | - | 45.11 | 0.75 | 0.68 | 20.43 | 0.51 | 71.15 |
| | Balance as at March 31, 2019 | 1 359.45 | 1 933.43 | 26.68 | 5 485.50 | 57.24 | 136.28 | 116.39 | 704.92 | 9 819.89 |
| b | Accumulated Depreciation | | | | | | | | | |
| | Balance as at April 01, 2017 | - | 171.78 | 0.32 | 839.08 | 20.62 | 46.19 | 53.82 | 193.89 | 1 325.70 |
| | Additions | - | 81.33 | 1.28 | 526.92 | 7.08 | 22.21 | 27.28 | 121.68 | 787.78 |
| | Deductions | - | - | - | 741.11 | - | 1.22 | 9.61 | 0.23 | 752.17 |
| | Balance as at March 31, 2018 | - | 253.11 | 1.60 | 624.89 | 27.70 | 67.18 | 71.49 | 315.34 | 1 361.31 |
| | Additions | - | 75.11 | 1.22 | 589.68 | 6.77 | 17.39 | 24.50 | 105.02 | 819.69 |
| | Deductions | - | - | - | 25.53 | 0.64 | 0.67 | 19.23 | 0.50 | 46.57 |
| | Balance as at March 31, 2019 | - | 328.22 | 2.82 | 1 189.04 | 33.83 | 83.90 | 76.76 | 419.86 | 2 134.43 |
| c | Net Block | | | | | | | | | |
| | Balance as at March 31, 2018 | 1 359.45 | 1 683.99 | 25.08 | 4 660.96 | 29.33 | 64.64 | 50.07 | 308.70 | 8 182.22 |
| | Balance as at March 31, 2019 | 1 359.45 | 1 605.21 | 23.86 | 4 296.46 | 23.41 | 52.38 | 39.63 | 285.06 | 7 685.46 |

5.2 Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

6 INVESTMENT PROPERTIES

6.1 Investment properties consist of :

(₹ in lacs)

| No. | Particulars | Land | Buildings | Total |
|----------|-------------------------------------|-----------------|---------------|-----------------|
| a | Gross Block | | | |
| | Balance as at April 01, 2017 | 4 364.82 | 853.13 | 5 217.95 |
| | Additions | - | 177.65 | 177.65 |
| | Deductions | - | 119.40 | 119.40 |
| | Balance as at March 31, 2018 | 4 364.82 | 911.38 | 5 276.20 |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2019 | 4 364.82 | 911.38 | 5 276.20 |
| b | Accumulated Depreciation | | | |
| | Balance as at April 01, 2017 | - | - | - |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2018 | - | - | - |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2019 | - | - | - |
| c | Net Block | | | |
| | Balance as at March 31, 2018 | 4 364.82 | 911.38 | 5 276.20 |
| | Balance as at March 31, 2019 | 4 364.82 | 911.38 | 5 276.20 |

6.2 Company has elected to measure all its investment properties at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

6.3 Fair value of investment properties

(₹ in lacs)

| No. | Particulars | 31.03.2019 | 31.03.2018 |
|-----|-----------------------|------------|------------|
| | Investment properties | 5451.22 | 5 392.97 |

Refer note no. 36 for disclosure on fair value.

Estimation of fair value

Company obtains independent valuation report for its investment property annually. The best evidence of fair value is current price in active market for similar properties.

6.4 The company does not provide depreciation on buildings under investment properties, as fair value of such properties are more than the carrying amount.

6.5 Amount recognised in Profit or Loss for Investment Properties

(₹ in lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|--------------|-----------|
| a Rental Income | 12.75 | - |
| b Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period; | - | - |
| c Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period. | 11.23 | - |
| Total | 23.98 | - |

7 INTANGIBLE ASSETS
7.1 Intangible assets consist of :

(₹ in Lacs)

| No. | Particulars | Tenancy Rights | Software | Advertisement Rights | Total |
|----------|-------------------------------------|----------------|-------------|----------------------|---------------|
| a | Gross Block | | | | |
| | Balance as at April 01, 2017 | 56.00 | 9.70 | 264.00 | 329.70 |
| | Additions | - | - | 48.00 | 48.00 |
| | Deductions | - | - | - | - |
| | Balance as at March 31, 2018 | 56.00 | 9.70 | 312.00 | 377.70 |
| | Additions | - | - | 27.00 | 27.00 |
| | Deductions | - | - | - | - |
| | Balance as at March 31, 2019 | 56.00 | 9.70 | 339.00 | 404.70 |
| b | Accumulated Depreciation | | | | |
| | Balance as at April 01, 2017 | - | 7.76 | 8.53 | 16.29 |
| | Additions | - | 1.10 | 61.62 | 62.72 |
| | Deductions | - | - | - | - |
| | Balance as at March 31, 2018 | - | 8.86 | 70.15 | 79.01 |
| | Additions | - | 0.25 | 65.53 | 65.78 |
| | Deductions | - | - | - | - |
| | Balance as at March 31, 2019 | - | 9.11 | 135.68 | 144.79 |
| c | Net Block | | | | |
| | Balance as at March 31, 2018 | 56.00 | 0.84 | 241.85 | 298.69 |
| | Balance as at March 31, 2019 | 56.00 | 0.59 | 203.32 | 259.91 |

7.2 Company has elected to measure all its investment properties at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

8 INVESTMENTS

| No. | Particulars | As at | |
|-----------|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 8A | Non Current Investments | | |
| a | Investments carried at cost | | |
| i | In wholly owned subsidiary company | | |
| | Equity shares - Unquoted | | |
| | Sandesh Digital Private Limited (10,000 shares of ₹ 10/- each) | 1.00 | 1.00 |
| ii | In associate | | |
| | Equity shares - Unquoted | | |
| | Applewood Estate Private Limited (4,51,726 shares of ₹ 10/- each) | 23 262.52 | 23 262.52 |
| | | 23 263.52 | 23 263.52 |
| b | Investments carried at fair value through other comprehensive income | | |
| | Hindustan Samachar Co-Op Society Limited | 0.01 | 0.01 |
| | Press Trust of India Limited | 0.02 | 0.02 |
| | Manekchowk Co-Op Bank Limited | 0.40 | 0.40 |
| | | 0.43 | 0.43 |
| c | Investments carried at amortised cost | | |
| | National Saving Certificates | 0.01 | 0.01 |
| | | 0.01 | 0.01 |
| | Total Non - Current Investments (A) | 23 263.96 | 23 263.96 |
| 8B | Current Investments | | |
| a | Investments carried at fair value through profit or loss | | |
| i | Equity shares - Quoted | 5.41 | 6.66 |
| ii | Mutual Fund - Unquoted | 26 462.71 | 15 467.59 |
| | Total Current Investments (B) | 26 468.12 | 15 474.25 |
| | Aggregate amount of quoted investments | 5.41 | 6.66 |
| | Aggregate amount of market value of quoted investments | 5.41 | 6.66 |
| | Aggregate amount of unquoted investments | 49 726.67 | 38 731.55 |
| | Aggregate amount of impairment in value of investments | - | - |

9 OTHER FINANCIAL ASSETS

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Security deposits (Unsecured, Considered good) | 334.79 | 367.09 |
| b | Bank Fixed Deposits having maturity more than 12 Months | 1 133.77 | 312.27 |
| | | 1 468.56 | 679.36 |
| | Held as margin money | 1 133.77 | 312.27 |

10 INVENTORIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|-------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Raw Materials | 1 785.04 | 1 007.73 |
| b | Stock-in-trade | 345.30 | 3 132.75 |
| c | Stores and Spares | 334.91 | 267.63 |
| d | Others - Scrap | 0.04 | 0.02 |
| | | 2 465.29 | 4 408.13 |

11 TRADE RECEIVABLES (₹ in Lacs)

| No. | Particulars | As at | |
|------|---|-----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| | Unsecured, considered good | 7 339.72 | 7 053.75 |
| | | 7 339.72 | 7 053.75 |
| 11.1 | Dues from company where directors are interested (included above) | - | - |

12 CASH AND CASH EQUIVALENTS (₹ in Lacs)

| No. | Particulars | As at | |
|----------|----------------------------|-----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Balances with Banks | | |
| | In current accounts | 1 593.84 | 1 989.61 |
| | In fixed deposits | 775.16 | 6 223.97 |
| b | Cash on Hand | 40.69 | 36.77 |
| | | 2 409.69 | 8 250.35 |

13 BANK BALANCES OTHER THAN ABOVE (₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Earmarked bank balances - unpaid dividends accounts | 20.92 | 27.54 |
| | | 20.92 | 27.54 |

14 LOANS (₹ in Lacs)

| No. | Particulars | As at | |
|-----|-----------------------------------|----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| | Unsecured, considered good | | |
| a | Inter - corporate deposits | - | 1 200.00 |
| b | Employees | 60.89 | 39.68 |
| c | Others | 17.69 | 4.22 |
| | | 78.58 | 1 243.90 |

15 OTHER ASSETS (₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|-----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Advances - For Supply of Goods and Services | 1 604.08 | 373.96 |
| b | Prepaid Expenses | 712.55 | 611.04 |
| | | 2 316.63 | 985.00 |

16 EQUITY SHARE CAPITAL

| No. | Particulars | As at | |
|----------|---|----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Authorized : | | |
| | 1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each | 1 500.00 | 1 500.00 |
| b | Issued & Subscribed : | | |
| | 75,69,421(P.Y. 75,69,421) Equity shares of ₹10/- each | 756.94 | 756.94 |
| c | Paid up : | | |
| | 75,69,421 (P.Y. 75,69,421) Equity Shares of ₹ 10/- each | 756.94 | 756.94 |

d Rights, preferences and restrictions :

- The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10. Each holder of equity share is entitled to one vote per share.
- Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

e Details of shareholders holding more than 5 per cent shares :

| Name of the Shareholder | As at March 31, 2019 | | As at March 31, 2018 | |
|--------------------------|----------------------|--------|----------------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Parthiv Falgunbhai Patel | 9 95 400.00 | 13.15% | 9 95 400.00 | 13.15% |
| Satyesh Prochem LLP | 31 65 929.00 | 41.82% | 31 65 929.00 | 41.82% |
| Scabious Enterprise LLP | 4 20 831.00 | 5.56% | 4 20 831.00 | 5.56% |

f Reconciliation of number of shares outstanding:

(In Nos.)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|----------------------|----------------------|
| Equity Shares at the beginning of the year | 75 69 421 | 75 69 421 |
| Add: Issued during the Period | | |
| Equity Shares at the end of the period | 75 69 421 | 75 69 421 |

17 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder:

(₹ in Lacs)

| Particulars | March 31, 2019 | March 31, 2018 |
|--------------|------------------|------------------|
| Equity | 756.94 | 756.94 |
| Other Equity | 71 587.52 | 65 713.41 |
| Total | 72 344.46 | 66 470.35 |

The company does not have any externally imposed capital requirement.

18 DIVIDENDS

The Company has paid interim dividend at the rate of ₹ 5/- per equity share for the year ended March 31, 2019.

19 TRADE PAYABLES

(₹ in Lacs)

| No. | Particulars | As at | |
|------------|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 19A | Non Current | | |
| | (a) total outstanding dues of micro enterprises and small enterprises | | |
| | (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 12.79 | 28.41 |
| 19B | Current | | |
| | (a) total outstanding dues of micro enterprises and small enterprises | | |
| | (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 1 212.61 | 1 734.79 |
| | | 1 225.40 | 1 763.20 |
| | Disclosure in respect of Micro and Small Enterprises : | | |
| i | the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | - | - |
| ii | the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| iii | the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - |
| iv | the amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| v | the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| | The above information has been complied in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. | - | - |

20 PROVISIONS

(₹ in Lacs)

| No. | Particulars | As at | |
|------------|------------------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 20A | Non Current | | |
| | Employee Benefits - Gratuity | 271.64 | 245.08 |
| | | 271.64 | 245.08 |
| 20B | Current | | |
| | Employee Benefits - Gratuity | 32.30 | 29.47 |
| | | 32.30 | 29.47 |

21 BORROWINGS

(₹ in Lacs)

| Particulars | As at | |
|---|-------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Loans from related parties (unsecured) | | |
| From Directors | 37.09 | 37.32 |
| Total Borrowings | 37.09 | 37.32 |

22 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|---------------------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Unpaid Dividend | 20.60 | 27.54 |
| b | Deposits from Agents and Others | 1 461.16 | 1 231.83 |
| c | Others | 1 464.24 | 3 377.74 |
| | | 2 946.00 | 4 637.11 |

23 OTHER CURRENT LIABILITIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|-----------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Advance From Customer | 1 427.32 | 1 454.14 |
| b | Statutory Dues | 118.26 | 122.09 |
| | | 1 545.58 | 1 576.23 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
24 REVENUE FROM OPERATIONS

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a Operating revenues | | |
| i Sale of Publications | 9 191.96 | 9 401.30 |
| ii Revenue from Advertisements | 26 204.18 | 26 206.48 |
| iii Other Income | 724.88 | 648.30 |
| iv Bad Debt Recovery | 157.39 | 226.39 |
| v Provision / Liability No Longer Required | 2 058.34 | 517.11 |
| | 38 336.75 | 36 999.58 |
| 24.1 Disaggregation of revenue | | |
| Publication | 9 191.96 | 9 401.30 |
| Advertisement | 26 204.18 | 26 206.48 |
| 24.2 Revenue recognised during the year that was included in contract liability at the beginning of the period | 1 405.14 | 1 451.86 |
| b Other operating revenues | | |
| i Interest from financial asset measured at amortised cost | 75.61 | 417.85 |
| ii Sale of Trading Goods | 3 245.89 | 14.64 |
| iii Construction Revenue | 29.70 | 48.00 |
| | 3 351.20 | 480.49 |
| Total (a + b) | 41 687.95 | 37 480.07 |

25 OTHER INCOME

(₹ in Lacs)

| No. Particulars | For the year ended | |
|--|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| i Interest from financial asset measured at amortised cost | 195.89 | 720.91 |
| ii Interest on income tax refund | - | 47.58 |
| iii Dividend income from investment measured at FVTPL | 0.19 | 0.21 |
| iv Profit on Sale of Conversion of Land | 2.18 | 4.84 |
| v Net gain on investments carried at FVTPL | 1 704.40 | 534.90 |
| vi Miscellaneous Income | 72.71 | 69.00 |
| | 1 975.37 | 1 377.44 |

26 COST OF MATERIAL CONSUMED

(₹ in Lacs)

| Particulars | For the year ended | |
|--------------------|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Newsprint Consumed | 15 618.63 | 12 349.13 |
| | 15 618.63 | 12 349.13 |

27 CHANGES IN INVENTORIES / COST OF GOODS SOLD

(₹ in Lacs)

| Particulars | For the year ended | |
|----------------------------------|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Cost of goods sold - real estate | 5.23 | 11.60 |
| Changes in inventory | 2 916.28 | 214.58 |
| | 2 921.51 | 226.18 |

28 EMPLOYEE BENEFITS EXPENSE

| No. Particulars | For the year ended | |
|--------------------------|--------------------|-----------------|
| | March 31, 2019 | March 31, 2018 |
| a Salaries and wages | 3 241.47 | 3 379.25 |
| b Contribution | 79.14 | 77.06 |
| c Staff Welfare Expenses | 3.31 | 3.29 |
| | 3 323.92 | 3 459.60 |

28.1 Employee Benefits Note

28.2 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans. (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|--|--------------|--------------|
| Employer's Contribution to Superannuation Fund | 10.14 | 10.14 |
| Employer's Contribution to Employee State Insurance Corporation Fund | 13.87 | 12.97 |
| Employer's Contribution to Pension Fund | 26.64 | 25.92 |
| Employer's Contribution to Provident Fund | 28.49 | 28.03 |
| Total | 79.14 | 77.06 |

28.3 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

| Features of the defined benefit plan | Remarks |
|--------------------------------------|--|
| Benefit offered | 15 / 26 × Salary × Duration of Service |
| Salary definition | Basic Salary including Dearness Allowance (if any) |
| Benefit ceiling | Benefit ceiling of ₹ 20,00,000 was not applied |
| Vesting conditions | 5 years of continuous service (Not applicable in case of death / disability) |
| Benefit eligibility | Upon Death or Resignation / Withdrawal or Retirement |
| Retirement age | 58 years |

28.4 The trust is responsible for the governance of the plan.

28.5 Risk to the Plan

Following are the risk to which the plan exposes the entity :

A Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

D Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

28.6 Reconciliation of defined benefit obligations

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|-------------------------|-------------------------|
| Defined benefit obligations as at beginning of the year | 365.92 | 356.34 |
| Current service cost | 29.47 | 28.49 |
| Interest cost | 19.74 | 18.10 |
| Actuarial Loss/(Gain) due to change in financial assumptions | 4.40 | (6.39) |
| Actuarial Loss/(Gain) due to change in demographic assumptions | - | - |
| Actuarial Loss/(Gain) due to experience | (18.74) | (17.79) |
| Benefits Paid | (15.16) | (12.83) |
| Defined benefit obligations as at end of the year | 385.63 | 365.92 |

28.7 Reconciliation of Plan Asset

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|-------------------------|-------------------------|
| Plan Asset as at beginning of the year | 91.37 | 92.58 |
| Interest Income | 0.77 | 1.22 |
| Return on plan assets excluding amounts included in interest income | 4.69 | 5.22 |
| Contribution paid by employer | - | 5.18 |
| Benefits paid | (15.16) | (12.83) |
| Plan Asset as at end of the year | 81.67 | 91.37 |

28.8 Funded Status

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|-------------------------|-------------------------|
| Present Value of Benefit Obligation at the end of the Period | 385.63 | 365.92 |
| Fair Value of Plan Assets at the end of the Period | 81.67 | 91.37 |
| Funded Status / Deficit | 303.96 | 274.55 |

28.9 Net amount Charged to Statement of Profit or Loss for the period

(₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|-----------------------|-----------|-----------|
| Current service cost | 29.47 | 28.49 |
| Net Interest cost | 18.97 | 16.88 |
| Net amount recognized | 48.44 | 45.37 |

28.10 Other Comprehensive income for the period

(₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|-----------|-----------|
| Components of actuarial gain/losses on obligations: | | |
| Due to Change in financial assumptions | 4.40 | (6.39) |
| Due to change in demographic assumption | - | - |
| Due to experience adjustments | (18.74) | (17.79) |
| Return on plan assets excluding amounts included in interest income | (4.69) | (5.22) |
| Amounts recognized in Other Comprehensive Income | (19.03) | (29.40) |

28.11 Break up of Plan Assets

| Particulars | 31.03.2019 | 31.03.2018 |
|---------------------------------|----------------|----------------|
| Bonds of PSU | 2.00% | 2.00% |
| Others (Including bank balance) | 98.00% | 98.00% |
| Total | 100.00% | 100.00% |

28.12 Actuarial Assumptions

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--------------------|---|---|
| Discount Rate | 6.95% | 7.30% |
| Salary Growth Rate | 4.00% | 4.00% |
| Withdrawal Rate | 20% at younger ages reducing to 0% at older ages | 20% at younger ages reducing to 0% at older ages |

28.13 Sensitivity Analysis for Actuarial Assumption

| As at 31.03.2019 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------|-----------------------|---------------|--------------------------------------|--------|-------------------------|--------|
| | Increase % | Decrease % | Increase in Assumptions | | Decrease in Assumptions | |
| | | | ₹ in Lacs | % | ₹ in Lacs | % |
| Discount Rate | 0.50% | 0.50% | (6.24) | -1.62% | 6.60 | 1.71% |
| Salary Growth Rate | 0.50% | 0.50% | 6.69 | 1.74% | (6.37) | -1.65% |
| Withdrawal rate | 10.00% | 10.00% | 1.00 | 0.26% | (1.13) | -0.29% |

| As at 31.03.2018 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------|-----------------------|---------------|--------------------------------------|--------|-------------------------|--------|
| | Increase % | Decrease % | Increase in Assumptions | | Decrease in Assumptions | |
| | | | ₹ in Lacs | % | ₹ in Lacs | % |
| Discount Rate | 0.50% | 0.50% | (5.48) | -1.50% | 5.79 | 1.58% |
| Salary Growth Rate | 0.50% | 0.50% | 5.95 | 1.63% | -5.68 | -1.55% |
| Withdrawal rate | 10.00% | 10.00% | 1.11 | 0.30% | -1.24 | -0.34% |

Limitation of method used for sensitivity analysis :

Sensitivity analysis produces the results by varying a single parameter & keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

28.14 Details of Asset- Liability Matching Strategy

There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

28.15 Maturity Profile of the Defined Benefit Obligation

| As at March 31, 2019 | ₹ in Lacs | % |
|-----------------------------|------------------|----------|
| 2020 | 199.10 | 38.20% |
| 2021 | 41.93 | 8.00% |
| 2022 | 19.64 | 3.80% |
| 2023 | 24.57 | 4.70% |
| 2024 | 21.87 | 4.20% |
| 2025 - 2029 | 86.97 | 16.70% |
| As at March 31, 2018 | ₹ in Lacs | % |
| 2019 | 191.11 | 38.80% |
| 2020 | 32.54 | 6.60% |
| 2021 | 36.53 | 7.40% |
| 2022 | 20.36 | 4.10% |
| 2023 | 20.91 | 4.30% |
| 2024 - 2028 | 81.13 | 16.50% |

29 FINANCE COST

(₹ in Lacs)

| No. Particulars | For the year ended | |
|--|---------------------------|-----------------------|
| | March 31, 2019 | March 31, 2018 |
| a Interest Expenses on Financial liabilities carried at Amortized Cost | | |
| i To Bank | - | 0.23 |
| ii To Directors | 2.97 | 3.17 |
| iii To Other | 33.93 | 33.95 |
| b Interest expense - Other | 4.46 | 2.90 |
| | 41.36 | 40.25 |

30 OTHER EXPENSES

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|---------------------------|-----------------------|
| | March 31, 2019 | March 31, 2018 |
| a Power and fuel | 518.91 | 477.05 |
| b Stores and spares consumed | 1 746.95 | 1 564.42 |
| c Feature, Newsgathering and purashkar expenses | 502.29 | 515.65 |
| d Audit Fees* | 7.90 | 9.85 |
| e License fees | 2 559.50 | 2 070.88 |
| f Distribution Expenses | 363.98 | 438.72 |
| g Taxi Expenses | 448.72 | 437.29 |
| h Selling Expenses | 2 724.54 | 1 825.01 |
| i Donation | 102.00 | 2.00 |
| j CSR Expenses | 10.00 | - |
| k Miscellaneous Expenses | 2 143.76 | 2 323.80 |
| | 11 128.55 | 9 664.67 |
| * Payment to the Auditors | | |
| a For Statutory Audit | 5.75 | 5.75 |
| b For Certification and other matters | 2.15 | 4.10 |
| | 7.90 | 9.85 |

31 EXCEPTIONAL ITEMS

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a (Loss) on discard of assets | (18.86) | (32.18) |
| b Profit/Loss on sale of Property, Plant and Equipments | - | 31.29 |
| c Profit on sale of investment Property | - | 30.60 |
| | (18.86) | 29.71 |

32 EARNING PER SHARE

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a Net Profit after Tax | 6 311.35 | 7 972.11 |
| b Weighted Average Shares (Nos. in Lacs) | 75.69 | 75.69 |
| c Basic and Diluted Earning per Share (in Rupees) | 83.38 | 105.32 |

33 DISCLOSURE PURSUANT TO APPENDIX - D TO IND AS 115 - "SERVICE CONCESSION ARRANGEMENTS"

33.1 Description and classification of the arrangement

The Company has entered into Service Concession Agreement with Vadodara Municipal Coporation (VMC) for the purpose of providing, fixing and operate 113 modern bus shelters at various locations in Vadodara on Build, Operate and Transfer ("BOT") basis. The Concession Period is of five years.

33.2 Significant Terms of the arrangements

i Rights of the company

The company gets the advertisement right for a period of five years on construction of bus shelter as per the terms.

ii Obligation of the Company

The company is required to pay premium for a period of five years from the date of completion of project.

iii Details of any assets to be given at the end of concession period

At the end of the Concession period the company shall transfer all rights of the bus shelter to VMC. No additional payment shall be given to the company in this regard. At the time of hand over of bus shelters, they shall be in good working condition.

iv Details of Termination

VMC can foreclose contract as specified in the terms of arrangements.

33.3 The advertisement right received due to service concession arrangement has been classified as intangible assets.

33.4 There has been no change in the concession arrangement during the year.

33.5 Disclosure in respect of Construction Contracts

(₹ in lacs)

| No. | Particulars | 2018 - 19 | 2017 - 18 |
|-----|---|-----------|-----------|
| a | Amount of Contract Revenue recognised as revenue during the year | 29.70 | 48.00 |
| b | Disclosure in respect of Contract in Progress at the reporting date | | |
| i | Contract cost incurred and recognised profit less recognised losses upto the reporting date | 29.70 | 48.00 |
| ii | Advances Received | - | - |
| iii | Retention Amount | - | - |
| c | Amount due from Customers for Contract in Progress | - | - |
| d | Amount due to Customers for Contract in Progress | - | - |

34 INCOME TAX EXPENSE
34.1 Income tax expense in the statement of profit and loss comprises of: (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|--|-----------------|-----------------|
| Current income tax | 2 905.00 | 4 230.00 |
| Deferred tax | | |
| Relating to origination and reversal of temporary difference | 508.64 | 94.78 |
| Deferred tax expense / (income) | 508.64 | 94.78 |
| Income tax expense | 3 413.64 | 4 324.78 |

34.2 The details of income tax assets and liabilities and Deferred tax liabilities : (₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|----------------------------------|-------------------------|-------------------------|
| Income tax assets - Current | 249.28 | 80.30 |
| Income tax liabilities - Current | - | 70.00 |
| Deferred tax liabilities | 925.07 | 416.38 |

34.3 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below: (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|-----------------|------------------|
| Accounting profit before tax | 9 724.99 | 12 296.89 |
| Normal tax rate | 34.944% | 34.608% |
| Tax liability on accounting profit | 3 398.30 | 4 255.71 |
| Exempted Income | 0.07 | 0.07 |
| Expenses Disallowed | 101.91 | 111.74 |
| Tax effect of differential tax rates | 1.16 | 2.79 |
| Tax Effect on Ind AS impact | (596.44) | (140.30) |
| Current Tax Provision (A) | 2 905.00 | 4 230.01 |
| Deferred tax Provision (B) | 508.64 | 94.78 |
| Income tax expenses as per normal tax rate | 3 413.64 | 4 324.79 |

34.4 Details of each type of recognized temporary differences, unused tax losses and unused tax credits (₹ in Lacs)

| Particulars | Recognized DTA / DTL in balance sheet | |
|--|--|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Deferred tax liability | | |
| Property, plant and equipment | 578.89 | 602.21 |
| Investments | 480.83 | 57.57 |
| Total Deferred tax liability | 1 059.72 | 659.78 |
| Deferred tax asset | | |
| Provision for expenses | 28.40 | 148.38 |
| Employee benefits | 106.25 | 95.02 |
| Other | - | - |
| Total Deferred tax asset | 134.65 | 243.40 |
| Net Deferred Tax Liability Recognized | 925.07 | 416.38 |

35 FINANCIAL INSTRUMENTS

35.1 Disclosure of Financial Instruments by Category

| As at March 31, 2019 | | | | | | (₹ in Lacs) |
|------------------------------------|----------|------------------|-------------|------------------|----------------------|------------------|
| Particulars | Note No. | FVTPL | FVTOCI | Amortized cost | Total carrying value | Fair value |
| Financial asset | | | | | | |
| Investment in equity instruments | 8A - 8B | 5.41 | 0.43 | - | 5.84 | 5.84 |
| Investment in mutual fund | 8B | 26 462.71 | - | - | 26 462.71 | 26 462.71 |
| Investment in NSC | 8A | - | - | 0.01 | 0.01 | 0.01 |
| Other Financial Asset | 9 | - | - | 1 468.56 | 1 468.56 | 1 468.56 |
| Trade Receivable | 11 | - | - | 7 339.72 | 7 339.72 | 7 339.72 |
| Cash and cash equivalent | 12 | - | - | 2 409.69 | 2 409.69 | 2 409.69 |
| Bank balance other than above | 13 | - | - | 20.92 | 20.92 | 20.92 |
| Loans | 14 | - | - | 78.58 | 78.58 | 78.58 |
| Total Financial assets | | 26 468.12 | 0.43 | 11 317.48 | 37 786.03 | 37 786.03 |
| Financial liability | | | | | | |
| Trade Payables | 19 | - | - | 1 225.40 | 1 225.40 | 1 225.40 |
| Borrowings | 21 | - | - | 37.09 | 37.09 | 37.09 |
| Other financial liabilities | 22 | - | - | 2 946.00 | 2 946.00 | 2 946.00 |
| Total Financial Liabilities | | - | - | 4 208.49 | 4 208.49 | 4 208.49 |

| As at March 31, 2018 | | | | | | (₹ in Lacs) |
|-------------------------------------|----------|------------------|-------------|------------------|----------------------|------------------|
| Financial instruments by categories | Note No. | FVTPL | FVTOCI | Amortized cost | Total carrying value | Fair value |
| Financial asset | | | | | | |
| Investment in equity instruments | 8B | 6.66 | 0.43 | - | 7.09 | 7.09 |
| Investment in mutual fund | 8B | 15 467.59 | - | - | 15 467.59 | 15 467.59 |
| Investment in NSC | 8A | - | - | 0.01 | 0.01 | 0.01 |
| Other Financial Asset | 9 | - | - | 679.36 | 679.36 | 679.36 |
| Trade Receivable | 11 | - | - | 7 053.75 | 7 053.75 | 7 053.75 |
| Cash and cash equivalent | 12 | - | - | 8 250.35 | 8 250.35 | 8 250.35 |
| Bank balance other than above | 13 | - | - | 27.54 | 27.54 | 27.54 |
| Loans | 14 | - | - | 1 243.90 | 1 243.90 | 1 243.90 |
| Total Financial assets | | 15 474.25 | 0.43 | 17 254.91 | 32 729.59 | 32 729.59 |
| Financial liability | | | | | | |
| Trade Payables | 19 | - | - | 1 763.20 | 1 763.20 | 1 763.20 |
| Borrowings | 21 | - | - | 37.32 | 37.32 | 37.32 |
| Other financial liabilities | 22 | - | - | 4 637.11 | 4 637.11 | 4 637.11 |
| Total Financial Liabilities | | - | - | 6 437.63 | 6 437.63 | 6 437.63 |

36 FAIR VALUE MEASUREMENT

Fair Value Measurement of Financial asset and Financial liabilities

36.1 Fair value hierarchy

(₹ in Lacs)

| Particulars | Note No. | Level 1 | Level 2 | Level 3 | Total |
|---|----------|-------------|------------------|-------------|------------------|
| As at March 31, 2019 | | | | | |
| Financial Assets Measured at FVTPL - Recurring FVM | | | | | |
| Investment in equity instrument | 8A - 8B | 5.41 | - | 0.43 | 5.84 |
| Investment in mutual fund | 8B | - | 26 462.71 | - | 26 462.71 |
| Total of Financial Assets | | 5.41 | 26 462.71 | 0.43 | 26 468.55 |
| Non financial assets measured at cost | | | | | |
| Investment properties | 6 | - | 5 276.20 | - | 5 276.20 |
| | | - | 5 276.20 | - | 5 276.20 |
| As at March 31, 2018 | | | | | |
| Financial Assets Measured at FVTPL - Recurring FVM | | | | | |
| Investment in equity instrument | 8A - 8B | 6.66 | - | 0.43 | 7.09 |
| Investment in mutual fund | 8B | - | 15 467.59 | - | 15 467.59 |
| Total of Financial Assets | | 6.66 | 15 467.59 | 0.43 | 15 474.68 |
| Non financial assets measured at cost | | | | | |
| Investment properties | 6 | - | 5 276.20 | - | 5 276.20 |
| | | - | 5 276.20 | - | 5 276.20 |

36.2 The Fair value of current financial assets, current trade payables and loan from related party, measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

36.3 The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

36.4 There are no transfer between level 1, level 2 and level 3 during the year

36.5 Valuation technique and observable inputs used to determine fair value in level 2

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors

The fair value of investment in investment property are based on valuation report.

37 FINANCIAL RISK MANAGEMENT

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk and other price risk. The company does not have any borrowing with fluctuating rate of interest, hence it is not exposed to interest risk.

i Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign currency risk due to import of materials. The company measures risk through sensitivity analysis. As on March 31, 2019 no outstanding amount is payable for purchase of imported material.

ii Other Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The company is exposed to price risk mainly because of investments in mutual funds classified as fair value through profit and loss. The company measures risk through sensitivity analysis. The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company's exposure to price risk due to investments in mutual fund is as follows: (₹ In Lacs)

| Particulars | March | March |
|--|-----------|-----------|
| | 31, 2019 | 31, 2018 |
| Investments in Mutual Funds | 26 462.71 | 15 467.59 |
| Investment in equity instruments carried at FVTOCI | 0.43 | 0.43 |

Sensitivity Analysis

Investments in Mutual Funds (₹ In Lacs)

| Particulars | Impact on profit after tax | |
|-----------------------|----------------------------|----------|
| | March | March |
| | 31, 2019 | 31, 2018 |
| NAV increases by 0.5% | 86.08 | 50.57 |
| NAV decreases by 0.5% | (86.08) | (50.57) |

iii Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due. Hence no liquidity risk is perceived.

The table below provide details regarding the contractual maturities of financial liabilities as at: (₹ In Lacs)

| | Carrying Amount | upto 1 year | 1 - 2 years |
|---|-----------------|-------------|-------------|
| As at March 31, 2019 | | | |
| Non Derivative Financial Liability | | | |
| Trade Payables | 1 225.40 | 1 212.61 | 12.79 |
| Borrowings | 37.09 | 37.09 | - |
| Other financial liabilities | 2 946.00 | 2 946.00 | - |
| As at March 31, 2018 | | | |
| Non Derivative Financial Liability | | | |
| Trade Payables | 1 763.20 | 1 734.79 | 28.41 |
| Borrowings | 37.32 | 37.32 | - |
| Other financial liabilities | 4 637.11 | 4 637.11 | - |

iv Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, investments in mutual funds, cash and cash equivalent and other balances with banks.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from investment in mutual funds, cash and cash equivalent and other balances with bank is limited as the counterparties are banks and recognised financial institution with high credit ratings.

The maximum exposure to the credit risk at the reporting date from trade receivables amounting to ₹ 7339.72 Lacs as on March 31, 2019 and ₹ 7053.75 lacs as on March 31, 2018.

38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ In Lacs)

| No. Particulars | For the year ended | |
|--|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a Contingent Liabilities | | |
| i Claims against the company not acknowledged as debt There are several defamation and other legal cases pending against the Company and its directors. These include criminal and civil cases. The company has also raised counter claims against some of the claimants. The estimated contingency in respect of these cases cannot be ascertained. Based on discussions with the lawyers / solicitors and also the past trend in respect of such cases, the Company believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same. | - | - |
| ii Disputed Income tax matters | 882.67 | - |
| b Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for. | - | 68.45 |

39 DETAILS OF LOAN GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

Loans given and investments made are shown under the respective heads.

Loans have been utilised by the recipient for their business purpose.

There are no corporate guarantees given by the company in respect of loans as at March 31, 2019

40 RELATED PARTIES DISCLOSURE:
40.1 Related party :

(a) Name of Key Managerial Personnel :

| | | |
|---|-------------------|------------------------------|
| 1 | Mr. Falgun Patel | Chairman & Managing Director |
| 2 | Mr. Parthiv Patel | Managing Director |
| 3 | Mrs. Panna Patel | Director |
| 4 | Mr. Yogesh Jani | Whole Time Director |
| 5 | Mr. Sanjay Tandon | Chief Financial Officer |
| 6 | Mr. Dhaval Pandya | Company Secretary |

(b) Wholly Owned Subsidiary

Sandesh Digital Private Limited

(c) Associate

Applewoods estate private limited

(d) Subsidiary of associate

Stanford Operation and Maintenance Private Limited

(e) Enterprise over which Key Managerial Personnel having control or significant influence:

| | |
|---|-----------------------------------|
| 1 | Sandesh Procon LLP |
| 2 | Saintfoin Enterprise LLP |
| 3 | Scabious Enterprise LLP |
| 4 | Satyesh Prochem LLP |
| 5 | Satlon Enterprise Private Limited |
| 6 | Falgunbhai C Patel (HUF) |
| 7 | Acquest Estate Private Limited |

(f) Post - employment benefit plan entities

- 1 Sandesh Employee Gratuity Fund
- 2 Sandesh Superannuation Fund

(g) Relatives of Key Managerial Personnel:

Mrs. Rita Patel

40.2 Particulars of transactions with related parties. The transactions are disclosed in aggregate value.**i For the year 2018 - 19**

(₹ in Lacs)

| Sr. No. | Particulars | KMP | Subsidiary | Associate | Enterprise over which KMP having control or significant influence | Relative of KMP | Post - employment benefit plan | Total |
|----------|---|--------|------------|-----------|---|-----------------|--------------------------------|-----------|
| a | Assets | | | | | | | |
| 1 | Purchase of property, plant and equipment | - | - | - | 0.28 | - | - | 0.28 |
| 2 | Purchase of Investment Property | | | | | | | - |
| b | Liabilities | | | | | | | |
| | Loan transactions | - | - | - | - | - | - | - |
| | Loan taken | - | - | - | - | - | - | - |
| | Loan Repayment | 0.23 | - | - | - | - | - | 0.23 |
| c | Incomes | | | | | | | |
| 1 | Advertisement revenue | - | - | 1.72 | - | - | - | 1.72 |
| 2 | License Fees Income | - | 23.11 | - | - | - | - | 23.11 |
| d | Expenses | | | | | | | |
| 1 | Remuneration Expenses | 936.34 | - | - | - | 4.29 | - | 940.63 |
| 2 | Interest Expenses | 2.97 | - | - | - | - | - | 2.97 |
| 3 | Rent Expenses | - | - | - | 8.40 | - | - | 8.40 |
| 4 | Maintenance Expense | - | - | 5.59 | 5.64 | - | - | 11.23 |
| 5 | Contribution to fund | - | - | - | - | - | 10.14 | 10.14 |
| e | Dividend paid | 79.09 | - | - | 203.55 | 0.52 | - | 283.16 |
| f | Balance outstanding:- | | | | | | | |
| i | Assets | | | | | | | |
| 1 | Investment in shares and Debentures | - | 1.00 | 23 262.52 | - | - | - | 23 263.52 |
| 2 | Maintenance Deposit | - | - | 18.32 | 132.79 | - | - | 151.11 |
| 3 | Licence fee receivable | - | 2.69 | - | - | - | - | 2.69 |

| Sr. No. | Particulars | KMP | Subsidiary | Associate | Enterprise over which KMP having control or significant influence | Relative of KMP | Post - employment benefit plan | Total |
|-----------|---|--------|------------|-----------|---|-----------------|--------------------------------|--------|
| ii | Liabilities | | | | | | | |
| 1 | Loan taken | 37.09 | - | - | - | - | - | 37.09 |
| 2 | Advertisement Deposit | - | - | 23.18 | - | - | - | 23.18 |
| 3 | Remuneration Payable (including commission) | 714.68 | - | - | - | 0.36 | - | 715.04 |
| 4 | Rent expenses payable | - | - | - | 0.76 | - | - | 0.76 |

ii For the year 2017 - 18

(₹ in Lacs)

| Sr. No. | Particulars | KMP | Subsidiary | Associate | Enterprise over which KMP having control or significant influence | Relative of KMP | Post - employment benefit plan | Total |
|----------|---|----------|------------|-----------|---|-----------------|--------------------------------|-----------|
| a | Assets | | | | | | | |
| 1 | Purchase of property, plant and equipment | - | - | - | 0.05 | - | - | 0.05 |
| 2 | Purchase of Investment Property | - | - | 160.50 | - | - | - | 160.50 |
| b | Liabilities | | | | | | | |
| | Loan transactions | | | | | | - | |
| | Loan taken | 37.00 | - | - | - | - | - | 37.00 |
| | Loan Repayment | 198.77 | - | - | - | - | - | 198.77 |
| c | Incomes | | | | | | | |
| 1 | Advertisement revenue | - | - | 26.10 | - | - | - | 26.10 |
| 2 | License Fees Income | - | 28.42 | - | - | - | - | 28.42 |
| d | Expenses | | | | | | | |
| 1 | Remuneration Expenses | 1 334.95 | - | - | - | 4.29 | - | 1 339.24 |
| 2 | Interest Expenses | 3.17 | - | - | - | - | - | 3.17 |
| 3 | Rent Expenses | - | - | - | 9.85 | - | - | 9.85 |
| 4 | Maintenance Expense | - | - | - | - | - | - | - |
| 5 | Contribution to funds | - | - | - | - | - | 15.14 | 15.14 |
| e | Dividend paid | 79.09 | - | - | 194.28 | 0.52 | - | 273.89 |
| f | Balance outstanding:- | | | | | | | |
| i | Assets | | | | | | | |
| 1 | Investment in shares and Debentures | - | 1.00 | 23 262.52 | - | - | - | 23 263.52 |
| 2 | Maintenance Deposit | - | - | 14.17 | 132.79 | - | - | 146.96 |
| 3 | Licence fee receivable | - | - | - | - | - | - | - |

| Sr. No. | Particulars | KMP | Subsidiary | Associate | Enterprise over which KMP having control or significant influence | Relative of KMP | Post - employment benefit plan | Total |
|---------|---|----------|------------|-----------|---|-----------------|--------------------------------|----------|
| ii | Liabilities | | | | | | | |
| 1 | Loan taken | 37.32 | - | - | - | - | - | 37.32 |
| 2 | Advertisement Deposit | - | - | 24.49 | - | - | - | 24.49 |
| 3 | Remuneration Payable (including commission) | 1 118.87 | - | - | - | 0.36 | - | 1 119.23 |
| 4 | Rent expenses payable | - | - | - | 0.75 | - | - | 0.75 |

iii **Compensation of key managerial personnel of the company** (₹ in Lacs)

| Particulars | 2018-19 | 2017-18 |
|-------------------------------|---------------|-----------------|
| Short - term employee benefit | 846.47 | 1 287.82 |
| Post - employment benefit | 47.13 | 47.13 |
| Total | 893.60 | 1 334.95 |

40.3 **Disclosure of material transactions with Related Party:** (₹ in Lacs)

| Sr. No. | Particulars | 2018-19 | 2017-18 |
|----------|--|---------|---------|
| a | Assets | | |
| | Purchase of investment property | | |
| | Applewoods Estate Private Limited | - | 160.50 |
| b | Liabilities | | |
| | 1 Loan transactions | | |
| | i Loan taken from | | |
| | Mr Falgun Patel | 15.06 | 15.00 |
| | Mr Parthiv Patel | 22.03 | 22.00 |
| | ii Loan repayment to | | |
| | Mr Falgun Patel | 0.09 | 15.00 |
| | Mr Parthiv Patel | 0.14 | 22.00 |
| | Mrs. Panna Patel | - | 161.77 |
| c | Incomes | | |
| | 1 Advertisement Revenue | | |
| | Applewoods Estate Private Limited | 1.72 | 26.10 |
| | 2 License Fees Income | | |
| | Sandesh Digital Private Limited | 23.11 | 28.42 |
| d | Expenses | | |
| | 1 Remuneration Expenses | | |
| | Short - term employee benefit | | |
| | Mr Falgun Patel | 408.00 | 610.50 |
| | Mr Parthiv Patel | 430.30 | 632.80 |
| | Post - employment benefit | | |
| | Mr Falgun Patel | 34.50 | 34.50 |
| | Mr Parthiv Patel | 12.20 | 12.20 |

| Sr. No. | Particulars | 2018-19 | 2017-18 |
|----------|-----------------------------------|---------|---------|
| 2 | Interest Expenses | | |
| | Mr Falgun Patel | 1.20 | 1.20 |
| | Mr Parthiv Patel | 1.76 | 1.76 |
| | Mrs. Panna Patel | - | 0.21 |
| 3 | Rent Expenses | | |
| | Satlon Enterprise Private Limited | 8.40 | 9.85 |
| 4 | Maintenance Expense | | |
| | Acquest Estate Private Limited | 5.64 | - |
| | Applewoods Estate Private Limited | 5.59 | - |
| 5 | Dividend paid | | |
| | Mr Parthiv Patel | 49.77 | 49.77 |
| | Mr Falgun Patel | 17.04 | 19.32 |
| | Mrs. Panna Patel | 12.28 | 10.00 |
| | Shri Falgunbhai C Patel (HUF) | 9.27 | - |
| | Mrs. Rita Patel | 0.52 | 0.52 |
| | Saintfoin Enterprise LLP | 14.94 | 14.94 |
| | Scabious Enterprise LLP | 21.04 | 21.04 |
| | Satyesh Prochem LLP | 158.30 | 158.30 |
| 6 | Contribution to funds | | |
| | Sandesh Employee Gratuity Fund | - | 5.00 |
| | Sandesh Superannuation Fund | 10.14 | 10.14 |

40.4 Disclosure requirement as per Schedule V of SEBI (Listing Obligations and Disclosure Requirments) Regluations, 2015

| Particulars | 2018-19 | 2017-18 |
|--|---------|---------|
| Loan given to wholly owned subsidiary | | |
| Outstanding Balance at the year end | - | - |
| Maximum amount Outstanding during the year | - | - |

41 During the period under audit, finance segment no longer meets criteria as per IND AS and there is only one reportable segment namely media. In view of this, company has not given segment information. No client individually accounted for more than 10% of the revenues in the year ended March 31, 2019 and March 31, 2018.

As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner
Membership No. 129255
Place : Ahmedabad
Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)
Managing Director

Dhaval Pandya

Company Secretary

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of
THE SANDESH LIMITED

Report on the Audit of the Consolidated Financial Statements**Opinion**

We have audited the accompanying consolidated financial statements of **The Sandesh Limited** ("the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") and its associate company, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, of the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the consolidated 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 consolidated 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1 | <p>Accuracy of recognition, measurement, presentation and disclosures of advertisement revenue. For advertisement revenue, there is a risk of material misstatement of the consolidated financial statements due to error considering following aspects:</p> <ul style="list-style-type: none"> - Advertisement revenue from print media <ul style="list-style-type: none"> • Pricing terms of the advertisement revenue in the newspaper are complex and prices, generally, are change date least once on a yearly basis • Number of parties involved and number of transactions are huge - Advertisement revenue from other platforms <ul style="list-style-type: none"> • pricing terms are non-standardized and are different on customer to customer basis. | <p>Principal audit procedure:</p> <ul style="list-style-type: none"> - Our approach was a combination of test of internal controls and substantive procedures which included the following: <ul style="list-style-type: none"> • Evaluated the design of internal control • For evaluation of operative effectiveness of internal control, tested the advertisement considering the accuracy of pricing, invoice amount and tax thereon, place, edition and customer. • Tested the relevant information technology system in respect of recording and disclosing of advertisement revenue • In case of advertisement in newspaper and on hoardings, tested the location, date and content of actual advertisement published in the newspaper and site respectively. • Verification of invoices on sample basis. • Performed analytical procedures to verify the discount given on advertisement - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the consolidated financial statements in terms of Ind AS 115 |

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|---|
| 2 | <p>Assessment of impairment test in investment in associate The company has material investment in associate. For impairment test, the company estimates recoverable amount of investment in associate which is based on value in use method. The method involves critical estimates of forecasting of cash flows, growth rate and discount rate.</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Reviewed financial statements of the associate to assess the financial position and performance. - Evaluated the forecasted cash flows, growth rate and discount rate considered in value in use method to arrive at the recoverable amount of investment. |
| 3 | <p>Assessment of impairment test in investment properties The company has material investment in investment properties. For impairment test, the company obtains the valuation report of independent valuer which involves judgement of possible fair value of the investment properties</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Evaluated the independent valuer considering his competence and independence - Evaluated the valuation report considering the how the valuation is done, and significant judgement made in his report. |
| 4 | <p>Significant transaction occurred during the year During the year under audit, the company has sold shares held as stock-in-trade. The amount of such sale is significant in value.</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> - Evaluated management decision about the reason for considering such shares as stock-in-trade. - Verified supporting documents in respect of purchase and sale contracts and accuracy of accounting treatment of sale of shares. |

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that gives true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 in accordance with SAs 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 control.
- 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 Group'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 consolidated 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 Group's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated 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 consolidated 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.

Other Matter

- The financial statements of the Company for the year ended March 31, 2018, were audited by predecessor auditor whose report dated May 28, 2018 expressed an unmodified opinion on those Financial Statements.
- We did not audit the financial statements of subsidiary, whose financial statements reflect total assets of Rs. 291.15lakhs as at March 31, 2019, total revenues of Rs. 246.63lakhs and net cash out flows amounting to Rs. 0.50 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of Rs. 83.55 lakhs for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditor whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements
1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS 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 of Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on March 31, 2019 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 Group 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 Group’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 Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Note 38 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group and its associate company.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255

Place : Ahmedabad
Date : May 28, 2019

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of The Sandesh Limited (“the Holding Company”) and its subsidiary and associate companies which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary and associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the these companies 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 ("ICAI"). 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding 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") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note 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 judgment, including the assessment of the risks of material misstatement of the consolidated 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 Group's and its associate 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Holding Company and its subsidiary and associate companies, which are companies incorporated in India, have, 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, 2019, based on the internal control over financial reporting criteria established by these Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255

Place : Ahmedabad
Date : May 28, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(₹ in Lacs)

| Particulars | Note No. | As at March 31, 2019 | As at March 31, 2018 |
|--|----------|-------------------------|-------------------------|
| A ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 7 685.46 | 8 182.22 |
| (b) Capital work - in - progress | | 25.22 | 21.55 |
| (c) Investment property | 6 | 5 276.20 | 5 276.20 |
| (d) Intangible assets | 7 | 259.91 | 298.69 |
| (e) Financial assets | | | |
| (i) Investments | 8A | 23 683.98 | 23 600.41 |
| (ii) Other financial assets | 9 | 1 468.66 | 679.36 |
| | | 38 399.43 | 38 058.43 |
| (2) Current Assets | | | |
| (a) Inventories | 10 | 2 465.29 | 4 408.13 |
| (b) Financial Assets | | | |
| (i) Current investments | 8B | 26 708.90 | 15 638.84 |
| (ii) Trade receivables | 11 | 7 383.69 | 7 086.36 |
| (iii) Cash and cash equivalents | 12 | 2 412.01 | 8 253.17 |
| (iv) Other balances with banks | 13 | 20.92 | 27.54 |
| (v) Loans | 14 | 78.73 | 1 244.23 |
| (c) Current tax asset (net) | 34 | 250.22 | 80.31 |
| (d) Other current assets | 15 | 2 316.63 | 985.00 |
| | | 41 636.39 | 37 723.58 |
| Total assets | | 80 035.82 | 75 782.01 |
| B EQUITY AND LIABILITIES | | | |
| I EQUITY | | | |
| (a) Equity Share Capital | 16 | 756.94 | 756.94 |
| (b) Other Equity | 17 | 72 283.03 | 66 239.60 |
| | | 73 039.97 | 66 996.54 |
| II LIABILITIES | | | |
| (1) Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| Trade Payables | 19A | | |
| (a) total outstanding dues of micro enterprises and small enterprises | | | |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | | 12.79 | 28.41 |
| (b) Provisions | 20A | 272.47 | 245.60 |
| (c) Deferred tax liabilities (net) | 34 | 924.84 | 416.13 |
| | | 1 210.10 | 690.14 |
| (2) Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 21 | 37.09 | 37.32 |
| (ii) Trade payables | 19B | | |
| (a) total outstanding dues of micro enterprises and small enterprises | | | |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | | 1 222.54 | 1 745.95 |
| (iii) Other financial liabilities | 22 | 2 946.48 | 4 637.81 |
| (b) Other current liabilities | 23 | 1 547.34 | 1 574.23 |
| (c) Provisions | 20B | 32.30 | 29.47 |
| (d) Current tax liabilities (net) | 34 | - | 70.55 |
| | | 5 785.75 | 8 095.33 |
| Total equity and liabilities | | 80 035.82 | 75 782.01 |

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants

ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner

Membership No. 129255

Place : Ahmedabad

Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)

Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad

Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)

Managing Director

Dhaval Pandya

Company Secretary

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in Lacs)

| Particulars | Note No. | For the year ended | |
|--|----------|--------------------|------------------|
| | | March 31, 2019 | March 31, 2018 |
| I Revenue from operations | 24 | 41 895.69 | 37 732.88 |
| II Other income | 25 | 1 990.94 | 1 383.15 |
| III Total Revenue (I + II) | | 43 886.63 | 39 116.03 |
| IV Expenses :: | | | |
| a Cost of material consumed | 26 | 15 618.63 | 12 349.13 |
| b Changes in inventories / Cost of goods sold | 27 | 2 921.51 | 226.18 |
| c Employee benefits expense | 28 | 3 378.06 | 3 510.33 |
| d Finance cost | 29 | 41.37 | 40.31 |
| e Depreciation and amortisation expenses | 5 | 885.50 | 850.50 |
| f Other expenses | 30 | 11 186.81 | 9 725.27 |
| Total expenses (IV) | | 34 031.88 | 26 701.72 |
| V Profit before Share of Profit of Associate, exceptional item and tax (III - IV) | | 9 854.75 | 12 414.31 |
| Share of Profit of Associate | | 84.02 | 203.11 |
| VI Profit before exceptional item and tax (V+ VI) | | 9 938.77 | 12 617.42 |
| VII Exceptional Items | 31 | (18.86) | 29.71 |
| VIII Profit Before Tax | | 9 919.91 | 12 647.13 |
| IX Tax Expenses :: | | | |
| a Current Tax | 34 | 2 930.45 | 4 268.12 |
| b Deferred Tax | 34 | 508.58 | 94.83 |
| Total Tax Expense | | 3 439.03 | 4 362.95 |
| X Profit for the Year (VII - VIII) | | 6 480.88 | 8 284.18 |
| XI Other comprehensive income | | | |
| a (i) Items that will not be reclassified to profit or loss | | | |
| Remeasurement of defined benefit obligations | | 19.29 | 30.25 |
| Share in Other Comprehensive Income of Associate | | (.47) | .59 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| b (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XII Total Other Comprehensive Income | | 18.82 | 30.84 |
| XIII Total Comprehensive Income (XI + XIII) | | 6 499.70 | 8 315.02 |
| XIV Net Profit attributable to | | | |
| a Owners of the company | | 6 480.88 | 8 284.18 |
| b Non Controlling Interest | | - | - |
| XV Other Comprehensive Income attributable to | | | |
| a Owners of the company | | 18.82 | 30.84 |
| b Non Controlling Interest | | - | - |
| XVI Total Comprehensive Income attributable to | | | |
| a Owners of the company | | 6 499.70 | 8 315.02 |
| b Non Controlling Interest | | - | - |
| XVII Earnings per Equity Share: | | | |
| Basic and Diluted | 32 | 85.62 | 109.44 |
| Diluted - ₹ Per Share | | 85.62 | 109.44 |

The accompanying notes form an integral part of the consolidated financial statements.
As per our report of even date attached.

For, S G D G & Associates LLP
Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi
Partner
Membership No. 129255
Place : Ahmedabad
Date : May 28, 2019

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2019

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019
A Equity Share Capital

(₹ in Lacs)

| Particulars | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2019 | March 31, 2018 |
| Balance at the beginning of the reporting period | 756.94 | 756.94 |
| Changes during the year | | |
| Balance at the reporting period | 756.94 | 756.94 |

B Other Equity

(₹ in Lacs)

| Particulars | Reserves and Surplus | | | | Total |
|--|----------------------|--------------------|------------------|-------------------|------------------|
| | Capital Reserve | Securities Premium | General Reserves | Retained Earnings | |
| Balance as at April 01, 2018 | .44 | 1 316.63 | 49 584.79 | 15 337.74 | 66 239.60 |
| Profit for the period | - | - | - | 6 480.88 | 6 480.88 |
| Items of the OCI for the year, net of tax | | | | | |
| Remeasurement benefit of defined benefit plans | - | - | - | 19.29 | 19.29 |
| Share in Other Comprehensive Income of Associate | - | - | - | (.47) | (.47) |
| Dividends (including tax on dividend) | - | - | - | (456.27) | (456.27) |
| Balance as at March 31, 2019 | .44 | 1 316.63 | 49 584.79 | 21 381.17 | 72 283.03 |
| Balance as at April 01, 2017 | .44 | 1 316.63 | 49 584.79 | 7 478.24 | 58 380.10 |
| Profit for the period | - | - | - | 8 284.18 | 8 284.18 |
| Items of the OCI for the year, net of tax | | | | | |
| Remeasurement benefit of defined benefit plans | - | - | - | 30.25 | 30.25 |
| Share in Other Comprehensive Income of Associate | - | - | - | .59 | .59 |
| Dividends (including tax on dividend) | - | - | - | (455.52) | (455.52) |
| Balance as at March 31, 2018 | .44 | 1 316.63 | 49 584.79 | 15 337.74 | 66 239.60 |

Nature and purpose of reserves
a Capital reserve

The Company recognises capital reserves on cancellation of partly paid up own equity shares.

b Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

c General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

The accompanying notes form an integral part of the consolidated financial statements.
As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants
ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner
Membership No. 129255
Place : Ahmedabad
Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)
Managing Director

Dhaval Pandya

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(₹ In Lacs)

| Particulars | For the year ended | |
|---|---------------------|---------------------|
| | March 31, 2019 | March 31, 2018 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| NET PROFIT BEFORE TAX | 9 919.91 | 12 647.13 |
| Adjustments for | | |
| Depreciation | 885.50 | 850.50 |
| Finance Cost | 41.37 | 40.31 |
| Share of Profit from associates | (84.02) | - |
| Profit on sale of property plant and equipments | 18.86 | (29.71) |
| Changes in fair value of financial assets at FVTPL | (1 225.76) | (539.11) |
| Dividend income | (.19) | (.21) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 9 555.67 | 12 968.91 |
| Adjustments for | | |
| Trade and other receivables | (300.03) | (504.58) |
| Inventories | 1 942.84 | (53.43) |
| Payables, other financial liabilities and provision | (2 207.36) | (794.64) |
| Loans, other financial assets and other assets | (946.91) | 387.34 |
| CASH GENERATED FROM OPERATIONS | 8 044.21 | 12 003.60 |
| Direct Taxes Paid | (3 170.93) | (4 213.17) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | 4 873.28 | 7 790.43 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipments | (373.96) | (980.29) |
| Sale of property, plant and equipment | 1.48 | 59.46 |
| Purchase of Investment | (9 844.28) | (10 030.99) |
| Investment property (net) | - | (27.65) |
| Dividend Income | .19 | .21 |
| NET CASH FLOW FROM INVESTING ACTIVITIES | (10 216.57) | (10 979.26) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Short term borrowings (Net) | (.23) | (161.55) |
| Finance Cost | (41.37) | (40.31) |
| Dividend Paid(including Dividend Distribution Tax) | (456.27) | (455.52) |
| NET CASH FLOW IN FINANCING ACTIVITIES | (497.87) | (657.37) |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | (5 841.16) | (3 846.21) |
| CASH AND CASH EQUIVALENTS AS ON 31.3.2018 | 8 253.17 | 12 099.38 |
| CASH AND CASH EQUIVALENTS AS ON 31.3.2019 | 2 412.01 | 8 253.17 |

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants

ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner

Membership No. 129255

Place : Ahmedabad

Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)

Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad

Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)

Managing Director

Dhaval Pandya

Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**1 GROUP OVERVIEW**

The consolidated financial statements (herein after referred to as “financial statements”) comprise financial statements of The Sandesh Limited (the Parent), its subsidiary (collectively referred as Group) and associate for the year ended March 31, 2019.

The Sandesh Limited (the ‘Parent Company’) is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 with its registered office located at “Sandesh Bhavan”, Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad – 380054. The Parent Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The Parent Company belongs to the Regional Print Media Industry and is a publisher of “SANDESH” a premier Gujarati daily newspaper in Gujarat Region, to carry on the business of editing, printing and publishing newspapers and periodicals.

The financial statements are approved for issue by the Parent Company’s Board of Directors on May 28, 2019.

2 BASIS OF PREPARATION**2.1 Statement of compliance**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of measurement

The Financial Statements have been prepared on the historical cost basis except for the following items which are measured at fair values:

- certain financial assets, and
- defined benefit plans assets

2.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

2.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Revenue recognition of construction services based on percentage of completion method
- Amortization of advertisement rights
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations

3 SIGNIFICANT ACCOUNTING POLICIES**3.1 Revenue Recognition****3.1.1 Revenue from operations**

- a The Parent company earns revenue from circulation of newspaper, display of advertisement on TV and print media and out of home platforms. The company also earns revenue from sale of constructed properties.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The

standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 3.1 – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

In case of sale of news paper (including scrap sales) and rendering of advertisement services on TV and print media, the performance obligation is satisfied at a point in time. Rendering of advertisement services on out of home platform, the performance obligation is satisfied over time. In case sale of constructed properties, the performance obligation is satisfied at a point in time when conveyance deed of goods with customer is executed

Revenue is measured based on the transaction price which is the consideration, as specified contract with the customer. Revenue excludes taxes collected from the customers.

The obligation to transfer goods to a customer, for which part consideration is received, is classified as contract liability.

b Display of advertisement on web-pages

The subsidiary earns revenue from display of advertisement on web-pages of Sandesh Properties and sites.

The rendering of advertisement services based on user view impressions or click on display of advertisement on web-pages of Sandesh properites and sites and hence performance obligation satisfies at a point in time.

The advertisement fee is charged as per the agreed terms of contract with customers.

3.1.2 Revenue from other operating income

The other operating revenue includes sale of trading goods, interest income from financing and constuction income.

In case of sale of trading goods, the performance obligation is satisfied at a point in time and for construction income, performance obligation is satisfied over time.

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

3.1.3 Other revenue

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend income is recognised when the right to receive the dividend is established.

All other incomes are recognised and accounted for on accrual basis.

3.2 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2015 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as “Capital work-in-progress”.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 Intangible assets

An intangible asset is recognised, only where it is probable that future economic benefits attributable to the asset will accrue to the enterprise and the cost can be measured reliably.

a Advertisement right

Intangible assets are stated at cost, less accumulated amortization and impairment losses, if any.

Advertisement rights granted by Vadodara Municipal Corporation (VMC) are against construction service rendered by the Group on BOT basis.

Advertisement right cost comprises of direct and indirect expenses on construction of bus shelters in terms of Concession Agreement.

Subsequent expenditure related to an item of intangible assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing intangible assets are charged to the statement of profit and loss for the period during which such expenses are incurred.

Intangible assets are amortized on straight line basis over concession period.

b Other intangible assets

Intangible assets are stated at cost, less accumulated amortization and impairment losses, if any.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as intangible assets under development.

Separately purchased intangible assets are initially measured at cost. Subsequently, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

For transition to Ind AS, the carrying value of Intangible Assets under previous GAAP as on April 01, 2015 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment, if any as on that date.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their expected useful lives. Intangible assets are amortized over a period of six years on straight line basis as per the useful life prescribed under Schedule II to the Companies Act, 2013. Intangible assets acquired / purchased during the year are amortised on a pro-rata basis from the date on which such assets are ready to use.

Intangible assets with an indefinite useful life are not amortised. Such intangible assets are tested for impairment.

The residual value, useful live and method of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.4 Investment Property

Investment Property is measured initially at cost including related transaction costs.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use.

Subsequent expenditures are capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

All day-to-day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Investment Property under previous GAAP as on April 01, 2015 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment, if any as on that date.

Gains or losses arising from derecognition of investment property are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

3.5 Financial Instruments

3.5.1 Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.5.2 Subsequent measurement

a Non-derivative financial instruments

Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are carried at cost in the separate financial statements.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effects.

3.5.3 Derecognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.5.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Group currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)
- Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

3.7 Income tax

Income tax expense comprises current tax and deferred tax.

3.7.1 Current Tax

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where Group has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.7.2 Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax liabilities are recognised for all taxable temporary differences associated with investments in subsidiary and associate except when timing of reversal of the temporary difference is controlled by the parent company and it is probable that temporary difference will not reverse in foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible

temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences associated with investments in subsidiary and associate to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where Group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.8 Impairment

3.8.1 Financial assets other than investments in subsidiaries and associates

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss.

3.8.2 Financial asset – investment in associate

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in statement of profit and loss.

3.8.3 Non-financial assets

Tangible and intangible assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.9 Borrowing costs

Borrowing cost includes interest and other costs that Group has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.10 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The Group measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Group's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The Parent Company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognised in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.11 Provisions

A provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.12 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

3.13 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. The Group does not recognize a contingent asset but discloses its existence in the financial statements.

3.14 Foreign Currency

a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

3.15 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdraft is shown within cash and cash equivalents.

3.16 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.17 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of materials is determined on weighted average basis. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

3.18 Lease

Lease agreements where the risks and the rewards incident to ownership of an asset substantially vest with the lessor, are recognised as operating leases.

Group as lessee

Lease rents under operating leases are recognised in the statement of profit and loss on a straight-line basis.

3.19 Basis of consolidation and equity method

The Parent Company consolidates entities which it owns or controls and applies equity method of accounting where the Company has significant influence over the other entity.

a Consolidation of subsidiary

The Parent Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Subsidiary is consolidated from the date control commences until the date control ceases.

Consolidated financial statements combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of the subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Offset the carrying amount of the Parent Company's investment in subsidiary and the Parent Company's portion of the equity of each subsidiary. Intragroup transactions, balances and unrealized gains and losses on transactions between entities of group are eliminated. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income taxes, applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances.

Non-controlling interests in the profit or loss and equity of subsidiary are shown separately in the consolidated financial statements of profit and loss and consolidated statement of changes in equity respectively.

b Equity method of accounting for investment in associate

An associate is an entity over which the Parent Company and its subsidiary have significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over the policies.

Investments in associates are accounted for using the equity method of accounting. The investments are initially recognized at cost, and the carrying amount is increased or decreased to recognize the Group's share of the profit or loss and other comprehensive income of the investee after the acquisition date. Distributions received from an investee reduce the carrying amount of the investment.

When Group's share of losses of an associate equal or exceeds its interest in the associate, the parent discontinues recognizing its share of further losses unless it has incurred obligations or made payments on behalf of associate.

Unrealized gains and losses on transactions between entities of group are recognised to the extent of the group's interest in these entities.

Investments in associate are accounted for using equity method from the date significant influence commences until the date significant influence ceases.

Accounting policies of the associate are in line with the Group's accounting policies.

3.20 Business Combination

Business combination of entities under common control is accounted for using the pooling of interests method.

The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.

The consideration for the business combination may consist of securities, cash or other assets. Securities shall be recorded at nominal value. In determining the value of the consideration, assets other than cash shall be considered at their fair values.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor shall be transferred to capital reserve and should be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

3.21 Segment Reporting

An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The Parent Company's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

3.22 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

3.23 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4 RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new Ind AS and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

4.1 Ind AS – 116

Ind AS – 116 will replace the existing leases standard, Ind AS – 17 Leases. Ind AS – 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS – 116 substantially carries forward the lessor accounting requirements in Ind AS – 17.

The effective date for adoption of Ind AS – 116 is annual periods beginning on or after April 01, 2019. The standard permits two possible methods of transition:

- Full retrospective approach – Retrospectively, to each prior period presented applying the Ind AS – 8 “Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective approach – Retrospectively, with the cumulative effect of initially applying the Ind AS recognised at the date of initial application.

The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the Ind AS, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Ind AS will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the Ind AS had been applied since the commencement date, but discounted using the lessee’s incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS – 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the Ind AS and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

With effect from April 01, 2019, the Company will recognise new assets and liabilities for its operating leases of assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The company does not have any impact of Ind AS – 116 on the financial statements.

Ind AS – 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS – 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS – 12. According to the Appendix, the Company need to determine the probability of the relevant tax authority accepting each tax treatment, that the company has used or plan to use in its income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Ind AS permits two possible methods of transition:

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind As – 8 “Accounting Policies, Changes in Accounting Estimates and Errors” without using hindsight
- Modified retrospective approach – Retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting opening balance of retained earnings

The Company is in the process of evaluating the impact of Ind AS – 12 Appendix C on the financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The company does not expect this amendment to have any significant impact on its financial statements.

5 PROPERTY, PLANT AND EQUIPMENT
5.1 Property, Plant and Equipments consist of:

| No. | Particulars | Land | Buildings | | Plant & Equipment | Electric Fittings | Furniture & Fixtures | Office Equipment | Vehicles | Total |
|----------|-------------------------------------|-----------------|-----------------|--------------|-------------------|-------------------|----------------------|------------------|---------------|-----------------|
| | | | Freehold | Leasehold | | | | | | |
| a | Gross Block | | | | | | | | | |
| | Balance as at April 01, 2017 | 1 343.71 | 1 927.57 | 26.68 | 4 250.10 | 50.38 | 125.80 | 101.07 | 539.16 | 8 364.47 |
| | Additions | 15.74 | 9.53 | - | 1 835.75 | 6.65 | 7.44 | 30.52 | 85.95 | 1 991.58 |
| | Deductions | - | - | - | 800.00 | - | 1.42 | 10.03 | 1.07 | 812.52 |
| | Balance as at March 31, 2018 | 1 359.45 | 1 937.10 | 26.68 | 5 285.85 | 57.03 | 131.82 | 121.56 | 624.04 | 9 543.53 |
| | Additions | - | - | - | 244.76 | .96 | 5.14 | 15.26 | 81.39 | 347.51 |
| | Deductions | - | 3.67 | - | 45.11 | .75 | .68 | 20.43 | .51 | 71.15 |
| | Balance as at March 31, 2019 | 1 359.45 | 1 933.43 | 26.68 | 5 485.50 | 57.24 | 136.28 | 116.39 | 704.92 | 9 819.89 |
| b | Accumulated Depreciation | | | | | | | | | |
| | Balance as at April 01, 2017 | - | 171.78 | .32 | 839.08 | 20.62 | 46.19 | 53.82 | 193.89 | 1 325.70 |
| | Additions | - | 81.33 | 1.28 | 526.92 | 7.08 | 22.21 | 27.28 | 121.68 | 787.78 |
| | Deductions | - | - | - | 741.11 | - | 1.22 | 9.61 | .23 | 752.17 |
| | Balance as at March 31, 2018 | - | 253.11 | 1.60 | 624.89 | 27.70 | 67.18 | 71.49 | 315.34 | 1 361.31 |
| | Additions | - | 75.11 | 1.22 | 589.68 | 6.77 | 17.39 | 24.50 | 105.02 | 819.69 |
| | Deductions | - | - | - | 25.53 | .64 | .67 | 19.23 | .50 | 46.57 |
| | Balance as at March 31, 2019 | - | 328.22 | 2.82 | 1 189.04 | 33.83 | 83.90 | 76.76 | 419.86 | 2 134.43 |
| c | Net Block | | | | | | | | | |
| | Balance as at March 31, 2018 | 1 359.45 | 1 683.99 | 25.08 | 4 660.96 | 29.33 | 64.64 | 50.07 | 308.70 | 8 182.22 |
| | Balance as at March 31, 2019 | 1 359.45 | 1 605.21 | 23.86 | 4 296.46 | 23.41 | 52.38 | 39.63 | 285.06 | 7 685.46 |

5.2 Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

6 INVESTMENT PROPERTIES

6.1 Investment properties consist of :

(₹ in lacs)

| No. | Particulars | Land | Buildings | Total |
|----------|-------------------------------------|-----------------|---------------|-----------------|
| a | Gross Block | | | |
| | Balance as at April 01, 2017 | 4 364.82 | 853.13 | 5 217.95 |
| | Additions | - | 177.65 | 177.65 |
| | Deductions | - | 119.40 | 119.40 |
| | Balance as at March 31, 2018 | 4 364.82 | 911.38 | 5 276.20 |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2019 | 4 364.82 | 911.38 | 5 276.20 |
| b | Accumulated Depreciation | | | |
| | Balance as at April 01, 2017 | - | - | - |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2018 | - | - | - |
| | Additions | - | - | - |
| | Deductions | - | - | - |
| | Balance as at March 31, 2019 | - | - | - |
| c | Net Block | | | |
| | Balance as at March 31, 2018 | 4 364.82 | 911.38 | 5 276.20 |
| | Balance as at March 31, 2019 | 4 364.82 | 911.38 | 5 276.20 |

6.2 The Parent Company has elected to measure all its investment properties at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

6.3 Fair value of investment properties

(₹ in lacs)

| No. | Particulars | 31.03.2019 | 31.03.2018 |
|-----|-----------------------|------------|------------|
| | Investment properties | 5451.22 | 5 392.97 |

Refer note no. 36 for disclosure on fair value.

Estimation of fair value

Company obtains independent valuation report for its investment property annually. The best evidence of fair value is current price in active market for similar properties.

6.4 The Parent Company does not provide depreciation on buildings under investment properties, as fair value of such properties are more than the carrying amount.

6.5 Amount recognised in Profit or Loss for Investment Properties

(₹ in lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|--------------|-----------|
| a Rental Income | 12.75 | - |
| b Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period; | - | - |
| c Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period. | 11.23 | - |
| Total | 23.98 | - |

7 INTANGIBLE ASSETS
7.1 Intangible assets consist of :

(₹ in Lacs)

| No. | Particulars | Tenancy Rights | Software | Advertisement Rights | Total |
|----------|-------------------------------------|----------------|-------------|----------------------|---------------|
| a | Gross Block | | | | |
| | Balance as at April 01, 2017 | 56.00 | 9.70 | 264.00 | 329.70 |
| | Additions | | | 48.00 | 48.00 |
| | Deductions | | | | |
| | Balance as at March 31, 2018 | 56.00 | 9.70 | 312.00 | 377.70 |
| | Additions | | | 27.00 | 27.00 |
| | Deductions | | | | |
| | Balance as at March 31, 2019 | 56.00 | 9.70 | 339.00 | 404.70 |
| b | Accumulated Depreciation | | | | |
| | Balance as at April 01, 2017 | | 7.76 | 8.53 | 16.29 |
| | Additions | | 1.11 | 61.61 | 62.72 |
| | Deductions | | | | |
| | Balance as at March 31, 2018 | | 8.87 | 70.15 | 79.01 |
| | Additions | | .26 | 65.52 | 65.78 |
| | Deductions | | | | |
| | Balance as at March 31, 2019 | | 9.12 | 135.67 | 144.79 |
| c | Net Block | | | | |
| | Balance as at March 31, 2018 | 56.00 | .83 | 241.85 | 298.69 |
| | Balance as at March 31, 2019 | 56.00 | .58 | 203.33 | 259.91 |

7.2 The Parent Company has elected to measure all its investment properties at the previous GAAP carrying amount i.e. March 31, 2015 as its deemed cost on the date of transition i.e. April 01, 2015.

8 INVESTMENTS

| No. | Particulars | As at | |
|-----------|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 8A | Non Current Investments | | |
| a | Investments carried at cost | | |
| i | In associate | | |
| | Equity shares - Unquoted | | |
| | Applewood Estate Private Limited (4,51,726 shares of ₹ 10/- each) | 23 683.54 | 23 599.97 |
| | | 23 683.54 | 23 599.97 |
| b | Investments carried at fair value through other comprehensive income | | |
| | Equity shares - Unquoted | 0.43 | 0.43 |
| | | 0.43 | 0.43 |
| c | Investments carried at amortised cost | | |
| | In Government Securities (Unquoted) | | |
| | National Saving Certificates | 0.01 | 0.01 |
| | | 0.01 | 0.01 |
| | Total non - current investments | 23 683.98 | 23 600.41 |
| 8B | Current Investments | | |
| a | Investments carried at fair value through profit or loss | | |
| i | Equity shares - Quoted | 5.41 | 6.66 |
| ii | Mutual Fund - Unquoted | 26 703.49 | 15 632.18 |
| | Total current investment | 26 708.90 | 15 638.84 |
| | Aggregate amount of quoted investments | 5.41 | 6.66 |
| | Aggregate amount of market value of quoted investments | 5.41 | 6.66 |
| | Aggregate amount of unquoted investments | 50 392.88 | 39 232.59 |
| | Aggregate amount of impairment in value of investments | - | - |

9 OTHER FINANCIAL ASSETS

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Security deposits (Secured, Considered good) | 334.89 | 367.09 |
| b | Bank fixed deposits having maturity more than twelve months | 1 133.77 | 312.27 |
| | | 1 468.66 | 679.36 |
| | Held as margin money | 1 133.77 | 312.27 |

10 INVENTORIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Raw Materials | 1 785.04 | 1 007.73 |
| b | Stock-in-trade (in respect of goods acquired for trading) | 345.30 | 3 132.75 |
| c | Stores and Spares | 334.91 | 267.63 |
| d | Others - Scrap | .04 | .02 |
| | | 2 465.29 | 4 408.13 |

11 TRADE RECEIVABLES (₹ in Lacs)

| No. | Particulars | As at | |
|------|---|-----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| | Unsecured, considered good | 7 383.69 | 7 086.36 |
| | | 7 383.69 | 7 086.36 |
| 11.1 | Dues from company where directors are interested (included above) | - | - |

12 CASH AND CASH EQUIVALENTS (₹ in Lacs)

| No. | Particulars | As at | |
|----------|----------------------------|-----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Balances with Banks | | |
| | In current accounts | 1 595.98 | 1 992.38 |
| | In fixed deposits* | 775.16 | 6 223.97 |
| b | Cash on Hand | 40.87 | 36.82 |
| | | 2 412.01 | 8 253.17 |

13 BANK BALANCES OTHER THAN ABOVE (₹ in Lacs)

| No. | Particulars | As at | |
|-----|--|----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Earmarked Bank Balances - Unpaid Dividend accounts | 20.92 | 27.54 |
| | | 20.92 | 27.54 |

14 LOANS (₹ in Lacs)

| No. | Particulars | As at | |
|-----|-----------------------------------|----------------|-----------------|
| | | March 31, 2019 | March 31, 2018 |
| | Unsecured, considered good | | |
| a | Inter - corporate deposits | - | 1 200.00 |
| b | Employees | 61.04 | 39.68 |
| c | Others | 17.69 | 4.55 |
| | | 78.73 | 1 244.23 |

15 CURRNT ASSETS (₹ in Lacs)

| No. | Particulars | As at | |
|-----|---|-----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Advances - For Supply of Goods and Services | 1 604.08 | 373.96 |
| b | Prepaid Expenses | 712.55 | 611.04 |
| | | 2 316.63 | 985.00 |

16 EQUITY SHARE CAPITAL

(₹ in Lacs)

| No. | Particulars | As at | |
|----------|---|----------------|----------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Authorized : | | |
| | 1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each | 1 500.00 | 1 500.00 |
| b | Issued & Subscribed : | | |
| | 75,69,421(P.Y. 75,69,421) Equity shares of ₹10/- each | 756.94 | 756.94 |
| c | Paid up : | | |
| | 75,69,421 (P.Y. 75,69,421) Equity Shares of ₹ 10/- each | 756.94 | 756.94 |

d Rights, preferences and restrictions :

- The Parent Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10 Each holder of equity share is entitled to one vote per share.
- Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

e Details of shareholders holding more than 5 per cent shares in the Parent Company :

| Name of the Shareholder | As at March 31, 2019 | | As at March 31, 2018 | |
|--------------------------|----------------------|--------|----------------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Parthiv Falgunbhai Patel | 9 95 400 | 13.15% | 9 95 400 | 13.15% |
| Satyesh Prochem LLP | 31 65 929 | 41.82% | 31 65 929 | 41.82% |
| Scabious Enterprise LLP | 4 20 831 | 5.56% | 4 20 831 | 5.56% |

f Reconciliation of number of shares outstanding :

(In Nos.)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|----------------------|----------------------|
| Equity Shares at the beginning of the year | 75 69 421 | 75 69 421 |
| Add: Issued during the Period | | |
| Equity Shares at the end of the period | 75 69 421 | 75 69 421 |

17 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Parent Company. The Group's objective for capital management is to maximize shareholder value and safeguard business continuity. The Group determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder:

(₹ in Lacs)

| Particulars | March 31, 2019 | March 31, 2018 |
|--------------|------------------|------------------|
| Equity | 756.94 | 756.94 |
| Other Equity | 72 283.03 | 66 239.60 |
| Total | 73 039.97 | 66 996.54 |

The Group does not have any externally imposed capital requirement.

18 DIVIDENDS

The Parent Company has paid interim dividend at the rate of ₹ 5/- per equity share for the year ended March 31, 2019.

19 TRADE PAYABLES

(₹ in Lacs)

| No. | Particulars | As at | |
|------------|---|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 19A | Non Current | | |
| | (a) total outstanding dues of micro enterprises and small enterprises | | |
| | (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 12.79 | 28.41 |
| 19B | Current | | |
| | (a) total outstanding dues of micro enterprises and small enterprises | | |
| | (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 1 222.54 | 1 745.95 |
| | | 1 235.33 | 1 774.36 |
| | Disclosure in respect of Micro and Small Enterprises : | | |
| i | the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | - | - |
| ii | the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| iii | the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - |
| iv | the amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| v | the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| | The above information has been complied in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. | - | - |

20 PROVISIONS

(₹ in Lacs)

| No. | Particulars | As at | |
|------------|---------------------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| 20A | Non Current | | |
| | Employee Benefits - Gratuity | 272.47 | 245.60 |
| | | 272.47 | 245.60 |
| 20B | Current | | |
| | Provision for Employee Benefits | 32.30 | 29.47 |
| | | 32.30 | 29.47 |

21 BORROWINGS

(₹ in Lacs)

| Particulars | As at | |
|---|-------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Loans from related parties (unsecured) | | |
| From Directors | 37.09 | 37.32 |
| Total Borrowings | 37.09 | 37.32 |

22 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|---------------------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Unpaid Dividend | 20.60 | 27.54 |
| b | Deposits from Agents and Others | 1 461.16 | 1 231.91 |
| c | Others | 1 464.72 | 3 378.36 |
| | | 2 946.48 | 4 637.81 |

23 OTHER CURRENT LIABILITIES

(₹ in Lacs)

| No. | Particulars | As at | |
|-----|-----------------------|-------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Advance From Customer | 1 427.32 | 1 454.14 |
| b | Statutory Dues | 120.02 | 120.09 |
| | | | - |
| | | 1 547.34 | 1 574.23 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019
24 REVENUE FROM OPERATIONS

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a Operating revenues | | |
| i Sale of Publications | 9 191.96 | 9 401.30 |
| ii Revenue from Advertisements | 26 412.12 | 26 459.29 |
| iii Other Income | 724.88 | 648.30 |
| iv Bad Debt Recovery | 157.39 | 226.39 |
| v Provision / Liability No Longer Required | 2 058.14 | 517.11 |
| | 38 544.49 | 37 252.39 |
| A.1 Disaggregation of revenue | | |
| Publication | 9 191.96 | 9 401.30 |
| Advertisement | 26 412.12 | 26 459.29 |
| A.2 Revenue recognised during the year that was included in contract liability at the beginning of the period | 1 405.14 | 1 451.86 |
| b Other operating revenues | | |
| i Interest from financial asset measured at amortised cost | 75.61 | 417.85 |
| ii Sale of Trading Goods | 3 245.89 | 14.64 |
| iii Construction Revenue | 29.70 | 48.00 |
| | 3 351.20 | 480.49 |
| Total (a + b) | 41 895.69 | 37 732.88 |

25 OTHER INCOME

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| i Interest from FDs | 195.89 | 720.91 |
| ii Interest on income tax refund | - | 47.58 |
| iii Dividend income from investment measured at FVTPL | .19 | .21 |
| iv Income From Wind Mill | - | - |
| v Profit on Sale of Conversion of Land | 2.18 | 4.84 |
| vi Net gain on investments carried at FVTPL | 1 719.93 | 540.44 |
| vii Miscellaneous Income | 72.75 | 69.17 |
| | 1 990.94 | 1 383.15 |

26 COST OF MATERIAL CONSUMED

(₹ in Lacs)

| Particulars | For the year ended | |
|--------------------|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Newsprint Consumed | 15 618.63 | 12 349.13 |
| | 15 618.63 | 12 349.13 |

27 CHANGES IN INVENTORIES / COST OF GOODS SOLD

(₹ in Lacs)

| Particulars | For the year ended | |
|---|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Purchases / Cost of Goods Sold: Stock-in-trade | | |
| Cost of goods sold - real estate | 5.23 | 11.60 |
| Changes in inventory | 2 916.28 | 214.58 |
| | 2 921.51 | 226.18 |

28 EMPLOYEE BENEFITS EXPENSE

| No. Particulars | For the year ended | |
|--------------------------|--------------------|-----------------|
| | March 31, 2019 | March 31, 2018 |
| a Salaries and wages | 3 295.26 | 3 429.35 |
| b Contribution | 79.49 | 77.69 |
| c Staff Welfare Expenses | 3.31 | 3.29 |
| | 3 378.06 | 3 510.33 |

28.1 Employee Benefits Note

28.2 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans. (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|--|--------------|--------------|
| Employer's Contribution to Superannuation Fund | 10.14 | 10.14 |
| Employer's Contribution to Employee State Insurance Corporation Fund | 14.22 | 13.38 |
| Employer's Contribution to Pension Fund | 26.64 | 26.07 |
| Employer's Contribution to Provident Fund | 28.49 | 28.10 |
| Total | 79.49 | 77.69 |

28.3 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

| Features of the defined benefit plan | Remarks |
|--------------------------------------|--|
| Benefit offered | 15 / 26 × Salary × Duration of Service |
| Salary definition | Basic Salary including Dearness Allowance (if any) |
| Benefit ceiling | Benefit ceiling of ₹ 20,00,000 was not applied |
| Vesting conditions | 5 years of continuous service (Not applicable in case of death / disability) |
| Benefit eligibility | Upon Death or Resignation / Withdrawal or Retirement |
| Retirement age | 58 years |

28.4 The trust is responsible for the governance of the plan.

28.5 Risk to the Plan

Following are the risk to which the plan exposes the entity :

A Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

D Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

28.6 Reconciliation of defined benefit obligations

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|-------------------------|-------------------------|
| Defined benefit obligations as at beginning of the year | 366.44 | 357.06 |
| Current service cost | 30.00 | 29.09 |
| Interest cost | 19.78 | 18.15 |
| Actuarial Loss/(Gain) due to change in financial assumptions | 4.40 | (6.42) |
| Actuarial Loss/(Gain) due to change in demographic assumptions | - | - |
| Actuarial Loss/(Gain) due to experience | (19.00) | (18.61) |
| Benefits Paid | (15.16) | (12.83) |
| Defined benefit obligations as at end of the year | 386.46 | 366.45 |

28.7 Reconciliation of Plan Asset

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|-------------------------|-------------------------|
| Plan Asset as at beginning of the year | 91.37 | 92.58 |
| Interest Income | .77 | 1.22 |
| Return on plan assets excluding amounts included in interest income | 4.69 | 5.22 |
| Contribution paid by employer | - | 5.18 |
| Benefits paid | (15.16) | (12.83) |
| Plan Asset as at end of the year | 81.67 | 91.37 |

28.8 Funded Status

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--|-------------------------|-------------------------|
| Present Value of Benefit Obligation at the end of the Period | 386.46 | 366.45 |
| Fair Value of Plan Assets at the end of the Period | 81.67 | 91.37 |
| Funded Status / Deficit | 304.79 | 275.08 |

28.9 Net amount Charged to Statement of Profit or Loss for the period

(₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|-----------------------|-----------|-----------|
| Current service cost | 30.00 | 29.09 |
| Net Interest cost | 19.01 | 16.93 |
| Net amount recognized | 49.01 | 46.02 |

28.10 Other Comprehensive income for the period

(₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|-----------|-----------|
| Components of actuarial gain/losses on obligations: | | |
| Due to Change in financial assumptions | 4.40 | 9.59 |
| Due to change in demographic assumption | - | - |
| Due to experience adjustments | (19.00) | (16.63) |
| Return on plan assets excluding amounts included in interest income | (4.69) | .23 |
| Amounts recognized in Other Comprehensive Income | (19.29) | (6.81) |

28.11 Break up of Plan Assets

| Particulars | 31.03.2019 | 31.03.2019 |
|---------------------------------|----------------|----------------|
| Bonds of PSU | 2.00% | 2.00% |
| Others (Including bank balance) | 98.00% | 98.00% |
| Total | 100.00% | 100.00% |

28.12 Actuarial Assumptions

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|--------------------|---|---|
| Discount Rate | 7.30% | 6.75% |
| Salary Growth Rate | 4.00% | 4.00% |
| Withdrawal Rate | 20% at younger ages reducing to 0% at older ages | 20% at younger ages reducing to 0% at older ages |

28.13 Sensitivity Analysis for Actuarial Assumption

| As at 31.03.2019 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------|-----------------------|---------------|--------------------------------------|--------|-------------------------|--------|
| | Increase % | Decrease % | Increase in Assumptions | | Decrease in Assumptions | |
| | | | ₹ in Lacs | % | ₹ in Lacs | % |
| Discount Rate | 0.50% | 0.50% | (6.27) | -1.62% | 6.65 | 1.71% |
| Salary Growth Rate | 0.50% | 0.50% | 6.74 | 1.74% | (6.40) | -1.65% |
| Withdrawal rate | 10.00% | 10.00% | .98 | 0.26% | (1.11) | -0.29% |

| As at 31.03.2018 | Change in Assumptions | | Impact on Defined Benefit Obligation | | | |
|--------------------|-----------------------|---------------|--------------------------------------|--------|-------------------------|--------|
| | Increase % | Decrease % | Increase in Assumptions | | Decrease in Assumptions | |
| | | | ₹ in Lacs | % | ₹ in Lacs | % |
| Discount Rate | 0.50% | 0.50% | (6.02) | -1.50% | 5.26 | 1.58% |
| Salary Growth Rate | 0.50% | 0.50% | 5.42 | 1.63% | (6.21) | -1.55% |
| Withdrawal rate | 10.00% | 10.00% | 0.58 | 0.30% | (1.77) | -0.34% |

Limitation of method used for sensitivity analysis :

Sensitivity analysis produces the results by varying a single parameter & keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

28.14 Details of Asset- Liability Matching Strategy

There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

28.15 Maturity Profile of the Defined Benefit Obligation

| As at March 31, 2019 | ₹ in Lacs | % |
|-----------------------------|------------------|----------|
| 2020 | 199.10 | 38.20% |
| 2021 | 41.93 | 8.00% |
| 2022 | 19.69 | 3.80% |
| 2023 | 24.65 | 4.70% |
| 2024 | 22.00 | 4.20% |
| 2025 - 2029 | 87.46 | 16.70% |

| As at March 31, 2018 | ₹ in Lacs | % |
|-----------------------------|------------------|----------|
| 2019 | 191.11 | 38.80% |
| 2020 | 32.54 | 6.60% |
| 2021 | 36.53 | 7.40% |
| 2022 | 20.41 | 4.10% |
| 2023 | 20.97 | 4.30% |
| 2024 - 2028 | 81.59 | 16.50% |

29 FINANCE COST

(₹ in Lacs)

| No. Particulars | For the year ended | |
|--|---------------------------|-----------------------|
| | March 31, 2019 | March 31, 2018 |
| a Interest Expenses on Financial liabilities carried at Amortized Cost | | |
| i To Bank | - | .23 |
| ii To Directors | 2.97 | 3.17 |
| iii To Other | 33.93 | 33.95 |
| b Interest expense - Other | 4.47 | 2.96 |
| | 41.37 | 40.31 |

30 OTHER EXPENSES

(₹ in Lacs)

| No. Particulars | For the year ended | |
|---|---------------------------|-----------------------|
| | March 31, 2019 | March 31, 2018 |
| a Power and fuel | 518.91 | 477.05 |
| b Stores and spares consumed | 1 746.95 | 1 564.42 |
| c Feature, Newsgathering and purashkar expenses | 502.29 | 518.59 |
| d Audit Fees* | 8.33 | 10.48 |
| e License fees | 2 559.50 | 2 070.88 |
| f Distribution Expenses | 363.98 | 438.72 |
| g Taxi Expenses | 448.72 | 437.29 |
| h Selling Expenses | 2 724.54 | 1 825.01 |
| i Donation to Charitable Organizations | 102.00 | 2.00 |
| j CSR Expense | 10.00 | - |
| k Miscellaneous Expenses | 2 201.59 | 2 380.83 |
| | 11 186.81 | 9 725.27 |
| * Payment to the Auditors | | |
| a For Statutory Audit | 5.75 | 5.75 |
| b For Certification and other matters | 2.58 | 4.73 |
| | 8.33 | 10.48 |

(₹ in Lacs)

31 EXCEPTIONAL ITEMS

| No. | Particulars | For the year ended | |
|-----|---|--------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Profit/Loss on sale of Property, Plant and Equipments | (18.86) | (.89) |
| b | Profit on sale of investment Property | - | 30.60 |
| | | (18.86) | 29.71 |

32 EARNING PER SHARE

(₹ in Lacs)

| No. | Particulars | For the year ended | |
|-----|---|--------------------|-------------------|
| | | March 31, 2019 | March 31, 2018 |
| a | Net Profit after Tax | 6 480.88 | 8 284.18 |
| b | Total Weighted Average Number of Shares for Basic and Diluted Earning | 75.69 | 75.69 |
| c | Basic and Diluted Earnings per Share (in Rupees) | 85.62 | 109.44 |

33 DISCLOSURE PURSUANT TO APPENDIX - D TO IND AS 115 - "SERVICE CONCESSION ARRANGEMENTS"**33.1 Description and classification of the arrangement**

The Parent Company has entered into Service Concession Agreement with Vadodara Municipal Corporation (VMC) for the purpose of providing, fixing and operate 113 modern bus shelters at various locations in Vadodara on Build, Operate and Transfer ("BOT") basis. The Concession Period is of five years.

33.2 Significant Terms of the arrangements**i Rights of the company**

The company gets the advertisement right for a period of five years on construction of bus shelter as per the terms.

ii Obligation of the Company

The company is required to pay premium for a period of five years from the date of completion of project.

iii Details of any assets to be given at the end of concession period

At the end of the Concession period the company shall transfer all rights of the bus shelter to VMC. No additional payment shall be given to the company in this regard. At the time of hand over of bus shelters, they shall be in good working condition.

iv Details of Termination

VMC can foreclose contract as specified in the terms of arrangements.

33.3 The advertisement right received due to service concession arrangement has been classified as intangible assets.

33.4 There has been no change in the concession arrangement during the year.

33.5 Disclosure in respect of Construction Contracts :

(₹ in lacs)

| No. | Particulars | 2018 - 19 | 2017 - 18 |
|-----|---|-----------|-----------|
| a | Amount of Contract Revenue recognised as revenue during the year | 29.70 | 48.00 |
| b | Disclosure in respect of Contract in Progress at the reporting date | | |
| i | Contract cost incurred and recognised profit less recognised losses upto the reporting date | 29.70 | 48.00 |
| ii | Advances Received | - | - |
| iii | Retention Amount | - | - |
| c | Amount due from Customers for Contract in Progress | - | - |
| d | Amount due to Customers for Contract in Progress | - | - |

34 INCOME TAX EXPENSE
34.1 Income tax expense in the statement of profit and loss comprises of: (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|--|-----------------|-----------------|
| Current income tax | 2 930.45 | 4 268.12 |
| Deferred tax | | |
| Relating to origination and reversal of temporary difference | 508.58 | 94.83 |
| Deferred tax expense / (income) | 508.58 | 94.83 |
| Income tax expense | 3 439.03 | 4 362.95 |

34.2 The details of income tax assets and liabilities and deferred tax liabilities : (₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|----------------------------------|-------------------------|-------------------------|
| Income tax assets -current | 250.22 | 80.31 |
| Income tax liabilities - Current | - | 70.55 |
| Deferred tax liabilities | 924.84 | 416.13 |

34.3 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below: (₹ in Lacs)

| Particulars | 2018 - 19 | 2017 - 18 |
|---|-----------------|------------------|
| Accounting profit before tax | 9 919.91 | 12 647.13 |
| Normal tax rate | 35% | 35% |
| Tax liability on accounting profit | 3 466.41 | 4 376.92 |
| Exempted income | .07 | .07 |
| Expenses disallowed | 103.55 | 108.91 |
| Tax effect on differential tax rate | 1.16 | 3.27 |
| Tax effect on Ind AS impact | (601.45) | (140.30) |
| Tax effect on Associate profit | (29.36) | (70.29) |
| Difference in tax rate of subsidiary | (9.93) | (10.45) |
| Current tax provision (A) | 2 930.45 | 4 268.12 |
| Deferred tax provision (B) | 508.58 | 94.83 |
| Income tax expenses as per normal tax rate | 3 439.03 | 4 362.95 |

34.4 Details of each type of recognized temporary differences, unused tax losses and unused tax credits (₹ in Lacs)

| Particulars | Recognized DTA / DTL in balance sheet | |
|--|--|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Deferred tax liability | | |
| Property, plant and equipment | 578.89 | 602.11 |
| Investments | 480.83 | 57.57 |
| Total Deferred tax liability | 1 059.72 | 659.68 |
| Deferred tax asset | | |
| Provision for expenses | 28.40 | 148.39 |
| Employee benefits | 106.48 | 95.16 |
| Total Deferred tax asset | 134.88 | 243.55 |
| Net Deferred Tax Liability Recognized | 924.84 | 416.13 |

35 FINANCIAL INSTRUMENTS

35.1 Disclosure of Financial Instruments by Category

| As at March 31, 2019 | | | | | | (₹ in Lacs) |
|------------------------------------|----------|------------------|------------|------------------|----------------------|------------------|
| Particulars | Note No. | FVTPL | FVTOCI | Amortized cost | Total carrying value | Fair value |
| Financial asset | | | | | | |
| Investment in equity instruments | 8A - 8B | 5.41 | .43 | - | 5.84 | 5.84 |
| Investment in mutual fund | 8B | 26 703.49 | - | - | 26 703.49 | 26 703.49 |
| Investment in NSC | 8A | - | - | .01 | .01 | .01 |
| Other Financial Asset | 9 | - | - | 1 468.66 | 1 468.66 | 1 468.66 |
| Trade Receivable | 11 | - | - | 7 383.69 | 7 383.69 | 7 383.69 |
| Cash and cash equivalent | 12 | - | - | 2 412.01 | 2 412.01 | 2 412.01 |
| Bank balance other than above | 13 | - | - | 20.92 | 20.92 | 20.92 |
| Loans | 14 | - | - | 78.73 | 78.73 | 78.73 |
| Total Financial assets | | 26 708.90 | .43 | 11 364.02 | 38 073.35 | 38 073.35 |
| Financial liability | | | | | | |
| Trade Payables | 19 | - | - | 1 235.33 | 1 235.33 | 1 235.33 |
| Borrowings | 21 | - | - | 37.09 | 37.09 | 37.09 |
| Other financial liabilities | 22 | - | - | 2 946.48 | 2 946.48 | 2 946.48 |
| Total Financial Liabilities | | - | - | 4 218.90 | 4 218.90 | 4 218.90 |

| As at March 31, 2018 | | | | | | (₹ in Lacs) |
|-------------------------------------|----------|------------------|-------------|------------------|----------------------|------------------|
| Financial instruments by categories | Note No. | FVTPL | FVTOCI | Amortized cost | Total carrying value | Fair value |
| Financial asset | | | | | | |
| Investment in equity instrument | 8A - 8B | 6.66 | 0.43 | - | 7.09 | 7.09 |
| Investment in mutual fund | 8B | 15 632.18 | - | - | 15 632.18 | 15 632.18 |
| Investment in NSC | 8A | - | - | 0.01 | 0.01 | 0.01 |
| Other Financial Asset | 9 | - | - | 679.36 | 679.36 | 679.36 |
| Trade Receivable | 11 | - | - | 7 086.36 | 7 086.36 | 7 086.36 |
| Cash and cash equivalent | 12 | - | - | 8 253.17 | 8 253.17 | 8 253.17 |
| Bank balance other than above | 13 | - | - | 27.54 | 27.54 | 27.54 |
| Loans | 14 | - | - | 1 244.23 | 1 244.23 | 1 244.23 |
| Total Financial assets | | 15 638.84 | 0.43 | 17 290.67 | 32 929.94 | 32 929.94 |
| Financial liability | | | | | | |
| Trade Payables | 19 | - | - | 1 774.36 | 1 774.36 | 1 774.36 |
| Borrowings | 21 | - | - | 37.32 | 37.32 | 37.32 |
| Other financial liabilities | 22 | - | - | 4 637.81 | 4 637.81 | 4 637.81 |
| Total Financial Liabilities | | - | - | 6 449.49 | 6 449.49 | 6 449.49 |

36 FAIR VALUE MEASUREMENT

Fair Value Measurement of Financial asset and Financial liabilities

36.1 Fair value hierarchy

(₹ in Lacs)

| Particulars | Note No. | Level 1 | Level 2 | Level 3 | Total |
|---|----------|-------------|------------------|-------------|------------------|
| As at March 31, 2019 | | | | | |
| Financial Assets Measured at FVTPL - Recurring FVM | | | | | |
| Investment in equity instrument | 8A - 8B | 5.41 | - | .43 | 5.84 |
| Investment in mutual fund | 8B | - | 26 703.49 | - | 26 703.49 |
| Total of Financial Assets | | 5.41 | 26 703.49 | 0.43 | 26 709.33 |
| Non financial assets measured at cost | | | | | |
| Investment properties | 6 | - | 5 276.20 | - | 5 276.20 |
| | | - | 5 276.20 | - | 5 276.20 |
| As at March 31, 2018 | | | | | |
| Financial Assets Measured at FV - Recurring FVM | | | | | |
| Investment in equity instrument | 8A - 8B | 6.66 | - | .43 | 7.09 |
| Investment in mutual fund | 8B | - | 15 632.18 | - | 15 632.18 |
| Total of Financial Assets | | 6.66 | 15 632.18 | 0.43 | 15 639.27 |
| Non financial assets measured at cost | | | | | |
| Investment properties | 6 | - | 5 276.20 | - | 5 276.20 |
| | | - | 5 276.20 | - | 5 276.20 |

36.2 The Fair value of current financial assets, current trade payables and loan from related party, measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

36.3 The carrying amount of non - current financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

36.4 There are no transfer between level 1, level 2 and level 3 during the year

36.5 Valuation technique and observable inputs used to determine fair value in level 2

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors

The fair value of investment in investment property are based on valuation report.

37 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Group's activities. The Board of Directors oversee compliance with the Group's risk management policies and procedures, and reviews the risk management framework.

a Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk and other price risk. The company does not have any borrowing with fluctuating rate of interest, hence it is not exposed to interest risk.

i Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign currency risk due to import of materials. The company measures risk through sensitivity analysis. As on March 31, 2019 no outstanding amount is payable for purchase of imported material.

ii Other Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Group is exposed to price risk mainly

because of investments in mutual funds classified as fair value through profit and loss. The Group measures risk through sensitivity analysis. The Group's risk management policy is to mitigate the risk by investments in diversified mutual funds. The Group measures risk through sensitivity analysis.

The Group's exposure to price risk due to investments in mutual fund is as follows: (₹ In Lacs)

| Particulars | March | March |
|--|-----------|-----------|
| | 31, 2019 | 31, 2018 |
| Investments in Mutual Funds | 26 703.49 | 15 632.18 |
| Investment in equity instruments carried at FVTOCI | 0.43 | 0.43 |

Sensitivity Analysis

Investments in Mutual Funds

(₹ In Lacs)

| Particulars | Impact on profit after tax | |
|-----------------------|----------------------------|----------|
| | March | March |
| | 31, 2019 | 31, 2018 |
| NAV increases by 0.5% | 86.86 | 51.11 |
| NAV decreases by 0.5% | (86.86) | (51.11) |

Investment in equity instruments carried at FVTOCI

(₹ In Lacs)

| Particulars | Impact on profit after tax | |
|-------------------------|----------------------------|----------|
| | March | March |
| | 31, 2019 | 31, 2018 |
| Price increases by 0.5% | - | - |
| Price decreases by 0.5% | - | - |

b Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Group's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due. Hence no liquidity risk is perceived.

The table below provide details regarding the contractual maturities of financial liabilities as at:

(₹ In Lacs)

| | Carrying Amount | upto 1 year | 1 - 2 years |
|---|-----------------|-------------|-------------|
| As at March 31, 2019 | | | |
| Non Derivative Financial Liability | | | |
| Trade Payables | 1 235.33 | 1 222.54 | 12.79 |
| Borrowings | 37.09 | 37.09 | - |
| Other financial liabilities | 2 946.48 | 2 946.48 | - |
| As at March 31, 2018 | | | |
| Non Derivative Financial Liability | | | |
| Trade Payables | 1 774.37 | 1 745.95 | 28.41 |
| Borrowings | 37.32 | 37.32 | - |
| Other financial liabilities | 4 637.81 | 4 637.81 | - |

c Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, investments in mutual funds, cash and cash equivalent and other balances with banks.

In respect of trade receivables, credit risk is being managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from investment in mutual funds, cash and cash equivalent and other balances with bank is limited as the counterparties are banks and recognised financial institution with high credit ratings.

The maximum exposure to the credit risk at the reporting date from trade receivables amounting to ₹ 7383.69 as on March 31, 2019 and ₹ 7086.36 as on March 31, 2018.

38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ In Lacs)

| No. Particulars | For the year ended | |
|--|--------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| a Contingent Liabilities | | |
| i Claims against the company not acknowledged as debt There are several defamation and other legal cases pending against the Company and its directors. These include criminal and civil cases. The company has also raised counter claims against some of the claimants. The estimated contingency in respect of these cases cannot be ascertained. Based on discussions with the lawyers / solicitors and also the past trend in respect of such cases, the Company believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same. | - | - |
| ii Disputed Income tax matters | 882.67 | - |
| b Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for. | - | 68.45 |

39 DETAILS OF LOAN GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

Loans given and investments made are shown under the respective heads.

Loans have been utilised by the recipient for their business purpose.

There are no corporate guarantees given by the company in respect of loans as at March 31, 2019

40 RELATED PARTIES DISCLOSURE:
40.1 Related party :
(a) Name of Key Management Personnel :

| | | |
|---|-------------------|------------------------------|
| 1 | Mr. Falgun Patel | Chairman & Managing Director |
| 2 | Mr. Parthiv Patel | Managing Director |
| 3 | Mr. Yogesh Jani | Whole Time Director |
| 4 | Mrs. Panna Patel | Director |
| 5 | Mr. Dhaval Pandya | Company Secretary |
| 6 | Mr. Sanjay Tandon | Chief Financial Officer |

(b) Associate

Applewoods estate private limited

(c) Subsidiary of associate

Stanford Operation and Maintainance Private Limited

(d) Enterprise over which Key Management Personnel having control:

- Sandesh Procon LLP
- Saintfoin Enterprise LLP
- Scabious Enterprise LLP
- Satyesh Prochem LLP
- Satlon Enterprise Private Limited
- Shri Falgunbhai C Patel (HUF)
- Acquest estate private limited

(e) Post - employment benefit plan entities

- Sandesh Employee Gratuity Fund
- Sandesh Superannuation Fund

(f) Relatives of Key Managerial Personnel:

Mrs. Ritaben C. Patel

40.2 Particulars of transactions with related parties. The transactions are disclosed in aggregate value.

i For the year 2018-19

(₹ in Lacs)

| Sr. No. | Particulars | KMP | Associate | Enterprise over which KMP having control | Relative of KMP | Post - employment benefit plan | Total |
|-----------|---|--------|-----------|--|-----------------|--------------------------------|-----------|
| a | Assets | | | | | | |
| 1 | Purchase of property, plant and equipment | - | - | 0.28 | - | - | 0.28 |
| 2 | Purchase of Investment Property | - | - | - | - | - | 0.00 |
| b | Liabilities | | | | | | |
| | Loan transactions | | | | | - | - |
| | Loan taken | - | - | - | - | - | - |
| | Loan Repayment | .23 | - | - | - | - | .23 |
| c | Incomes | | | | | | |
| | Advertisement revenue | - | 1.72 | - | - | - | 1.72 |
| d | Expenses | | | | | | |
| 1 | Remuneration Expenses | 936.34 | - | - | 4.29 | - | 940.63 |
| 2 | Interest Expenses | 2.97 | - | - | - | - | 2.97 |
| 3 | Rent Expenses | - | - | 8.40 | - | - | 8.40 |
| 4 | Maintenance Expense | - | 5.59 | 5.64 | - | - | 11.23 |
| 5 | Contribution to fund | - | - | - | - | 10.14 | 10.14 |
| e | Dividend paid | 79.09 | - | 203.55 | .52 | - | 283.15 |
| f | Balance outstanding:- | | | | | | |
| i | Assets | | | | | | |
| 1 | Investment in shares | - | 23 683.54 | - | - | - | 23 683.54 |
| 2 | Maintenance Deposit | - | 18.32 | 132.79 | - | - | 151.11 |
| ii | Liabilities | | | | | | |
| 1 | Loan taken | 37.09 | - | - | - | - | 37.09 |
| 2 | Remuneration Payable (including commission) | 714.68 | - | - | .36 | - | 715.04 |
| 3 | Advertisement Deposit | - | 23.18 | - | - | - | 23.18 |
| 4 | Rent expenses payable | - | - | .76 | - | - | .76 |

ii For the year 2017 - 18

(₹ in Lacs)

| Sr. No. | Particulars | KMP | Associate | Enterprise over which KMP having control | Relative of KMP | Post - employment benefit plan | Total |
|----------|---|----------|-----------|--|-----------------|--------------------------------|----------|
| a | Assets | | | | | | |
| 1 | Purchase of property, plant and equipment | - | - | 0.05 | - | - | .05 |
| 2 | Purchase of Investment Property | - | 160.50 | - | - | - | 160.50 |
| b | Liabilities | | | | | | |
| | Loan transactions | | | | | | |
| | Loan taken | 37.00 | - | - | - | - | 37.00 |
| | Loan Repayment | 198.77 | - | - | - | - | 198.77 |
| c | Incomes | | | | | | |
| 1 | Advertisement revenue | - | 26.10 | - | - | - | 26.10 |
| d | Expenses | | | | | | |
| 1 | Remuneration Expenses | 1 334.95 | - | - | 4.29 | - | 1 339.24 |
| 2 | Interest Expenses | 3.17 | - | - | - | - | 3.17 |
| 3 | Rent Expenses | - | - | 9.85 | - | - | 9.85 |
| 4 | Maintenance Expense | - | - | - | - | - | - |
| 5 | Contribution to funds | - | - | - | - | 15.14 | 15.14 |

| Sr. No. | Particulars | KMP | Associate | Enterprise over which KMP having control | Relative of KMP | Post - employment benefit plan | Total |
|---------|---|----------|-----------|--|-----------------|--------------------------------|-----------|
| e | Dividend paid | 79.09 | - | 194.28 | 0.52 | - | 273.89 |
| f | Balance outstanding:- | | | | | | |
| i | Assets | | | | | | |
| 1 | Investment in shares | - | 23 599.97 | - | - | - | 23 599.97 |
| 2 | Maintenance Deposit | - | 14.17 | 132.79 | - | - | 146.96 |
| ii | Liabilities | | | | | | |
| 1 | Loan taken | 37.32 | - | - | - | - | 37.32 |
| 2 | Remuneration Payable (including commission) | 1 118.87 | - | - | 0.36 | - | 1 119.24 |
| 3 | Advertisement Deposit | - | 24.49 | - | - | - | 24.49 |
| 4 | Rent expenses payable | - | - | 0.75 | - | - | 0.75 |

iii Compensation of key managerial personnel of the company (₹ in Lacs)

| Particulars | 2018-19 | 2017-18 |
|-------------------------------|---------------|-----------------|
| Short - term employee benefit | 846.47 | 1 287.82 |
| Post - employment benefit | 47.13 | 47.13 |
| Total | 893.60 | 1 334.95 |

40.3 Disclosure of material transactions with Related Party: (₹ in Lacs)

| Sr. No. | Particulars | 2018-19 | 2017-18 |
|-----------|--|---------|---------|
| a | Assets | | |
| | Purchase of investment property | | |
| | Applewoods Estate Private Limited | - | 160.50 |
| b | Liabilities | | |
| 1 | Loan transactions | | |
| i | Loan taken from | | |
| | Mr Falgun Patel | 15.06 | 15.00 |
| | Mr Parthiv Patel | 22.03 | 22.00 |
| | Mrs. Panna Patel | - | - |
| ii | Loan repayment to | | |
| | Mr Falgun Patel | .09 | 15.00 |
| | Mr Parthiv Patel | .14 | 22.00 |
| | Mrs. Panna Patel | - | 161.77 |
| c | Incomes | | |
| | Advertisement Revenue | | |
| | Applewoods Estate Private Limited | 1.72 | 26.10 |
| d | Expenses | | |
| 1 | Remuneration Expenses | | |
| | Short - term employee benefit | | |
| | Mr Falgun Patel | 408.00 | 610.50 |
| | Mr Parthiv Patel | 430.30 | 632.80 |
| | Post - employment benefit | | |
| | Mr Falgun Patel | 34.50 | 34.50 |
| | Mr Parthiv Patel | 12.20 | 12.20 |
| 2 | Interest Expenses | | |
| | Mr Falgun Patel | 1.20 | 1.20 |
| | Mr Parthiv Patel | 1.76 | 1.76 |
| | Mrs. Panna Patel | - | 0.21 |

| Sr. No. | Particulars | 2018-19 | 2017-18 |
|----------|-----------------------------------|---------|---------|
| 3 | Rent Expenses | | |
| | Satlon Enterprise Private Limited | 8.40 | 9.85 |
| 4 | Maintenance Expense | | |
| | Acquest Estate Private Limited | 5.64 | - |
| | Applewoods Estate Private Limited | 5.59 | - |
| 5 | Dividend paid | | |
| | Mr Parthiv Patel | 49.77 | 49.77 |
| | Mr Falgun Patel | 17.04 | 19.32 |
| | Mrs. Panna Patel | 12.28 | 10.00 |
| | Shri Falgunbhai C Patel (HUF) | 9.27 | |
| | Mrs. Rita Patel | .52 | 0.52 |
| | Saintfoin Enterprise LLP | 14.94 | 14.94 |
| | Scabious Enterprise LLP | 21.04 | 21.04 |
| | Satyesh Prochem LLP | 158.30 | 158.30 |
| 6 | Contribution to funds | | |
| | Sandesh Employee Gratuity Fund | - | 5.00 |
| | Sandesh Superannuation Fund | 10.14 | 10.14 |

41 INTERESTS IN SUBSIDIARIES AND ASSOCIATES

41.1 Details of subsidiary and associates are set out below:

| Name of the entity | Relation | Place of business | Ownership interest held by the group | |
|-----------------------------------|-------------|-------------------|--------------------------------------|---------|
| | | | 2018-19 | 2017-18 |
| Sandesh Digital Private Limited | Subsidiary | Ahmedabad | 100% | 100% |
| Applewoods Estate Private Limited | Associate * | Ahmedabad | 21.45% | 21.45% |

* Associate is accounted for as per Equity Method.

41.2 Since subsidiary is wholly owned by the parent company, summarised financial information of subsidiary is not required to be given.

41.3 Summarised financial information of associate

(i) Financial position as at March 31, 2019

(₹ in Lacs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---------------------------|----------------------|----------------------|
| Non - current assets | 16 368.82 | 12 013.77 |
| Current assets | 49 978.65 | 54 459.88 |
| Non - current liabilities | 3 044.56 | 2 715.33 |
| Current liabilities | 7 013.55 | 11 153.26 |

(ii) Financial performance for the period from April 01, 2018 to March 31, 2019

(₹ in Lacs)

| Particulars | For the period | |
|----------------------------|----------------------------------|----------------------------------|
| | April 01, 2018 to March 31, 2019 | April 01, 2017 to March 31, 2018 |
| Revenue | 13 007.27 | 13 556.07 |
| Profit | 391.72 | 946.89 |
| Other comprehensive income | (2.18) | 2.75 |
| Total comprehensive income | 389.54 | 949.64 |

41.4 Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013.

(₹ in Lacs)

| Name of the entity | Net Assets (i.e. total assets minus total liabilities) | | Share in profit after tax | | Share in Other Comprehensive income (OCI) | | Share in Total comprehensive income (TCI) | |
|---|--|------------------|-----------------------------|-----------------|---|--------------|---|--------------|
| | 2018-19 | | 2018-19 | | 2018-19 | | 2018-19 | |
| | As % of consolidated net assets | Amount | As % of consolidated profit | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Parent Company - The Sandesh Limited | 67.20% | 49 080.61 | 97.38% | 6 311.32 | 101.09% | 19.03 | 97.39% | 6 330 |
| Subsidiary Company - Sandesh Digital Private Limited | 0.38% | 275.40 | 1.32% | 85.54 | 1.41% | .26 | 1.32% | 86 |
| Associate Company - Applewoods Estate Private Limited | 32.43% | 23 683.97 | 1.30% | 84.02 | -2.50% | (.47) | 1.29% | 84 |
| Total | 100.00% | 73 039.97 | 100.00% | 6 480.88 | 100.00% | 18.82 | 100.00% | 6 500 |

(₹ in Lacs)

| Name of the entity | Net Assets (i.e. total assets minus total liabilities) | | Share in profit after tax | | Share in Other Comprehensive income (OCI) | | Share in Total comprehensive income (TCI) | |
|---|--|------------------|-----------------------------|-----------------|---|--------------|---|-----------------|
| | 2017-18 | | 2017-18 | | 2017-18 | | 2017-18 | |
| | As % of consolidated net assets | Amount | As % of consolidated profit | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Parent Company - The Sandesh Limited | 64.49% | 43 206.54 | 96.23% | 7 972.06 | 95.35% | 29.40 | 96.23% | 8 001.46 |
| Subsidiary Company - Sandesh Digital Private Limited | 0.28% | 189.59 | 1.32% | 109.01 | 2.74% | 0.85 | 1.32% | 109.86 |
| Associate Company - Applewoods Estate Private Limited | 35.23% | 23 600.41 | 2.45% | 203.11 | 1.91% | 0.59 | 2.45% | 203.71 |
| Total | 100.00% | 66 996.54 | 100.00% | 8 284.18 | 100.00% | 30.84 | 100.00% | 8 315.02 |

42 During the period under audit, finance segment no longer meets criteria as per IND AS and there is only one reportable segment namely media. In view of this, company has not given segment information. No client individually accounted for more than 10% of the revenues in the year ended March 31, 2019 and March 31, 2018.

As per our report of even date attached.

For, S G D G & Associates LLP

Chartered Accountants

ICAI Firm Registration No. : W100188

Devansh Gandhi

Partner

Membership No. 129255

Place : Ahmedabad

Date : May 28, 2019

Falgunbhai Patel

(DIN: 00050174)

Chairman & Managing Director

Sanjay Kumar Tandon

Chief Financial Officer

Place : Ahmedabad

Date : May 28, 2019

Parthiv Patel

(DIN: 00050211)

Managing Director

Dhaval Pandya

Company Secretary

THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)

Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
 Email: investorsgrievance@sandesh.com and cs@sandesh.com Website: www.sandesh.com Phone: 079-40004000, Fax: 079-40004242

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
 Joint shareholders may obtain additional Slip at the venue of Meeting

| | | | |
|------------------|--|----------------------|--|
| DP ID* | | Folio No. | |
| Client ID | | No. of Shares | |

NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the **76th ANNUAL GENERAL MEETING** of the Company held on **Monday, September 30, 2019 at 10:00 A.M.** at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India).
 *Applicable for investors holding shares in electronic form

 Signature of Shareholder / Proxy

FORM OF PROXY

(Form MGT-11)

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

THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)

Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
 Email: investorsgrievance@sandesh.com and cs@sandesh.com Website: www.sandesh.com Phone: 079-40004000, Fax: 079-40004242

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

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

- Name : _____
 Address : _____
 Email ID : _____ Signature : _____ or failing him;
- Name : _____
 Address : _____
 Email ID : _____ Signature : _____ or failing him;
- Name : _____
 Address : _____
 Email ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **76th Annual General Meeting** of the Company, to be held on **Monday, September 30, 2019 at 10:00 A.M.** at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars of Resolutions | Optional* | |
|---------------------------|---|-----------|---------|
| | | For | Against |
| Ordinary Business: | | | |
| 1 | Ordinary Resolution to consider and adopt Audited Financial Statement (including consolidated financial statements) for the financial year ended March 31, 2019 | | |
| 2 | Ordinary Resolution to confirm the interim dividend declared and paid as final dividend | | |
| 3 | Ordinary Resolution for re-appointment of Mr. Parthiv F. Patel (DIN:00050211) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment | | |
| Special Business: | | | |
| 4 | Special Resolution for re-appointment of Mr. Yogesh Jani (DIN:06495782) as Whole Time Director of the Company, liable to retire by rotation. | | |

Signed this _____ day of _____, 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten per cent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Member may vote either for or against each resolution. It is optional* to put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote (on poll) at the meeting in the manner as he/she thinks appropriate.
5. Proxy need not be a Member of the Company and shall prove his identity at the time of attending the Meeting.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. Please complete all details including details of member(s) in above box before submission. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid. Undated proxy form will not be considered valid.
8. Appointing a proxy does not prevent a member from attending the Annual General Meeting in person if he / she so wishes.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

** Kindly cancel the Revenue Stamp after affixing the same.

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THE SANDESH LIMITED

(CIN – L22121GJ1943PLC000183)

Regd. Office :

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