October 1, 2018

THROUGH E-FILING & COURIER

To,

The Manager, Corporate Relationship Dept.,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

Script Code : 526725

The Manager, Listing Department,
NATIONAL STOCK EXCHANGE OF INDIA LTD.,
"Exchange Plaza", C-1, Block – G,
Bandra-Kurla Complex, Bandra (E),
MUMBAI – 400 051
NSE Symbol : SANDESH (EQ.)

Re: Submission of Annual Report for the Financial Year 2017-18 of 'The Sandesh Limited' under Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose herewith the copy of Annual Report for the Financial Year 2017-18 which was duly approved and adopted by the members as per the provisions of the Companies Act, 2013, at 75th Annual General Meeting of 'The Sandesh Limited' held on **Friday, September 28, 2018** at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India).

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For, THE SANDESH LIMITED

DHAVAL PANDYA
COMPLIANCE OFFICER

Encl.: As Above

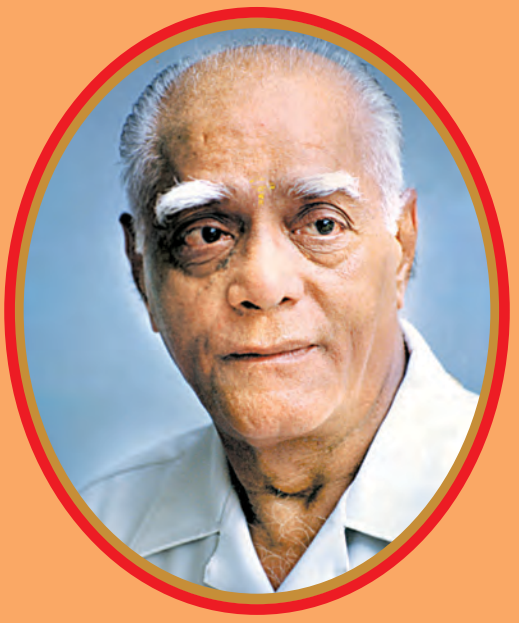
THE SANDESH LIMITED

NEWS PAPER | TV CHANNEL
DIGITAL | OUTDOOR

Sandesh
shaping tomorrow

ANNUAL REPORT 2017-18

Late Shri Chimanbhai Patel
(1918 - 1995)



વિહાય કામાન્યઃ સર્વાન્પુમાંશ્ચરતિ નિસ્પૃહઃ।
નિર્મમો નિરહંકારઃ સ શાંતિમધિગચ્છતિ।।

શ્રીમદ્ ભગવદ્ગીતા (૨-૭૧)

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

Dr. Radhakrishnan

Sandesh
shaping tomorrow

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.

Staring 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.

સંદેશ | સંદેશ | Spotlight | સંદેશ MOBILE APP | Sandesh.com | સંગ્રામ સંદેશ

સંદેશ

75th ANNUAL REPORT (FINANCIAL YEAR 2017-2018)

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:
Manubhai & Shah LLP, Chartered Accountants
(Formerly known as Manubhai & Shah)

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

75th ANNUAL GENERAL MEETING

: Date :
Friday, the 28th day of September, 2018

: 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 75th ANNUAL GENERAL MEETING of the Members of "THE SANDESH LIMITED" (CIN: L22121GJ1943PLC000183) will be held on Friday, the 28th day of September, 2018 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, 2018, 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, 2018, 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, 2018, 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, 2018, 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 paid to the Shareholders of the Company, as a Final Dividend for the Financial Year 2017-18:

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, 2018, as per the Resolution passed by the Board of Directors at their Meeting held on February 12, 2018, be and is hereby noted and confirmed as final dividend for the Financial Year 2017-18."

3. Appointment of a Director in place of Mrs. Pannaben F. Patel (DIN: 00050222), who retires by rotation and being eligible, offers herself 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, Mrs. Pannaben F. Patel (DIN: 00050222), who retires by rotation at this Meeting and being eligible offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of the Statutory Auditors and fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification and re-enactment thereof), M/s. S G D G Associates & LLP (Firm Registration No. W100188 LLPIN: AAI-3248), Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Manubhai & Shah LLP (Firm Registration No. 106041W/W100136 LLPIN: AAG-0878), Chartered Accountants, to hold the office from the conclusion of 75th Annual General Meeting till the conclusion of 80th Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration, charges and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Mukeshbhai Patel (DIN: 00053892), as an Independent Director:

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Mukeshbhai Patel (DIN: 00053892), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024."

6. Re-appointment of Mr. Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director:

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Sudhirbhai Nanavati (DIN: 00050236), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024."

7. Re-appointment of Mr. Shreyasbhai Pandya (DIN: 00050244), as an Independent Director:

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Shreyasbhai Pandya (DIN: 00050244), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024."

8. Re-appointment of Mr. Sandeepbhai Singhi (DIN: 01211070), as an Independent Director:

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Sandeepbhai Singhi (DIN: 01211070), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024."

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 28, 2018
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 to be transacted at the Annual General Meeting ("AGM") is annexed.

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 2013 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. 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. 29. 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.

8. Additional information pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of this Notice. The said Directors have furnished necessary consents/declarations for their appointment/re-appointment.

9. 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.

10. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both days inclusive).

11. 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 2009-10, from time to time, to the IEPF established by the Central Government. The Company has uploaded the details of unpaid/unclaimed dividends lying with the Company as on September 22, 2017 (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 2017-18, 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 available on the weblink: http://www.iepf.gov.in/IEPFA/corporates.html. 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 2017-18 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 participants/RTA unless any Member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2017-18 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.cdslindia.com for download. Physical copies of Annual Report 2017-18 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.

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 holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's RTA in this regard.

20. The 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

26. In terms of the provisions of Section 152 of the Act, Mrs. Pannaben F. Patel, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company re-commend her re-appointment.

27. Mrs. Pannaben F. Patel is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to her re-appointment. Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel, Directors, being related to Mrs. Pannaben 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.

28. 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.

29. 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, 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 www.sandesh.com and on the website of CDSL www.cdslindia.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 Tuesday, September 25, 2018 and ends at 05:00 P.M. on Thursday, September 27, 2018. 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. September 21, 2018 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 (EVSN) 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 available for all mobile users. 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.

(xx) 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. Ashwin J. Patel & Associates, Practicing Company Secretaries, Ahmedabad (C.P. No.: 10782 & F.C.S. No.: 6765), 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. Friday, September 28, 2018.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 28, 2018
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 Businesses mentioned in the accompanying Notice of the Annual General Meeting:

ITEM NO. 5 to 8

Mr. Mukeshbhai Patel (DIN: 00053892), Mr. Sudhirbhai Nanavati (DIN: 00050236), Mr. Shreyasbhai Pandya (DIN: 00050244) and Mr. Sandeepbhai Singhi (DIN: 01211070) were appointed as Independent Director(s) of the Company and they hold the office as Independent Director(s) of the Company up to March 31, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of the above mentioned Independent Directors for a second term of five (05) consecutive years on the Board of Directors of the Company.

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by them during their tenure, the continued association of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Mukeshbhai Patel, Mr. Sudhirbhai Nanavati, Mr. Shreyasbhai Pandya and Mr. Sandeepbhai Singhi as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (05) consecutive years on the Board of Directors of the Company.

All the above mentioned Independent Directors of the Company fulfill the conditions specified in the applicable provisions under the Companies Act, 2013 (Act) and Rules made thereunder for their reappointment as Independent Directors of the Company and they are independent of the Management. The Company has received requests from the Members of the Company proposing their names for re-appointment as Independent Directors at the ensuing Annual General Meeting (AGM) under section 160 of the Act. The Company has also received the declarations to the effect that the Independent Directors meet the criteria of Independent Director as provided under the provisions of section 149(6) of the Act.

The terms and conditions of the appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company during the business hours on any working day till date of AGM and the same will also be kept open at the venue of AGM.

Disclosure required under Regulation 26(4) & 36(3) 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 Board recommends the Resolutions set forth in Item Nos. 5 to 8 for approval by the Members of the Company by way of a Special Resolution.

Except the appointees (Independent Directors) and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 28, 2018
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 REGULATION 26(4) & 36(3) 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 Mrs. Pannaben F. Patel, who retires by rotation and is eligible for re-appointment, at the ensuing Annual General Meeting:

Name	**Mrs. Pannaben F. Patel**
Director Identification No.	DIN 00050222
Date of Birth	October 17, 1952
Age	65 years
Date of Original Appointment	October 29, 2010
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mrs. Pannaben F. Patel is a holder of degree in the field of B.A. with Economics. She is a social worker and associated with many social groups and charitable entities and is actively involved in various philanthropic activities in the interest of the community.
Terms and conditions of appointment / re-appointment	In terms of Section 152 of the Companies Act, 2013, Mrs. Pannaben F. Patel is liable to retire by rotation and being eligible offers herself for re-appointment
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 3 • Dhanali Enterprise Private Limited • Suramya Chemicals Private Limited (in process of strike off) • Sarvatra Chemicals Private Limited (in process of strike off)
Membership / Chairperson of other Board Committees as on March 31, 2018	NIL
Disclosure of relation-ships between directors inter-se	Mrs. Pannaben F. Patel is the spouse of Mr. Falgunbhai C. Patel (Chairman and Managing Director) and Mother of Mr. Parthiv F. Patel (Managing Director). Except the aforesaid none of the other Directors, Manager or Key Managerial Personnel is related to Mrs. Pannaben F. Patel
Shareholding in the company	2,45,500 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not applicable
The number of Meetings of the Board attended during FY 2017-18	1 (One)

(B) A brief resume of Mr. Mukeshbhai Patel being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Mukeshbhai Patel (Independent Director)
Director Identification No.	DIN 00053892
Date of Birth	January 22, 1954
Age	64 Years old
Date of Original appointment	March 30, 2005
Brief resume, qualification, experience and nature of expertise in specific functional areas	**Qualification** B.Com & LL.B. **Resume, Experience and Nature of Expertise** An Eminent Advocate and International Tax Expert, Mr. Mukeshbhai Patel enjoys over four decades of extensive experience in the legal profession, with expertise in the fields of Tax Planning, Appellate Matters, International Taxation, Tax and Investment Planning for Non-Resident Indians and Foreign Collaborations. Over the past 40 years, he has been actively involved in Legal Education and Tax Journalism, as a Visiting Faculty with the Gujarat Law Society, the Indian Institute of Management, Ahmedabad and the Gujarat National Law University, as a Columnist through his well read weekly columns on Direct Taxes with 'Sandesh', 'Gujarat Mitra,''The Times of India,''Ahmedabad Mirror' and 'New Indian Express.' He has authored a number of acclaimed books on Personal Tax & Investment Planning and Self Development, both in English and Gujarati and also hosted popular TV Shows 'Tax Planning with Mukesh Patel' on CNBC Bajaar, 'Tax Guru' on CNBC Awaaz, 'Budget Analysis' on Sandesh News,'Tax Free' on Doordarshan and 'Money Magic' on Zee Gujarati. As an Institution Builder, he has groomed and nurtured several leading institutions with his dynamic vision and leadership during his Presidential Tenure, prominent among them being the Ahmedabad Management Association, the Gujarat Chamber of Commerce & Industry, the Indian Red Cross Society, Ahmedabad, the Indo-Japan Friendship Association, Gujarat, the All Gujarat Federation of Tax Consultants, the Income-tax Appellate Tribunal Bar Association, Income-tax Bar Association, Tax Advocates Association and the Dehgam Taluka Education Society. He has served as Chairman of the Ahmedabad Stock Exchange and as a Member of the National Executive Committee of FICCI and ASSOCHAM. He is also a Director on the Board of a number of leading public companies. In October, 2015, he was appointed by the Finance Minister, as an Expert on the Justice Easwar Committee for Simplification of the Income-tax Act, Rules and Procedures. In November, 2017, he has been appointed by the Government of India as an Expert on the Six Member Official Task Force, which has been entrusted the key assignment of drafting a New Income-Tax Act, in tune with best international tax practices and the economic needs of India. In recognition of his noteworthy contribution and achievements as an Eloquent Speaker, he received 'Fellowship of the World Academy of Speakers' in 1981 and 'Outstanding Speaker of the 20th Century Award' in 2000. His studied and thought provoking annual presentations on the Analysis of the Union Budget for nearly four decades now are very eagerly looked forward to. Widely traveled around the world, he is an ardent photographer. A champion supporter of the Red Cross and an ardent crusader of the Voluntary Blood Donation Movement, he is a Centurion Blood Donor, having himself donated blood for 151 times. In April, 2017 he was conferred with 'The Order of the Rising Sun', the highest Decoration & Recognition from the Emperor of Japan and the Japanese Government, in appreciation of his 45 year long association and contributions for the cause of furthering Indo-Japanese Relations on academic, business and cultural fronts.

Name	Mr. Mukeshbhai Patel (Independent Director)
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Mukeshbhai Patel is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: 2 • Cadila Healthcare Limited • Johnson Controls-Hitachi Airconditioning India Limited Directorship in other companies: 2 • Desai Brothers Limited • Cliantha Research Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	Cadila Healthcare Limited • Audit Committee – Member • Stakeholder Relationship Committee – Chairman • Nomination and Remuneration Committee – Member • Share Transfer – Member • Risk Management Committee – Member Johnson Controls-Hitachi Airconditioning India Limited • Audit Committee - Chairman • Stakeholder Relationship Committee - Chairman • Nomination & Remuneration Committee – Chairman Desai Brothers Limited • Audit Committee - Chairman Cliantha Research Limited • Audit Committee - Chairman
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Mukeshbhai Patel.
Shareholding in the company	250 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	3 (Three)

(C) A brief resume of Mr. Sudhirbhai Nanavati being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Sudhirbhai Nanavati (Independent Director)
Director Identification No.	DIN 00050236
Date of Birth	September 29, 1947
Age	70 Years old
Date of Original appointment	January 31, 2001
Brief resume, qualification, experience and nature of expertise in specific functional areas	**Qualification, Resume and Experience:** B.Com, LL.B., Advocate, started practice in the year 1971. Designated by the Gujarat High Court as Senior Advocate in 1997. Practicing in Supreme Court of India, Gujarat High Court, Bombay High Court, Delhi High Court, etc. **Recipient of the following Awards:** • The Contemporary Achiever Award" by Divya Bhaskar as amongst 100 Most Honourable People of Gujarat. • "Visionary Award in the field of Law & Education" by Vision Foundation of Gujarat. • "Shaleen Manav Ratna" Award by Anoopam Mission. • "Indian Achiever Award" by Indo-Thai Business Community Forum. • "Gold Star Award" by Indian Achievers Forum, Bangkok for Excellence in Education. • "Best Educationalist Award" by AIMS (Awakening India for Modifying Society) Forum. • "Excellence Management Award" by IAAP at Tirupati. • "Professional Excellency Award" by Rotary Club, Ahmedabad. • "InSPA Educational Excellence Award 2014" conferred by Indian School Psychology Association at the hands of Honorable Chief Minister, Puducherry Mr. N. Rangasamy. **Other Achievements:** • Appointed as Ambassador of Gujarat for "Swachh Bharat Abhiyan" by fomer Hon'ble Chief Minister of Gujarat State Mrs. Anandiben Patel. • Was appointed as One Member Inquiry Commission by B.C.C.I. (Board of Control for Cricket in India) to give the verdict on the Cricketers Harbhajan-Sreesanth "Slapgate" issue in the year 2008. Special recognition given by Gujarat University on completion of 30 years consecutive Member of Executive Counsel and contribution in the Higher Education in the year 2009.
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sudhirbhai Nanavati is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 2 • Sterling Abrasive Limited • Leadership Entrepreneurship and Acceleration Foundation
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	NIL
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Sudhirbhai Nanavati.
Shareholding in the company	250 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	3 (Three)

(D) A brief resume of Mr. Shreyasbhai Pandya being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Shreyasbhai Pandya (Independent Director)
Director Identification No.	DIN 00050244
Date of Birth	October 1, 1952
Age	65 Years old
Date of Original appointment	December 30, 2005
Brief resume, qualification, experience and nature of expertise in specific functional areas	**Qualification** B.Com, Diploma in Printing Technology **Resume, Experience and Nature of Expertise** Mr. Shreyasbhai Pandya is the Managing Director of Sahitya Mudranalaya Private Limited. one of the largest Printing & Data Processing House of Gujarat and having Certification of ISO 27001:2013. With 44 years of experience in Printing Industry he is awarded "Guttenberg Award" as Stalwart of Printing Industry by All India Federation of Master Printers. He has also been awarded as Star Printer of SAARC Nations during September, 2009 **Other Honors** • Sahitya Mudranalaya is a winner of Presidential Awards for excellence in printing. • He has also been awarded with certificate of excellence at the First South Asia Print Congress amongst SAARC countries. • He is also a winner of several National and State level awards. • He is also empanelled as Security Printer by Indian Banks' Association for printing of MICR instruments **Other Prestigious positions held:** • President (2003-2004) of Gujarat Chamber of Commerce & Industry • Vice President (West) (1990-1991) of All India Federation of Master Printers. President (1987-2003) for Ahmedabad Printing Press Association.
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 7 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shreyasbhai Pandya is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 3 • Sahitya Mudranalaya Private Limited • Tarang Estate Private Limited • Meghmalhar Enterprise Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	NIL
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Shreyasbhai Pandya
Shareholding in the company	NIL
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	4 (Four)

(E) A brief resume of Mr. Sandeepbhai Singhi being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Sandeepbhai Singhi (Independent Director)
Director Identification No.	DIN 01211070
Date of Birth	April 6, 1966
Age	52 Years old
Date of Original appointment	November 9, 2012
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mr. Sandeepbhai Singhi is a B.Sc. LL.B. He became a law graduate from the Gujarat University 1989 and has since been enrolled as an Advocate with the Bar Council of Gujarat. He is also a member of International Bar Association. He has rich experience of two decades in handling corporate and commercial litigations, Arbitrations, Writs, Banking Laws, Securitization Act, Mergers and Demergers and other Company law matters including matters relating to Insolvency and Bankruptcy Code. He was co-opted as a member of Corporate & Business Law Committee, constituted by Gujarat Chamber of Commerce and Industry for the year 1999-2000.
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 8 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sandeepbhai Singhi is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorshipas on March 31, 2018	**Directorship in Listed Entities: 2** • Gujarat Ambuja Exports Limited • Sintex Plastics Technology Limited **Directorship in other companies: 1** • Sintex-Bapl Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2018	Gujarat Ambuja Exports Limited • Audit Committee – Member • Nomination and Remuneration Committee - Chairman Sintex Plastics Technology Limited • Nomination and Remuneration Committee – Member
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Sandeepbhai Singhi
Shareholding in the company	NIL
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	1 (One)

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 28, 2018
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 75th Annual Report and the Audited Financial Statement for the Financial Year (F.Y.) ended March 31, 2018. Consolidated performance of the Company and its subsidiary has been referred to wherever required.

1. Financial Highlights: (₹ In Lacs)

Particulars	Standalone		Consolidated	
	2017-18	**2016-17**	**2017-18**	**2016-17**
Revenue from Operations	37480.07	35386.67	37732.88	35576.63
Other Income	1377.44	1349.10	1383.15	1349.97
Total Revenue	**38857.51**	**36735.77**	**39116.03**	**36926.60**
Expenditure	25699.58	24822.69	25810.91	24929.10
EBIDTA	**13157.93**	**11913.08**	**13305.12**	**11997.50**
EBIDTA Margin	33.86%	32.43%	34.01%	32.60%
Finance Cost	40.25	100.65	40.31	101.16
Depreciation & Amortisation	850.50	774.30	850.50	774.30
Total Expenditure	**26590.33**	**25697.64**	**26701.72**	**25804.56**
Exceptional Item	29.71	41.07	29.71	41.07
Profit Before Tax	**12296.89**	**11079.20**	**12647.13***	**11296.41***
Provision for Current Tax, Deferred Tax & Other Tax Expenses	4324.78	3990.23	4362.95	4015.90
Profit After Tax	**7972.11**	**7088.97**	**8284.18**	**7280.51**
PAT Margin	20.52%	19.30%	21.17%	19.71%
Dividend as % of Paid –up share Capital	50%	50%	NA	NA

**It is calculated after adding Share of Profit of Associate of Rs. 203.11 lacs in the F.Y. 2017-18 & Rs.133.30 Lacs in the F.Y. 2016-17*

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 5.92% from ₹ 35386.67 Lacs in F.Y. 2016-17 as compared to ₹ 37480.07 Lacs in F.Y. 2017-18. This was primarily due to increase in revenue from Advertisements.

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 form time to time ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

4. Interim Dividend & transfer to Reserve:

The Directors, in their meeting held on February 12, 2018, 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, 2018. In previous Financial Year, the dividend was declared at the rate of 50% i.e. ₹ 5/- per equity share of Face Value of ₹ 10/- each. The interim dividend payment had an outflow of ₹ 455.52 Lacs including Dividend Distribution Tax. The Directors did not recommend a final dividend for F.Y. 2017-18 and further recommended the resolution 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 during the F.Y. 2017-18, be placed before the members for their approval in the ensuing Annual General Meeting (AGM).

5. 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:

a) 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 2017-18. For the details of the Board meeting kindly refer the relevant section of the Corporate Governance Report.

b) Appointment & Re-appointment:

Pursuant to provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mrs. Pannaben F. Patel (DIN 00050222) retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting of the Company.

The Directors recommend the resolution relating to the re-appointment of Mrs. Pannaben F. Patel (who is liable to retire by rotation), as Director of the Company. Pursuant to the provisions of Regulation 26(4) & 36(3) of Listing Regulations and SS-2 Secretarial Standards on General Meetings, the requisite details of Mrs. Pannaben F. Patel 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, that they meet the criteria of independence as laid down in Section 149(6) of the Act and applicable provisions of Listing Regulations.

The term of the aforesaid Independent Directors expires on March 31, 2019. The Directors have recommended their re-appointment for second term of five years from April 1, 2019 to March 31, 2024 for the approval of the members of the Company by way of special resolution in the ensuing AGM. Pursuant to the provisions of Regulation 26(4) & 36(3) of Listing Regulations and Secretarial SS-2 Secretarial Standards on General Meetings, the requisite details of aforesaid Independent Directors are furnished in the Explanatory Statement to the Notice of the AGM. The Company has also received the notices in writing under Section 160 of the Act from the members of the Company proposing the candidatures of the aforesaid Independent Directors.

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://sandesh.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 in the AGM held on September 22, 2017 re-appointed Mr. Parthiv F. Patel (DIN 00050211) as the Managing Director of the Company, with effect from August 1, 2018 for the further period of the five years.

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.

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 has, 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://sandesh.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 its performance, the Directors individually as well as the evaluation of the working of its Committees and the findings were shared individually with the Board Members as well as the Chairman of the Company. Further, the Board has carried out an annual performance evaluation of its Independent Directors and 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, 2018. 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-F.

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 2017-18 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 Rs 286.94 Lacs and EBIDTA Profit of ₹ 147.16 Lacs for the Financial Year under review. This subsidiary is engaged in providing and aggregating 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 13556.07 Lacs and EBIDTA Profit of ₹ 946.89 Lacs for the Financial Year under review. Its core business is development of real estate projects and it is developing Applewoods Township situate 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. The Company has been practicing the principles of good corporate governance.

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:

The Company's statutory auditors M/s. Manubhai & Shah LLP (LLPIN: AAG-0878) (Formerly known as Manubhai & Shah) (Firm Registration No.106041W/W100136) Chartered Accountants, were appointed at 71st AGM held on 26th day of September, 2014 to hold the office up to the conclusion of the 75th AGM subject to ratification at every AGM.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, the Statutory Auditors, M/s. Manubhai & Shah LLP can continue as the Auditors of the Company only up to the conclusion of this AGM, having completed their term as per the provisions of Section 139 of the Act. The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 28, 2018, proposed the appointment of M/s. S G D G Associates & LLP (Firm Registration No. W100188 LLPIN: AAI-3248), Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of 75th 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 if appointed, their appointment will be in accordance with provisions of Section 139 read with Section 141 of the Act. The proposal of their appointment is included in the Notice of AGM sent herewith. The Audit Committee and the Board of Directors recommend the appointment of M/s. S G D G Associates & LLP, Chartered Accountants, as the Statutory Auditors, at AGM and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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 2017-18 does not contain any qualification, reservation or adverse remarks. The Statutory Auditors, M/s. Manubhai & Shah 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 Auditors & Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Act and applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit has been carried out by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad. The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2018 is annexed as Annexure B to this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in their report. The Board has reviewed the Secretarial Auditor's Report and the observations and comments, appearing in the said 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.

10. 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 permanent employees on the rolls of the Company is 492 on March 31, 2018.

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 A 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 C 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://sandesh.com/ir/CSR-Policy.pdf. The Annual Report on Corporate Social Responsibility activities is annexed herewith as Annexure D.

15. Insider Trading Regulations:

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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.

16. Borrowing:

The Company has been sanctioned limits of ₹ 18100 Lacs, from Financial Institutions/Banks, which is inclusive of cash credit and letter of credit. However, the Company uses the borrowed funds very judiciously and it generally uses its internal cash generations to invest in the business.

17. Credit Rating:

For the Financial Year 2017-18 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 adequately 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 aforesaid policy is available on the website of the Company to report any genuine concerns about unethical behavior, any actual or suspected fraud or violation of Company's Code of Conduct.

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 E as a part of this Report.

24. Litigation:

There was no material litigation outstanding as on March 31, 2018 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. All related party transactions are placed before the Audit Committee and also the Board for review and approval.

In line with the provisions of the Act and Listing Regulations, the Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions and Related Party Transactions Policy is uploaded on the Company's website and can be accessed at: http://sandesh.com/ir/RPT-Policy.pdf. During the Financial Year under review, there were no material related party transactions. The Register under section 189 of the Act is maintained and particulars of transactions are entered in the Register, wherever applicable. Further, suitable disclosure as required by the applicable Accounting Standards has been given in the Notes to the Financial Statements. As there were no materially significant related party transactions entered into by the Company with the related parties during the financial year under review, the details of the related party transactions as required under section 134(3)(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, as prescribed in Form AOC-2 of the said Rules is not applicable to the Company.

27. Listing Fees:

The Company confirms that it has paid the annual listing fees for the Financial Year 2018-19 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, 2018 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 Unpaid / Unclaimed Dividend for the Financial Year 2009-10 became due and was transferred to the Investor Education and Protection Fund. The unpaid / unclaimed dividend for the financial year 2010-11 will be due for transfer to the "Investor Education & Protection Fund" as required under the 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 adopted a policy in accordance with the provisions of SHWWA and the Rules made thereunder, and all employees of the Company are covered under the said Policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the Financial Year under review, there were no complaints received on sexual harassment.

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, 2018
Place : Ahmedabad

Encl.: Annexure A to Annexure F

ANNEXURE A 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	182.16
Mr. Parthiv F. Patel	176.16
Mr. Yogesh Jani	2.24

2. **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2017-18:**

Name of the Director, Chief Financial Officer and the Company Secretary	% increase in the remuneration in the financial year
Mr. Falgunbhai C. Patel (Director)	9.34%
Mr. Parthiv F. Patel (Director)	9.30%
Mr. Yogesh Jani (Director)	10.76%
Mr. Sanjay Kumar Tandon (Chief Financial Officer)	9.22%
Mr. Dhaval Pandya (Company Secretary)	25.05%

3. **The percentage increase in the median remuneration of employees in the financial year:** 12.02%

4. **The number of permanent employees on the rolls of Company:** 492 as on March 31, 2018.

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: 3.31%
   - Average increase in remuneration of KMPs: 7.17%
   - 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, 2018
Place : Ahmedabad

ANNEXURE B TO THE BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

(For the Financial Year ended March 31, 2018)

[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 March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 ('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;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 *(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, 1998 *(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, as amended from time to time.

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.

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 28, 2018
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 28, 2018
Place : Ahmedabad

ANNEXURE C 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:** During the financial year under review the Company has invested ₹ 1.95 Lacs on purchase of Solar Street Lights for effective energy conservation.

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, the foreign exchange earnings were ₹ 0.13 Lacs and foreign exchange outgo were ₹ 3899.29 Lacs.

For and on behalf of the Board of Directors,

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

Date : May 28, 2018
Place : Ahmedabad

ANNEXURE D 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: ₹ 10484.27 Lacs

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

The Company is required to spend ₹ 209.69 Lacs towards CSR activities.

5. Details of CSR spent during the financial year:

a) Total amount to be spent for the financial year: ₹ 209.69 Lacs

b) Amount unspent, if any: ₹ 209.69 Lacs

c) Manner in which the amount spent during the financial year is detailed below: Not applicable

6. During the year, the Company has created a program and monitoring mechanism, which will ensure that CSR initiatives are sustainable and beneficial to the community in the long run. The Company has planned the pre-implementation activities for CSR program. Hence, an action and corresponding expenditures on CSR programs may start from the next financial year.

7. CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

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

Parthiv F. Patel
Managing Director
(DIN 00050211)

Place : Ahmedabad
Date : May 28, 2018

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

EXTRACT OF ANNUAL RETRUN
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	:	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, 2nd 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	25.08%
2	Advertisement Revenue	73100	69.85%

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 BRTS 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 (01/04/2017)				No. of Shares held At the end of the year (31/03/2018)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(A) PROMOTERS									
(1) INDIAN									
(a) Individual/ HUF	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	289	500	789	0.01	1524	0	1524	0.02	0.01
(b) Banks/Financial Institutions	358	0	358	0.00	55	0	55	0.00	0.00
(c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) Foreign Institutional Investors	0	0	0	0.00	922	0	922	0.01	0.01
(h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB-TOTAL (B)(1)	**647**	**500**	**1147**	**0.01**	**2501**	**0**	**2501**	**0.03**	**0.02**
(2) NON-INSTITUTIONS									
(a) Bodies Corporate									
i) Indian	944872	13400	958272	12.65	937424	11800	949224	12.54	(0.11)
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	522960	116052	639012	8.44	531069	66992	598061	7.90	(0.54)
ii) Individual share-holders holding nominal share capital in excess of ₹1 Lakh	231295	11100	242395	3.20	222740	11100	233840	3.09	(0.11)
(c) Others (specify)									
i) Hindu Undivided Family	43493	0	43493	0.57	43688	0	43688	0.58	0.01
ii) Non-Resident Individual	18985	3100	22085	0.29	29669	0	29669	0.39	0.10
iii) Investor Education Protection Fund	0	0	0	0.00	43121	0	43121	0.57	0.57
iv) Unclaimed Suspense Account	0	0	0	0.00	6300	0	6300	0.08	0.08
SUB-TOTAL (B)(2)	**1761605**	**143652**	**1905257**	**25.15**	**1814011**	**89892**	**1903903**	**25.15**	**0.00**
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	**1762252**	**144152**	**1906404**	**25.19**	**1816512**	**89892**	**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)	**7425269**	**144152**	**7569421**	**100.00**	**7479529**	**89892**	**7569421**	**100.00**	**N.A.**

(II) Shareholding of promoters

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year (01.04.2017)			No. of Shares held At the end of the year (31.03.2018)			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	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	386350	5.10	NIL	340850	4.50	NIL	(0.06)
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	200000	2.64	NIL	245500	3.24	NIL	0.06
	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
1.	Falgunbhai Chimanbhai Patel	386350	5.10	01.04.2017	Beginning of the year			386350	5.10
				15.03.2018	Inter-se Transfer of shares amongst members of promoter group (Sell)	(45500)	(0.60)	340850	4.50
				31.03.2018	At the end of the year			340850	4.50
2.	Pannaben Falgunbhai Patel	200000	2.64	01.04.2017	Beginning of the year			200000	2.64
				15.03.2018	Inter-se Transfer of shares amongst members of promoter group (Purchase)	45500	0.60	245500	3.24
				31.03.2018	At the end of the year			245500	3.24

(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	0	0	01.04.2017	Beginning of the year	0	0	0	0
				07.04.2017	Purchase	175000	2.31	175000	2.31
				14.04.2017	Purchase	167900	2.22	342900	4.53
				31.03.2018	At the end of the year	342900	4.53	342900	4.53
2.	ANWESHA STOCKTRADE PRIVATE LIMITED	193300	2.55	01.04.2017	Beginning of the year	193300	2.55	193300	2.55
				-----	No Change during the year	0	N.A.	193300	2.55
				31.03.2018	At the end of the year	193300	2.55	193300	2.55

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
3.	REDWOOD HOLDING PRIVATE LIMITED	156500	2.07	01.04.2017	Beginning of the year	156500	2.07	156500	2.07
				-----	No Change during the year	0	N.A.	156500	2.07
				31.03.2018	At the end of the year	156500	2.07	156500	2.07
4.	SEETHA KUMARI	115297	1.52	01.04.2017	Beginning of the year	115297	1.52	115297	1.52
				08.09.2017	Purchase	5	0.00	115302	1.52
				15.09.2017	Purchase	455	0.00	115757	1.53
				24.11.2017	Purchase	2537	0.03	118294	1.56
				15.12.2017	Purchase	1937	0.03	120231	1.59
				31.03.2018	At the end of the year	120231	1.59	120231	1.59
5.	GOKULESHWAR REALTY PRIVATE LIMITED	71858	0.95	01.04.2017	Beginning of the year	71858	0.95	71858	0.95
				-----	No Change during the year	0	N.A.	71858	0.95
				31.03.2018	At the end of the year	71858	0.95	71858	0.95
6.	MEGHDHANUSH ENTERPRISE LLP	60114	0.79	01.04.2017	Beginning of the year	60114	0.79	60114	0.79
				-----	No Change during the year	0	N.A.	60114	0.79
				31.03.2018	At the end of the year	60114	0.79	60114	0.79
7.	DIPAKBHAI KARSANDAS MAKHECHA	40501	0.54	01.04.2017	Beginning of the year	40501	0.54	40501	0.54
				25.08.2017	Purchase	38	0.00	40539	0.54
				01.09.2017	Purchase	333	0.00	40872	0.54
				08.09.2017	Purchase	60	0.00	40932	0.54
				15.09.2017	Purchase	179	0.00	41111	0.54
				31.03.2018	At the end of the year	41111	0.54	41111	0.54
8.	HIRAL SHAH	31043	0.41	01.04.2017	Beginning of the year	31043	0.41	31043	0.41
				-----	No Change during the year	0	N.A.	31043	0.41
				31.03.2018	At the end of the year	31043	0.41	31043	0.41
9.	J. M. FINANCIAL SERVICES LIMITED	0	0	01.04.2017	Beginning of the year	0	0	0	0
				30.03.2018	Purchase	27912	0.37	27912	0.37
				31.03.2018	At the end of the year	27912	0.37	27912	0.37

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
10.	MILAN D. MAKHECHA	18876	0.25	01.04.2017	Beginning of the year	18876	0.25	18876	0.25
				07.04.2017	Sold	100	0.00	18776	0.25
				14.04.2017	Purchase	100	0.00	18876	0.25
				12.05.2017	Purchase	100	0.00	18976	0.25
				26.05.2017	Purchase	100	0.00	19076	0.25
				16.06.2017	Purchase	100	0.00	19176	0.25
				07.07.2017	Purchase	50	0.00	19226	0.25
				04.08.2017	Purchase	200	0.00	19426	0.26
				22.12.2017	Sold	1533	0.02	17893	0.24
				05.01.2018	Sold	116	0.00	17777	0.23
				31.03.2018	At the end of the year	17777	0.23	17777	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	0.00	01.04.2017	Beginning of the year			250	0.00
				-----	No Change during the year	0	0.00	250	0.00
				31.03.2018	At the end of the year			250	0.00
2.	Mukesh Mangalbhai Patel (Director)	250	0.00	01.04.2017	Beginning of the year			250	0.00
				-----	No Change during the year	0	0.00	250	0.00
				31.03.2018	At the end of the year			250	0.003

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
3.	Shreyas Vishnuprasad Pandya (Director)	0	0.00	01.04.2017	Beginning of the year			0	0.00
				-----	No Change during the year	0	0.00	0	0.00
				31.03.2018	At the end of the year			0	0.00
4.	Sandeep Mohanraj Singhi (Director)	0	0.00	01.04.2017	Beginning of the year			0	0.00
				-----	No Change during the year	0	0.00	0	0.00
				31.03.2018	At the end of the year			0	0.00
5.	Yogesh Chandulal Jani (Director)	438	0.00	01.04.2017	Beginning of the year			438	0.00
				-----	No Change during the year	0	0.00	438	0.00
				31.03.2018	At the end of the year			438	0.00
6.	Sanjay Kumar Tandon, C.F.O. (KMP)	0	0.00	01.04.2017	Beginning of the year			0	0.00
				-----	No Change during the year	0	0.00	0	0.00
				31.03.2018	At the end of the year			0	0.00
7.	Dhaval Pandya, Company Secretary (KMP)	0	0.00	01.04.2017	Beginning of the year			0	0.00
				-----	No Change during the year	0	0.00	0	0.00
				31.03.2018	At the end of the year			0	0.00

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	198.86	0.00	198.86
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**	**198.86**	**0.00**	**198.86**
Change in Indebtedness during the Financial Year				
Addition	0.00	37.00	0.00	37.00
Reduction	0.00	198.77	0.00	198.77
NET CHANGE	**0.00**	**(161.77)**	**0.00**	**(161.77)**
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	0.23	0.00	0.23
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**

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	7.86	192.56
	(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	531.16	572.40	0.00	1103.56
	- Others, specify	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00
	TOTAL (A)	**645.00**	**645.00**	**7.86**	**1297.86**
	Ceiling as per the Act				**1305.24**

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	N.A.	0.075	0.00	0.00	0.025	0.10
	(b) Commission	N.A.	0.00	0.00	0.00	0.00	0.00
	(c) Others, please specify	N.A.	0.00	0.00	0.00	0.00	0.00
	TOTAL (1)	**N.A.**	**0.075**	**0.00**	**0.00**	**0.025**	**0.10**
2.	Other Non-Executive Directors						
	(a) Fee for attending Board Committee Meeting	0.00	N.A.	N.A.	N.A.	N.A.	0.00
	(b) Commission	0.00	N.A.	N.A.	N.A.	N.A.	0.00
	(c) Others, please specify	0.00	N.A.	N.A.	N.A.	N.A.	0.00
	TOTAL (2)	**0.00**	**N.A.**	**N.A.**	**N.A.**	**N.A.**	**0.00**
	TOTAL (B) = (1+2)	**0.00**	**0.075**	**0.00**	**0.00**	**0.025**	**0.10**
	Total Managerial Remuneration						**1297.96**
	Overall Ceiling as per the Act						**1305.24**

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	12.41	24.95	37.36
	(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	**12.41**	**24.95**	**37.36**

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

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

Date : May 28, 2018
Place : Ahmedabad

ANNEXURE F TO THE BOARD'S REPORT

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 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 amounts 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:	1.00
6	Reserves & surplus:	188.57
7	Total assets:	203.22
8	Total Liabilities:	13.65
9	Investments:	164.59
10	Turnover:	281.23
11	Profit before taxation:	147.16
12	Provision for taxation:	38.17
13	Profit after taxation:	108.99
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, 2018
2.	Shares of Associate held by the company on the year end	
	No.	Class A Equity Shares: 261789 Class B Equity Shares: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 the holding in associate is more than 20%, there exists significance influence
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet (₹ in Lacs)	11283.78
6.	Profit or Loss for the year (₹ in Lacs)	946.89
i.	Considered in Consolidation (₹ in Lacs)	203.11
ii.	Not Considered in Consolidation (₹ in Lacs)	743.78

Notes:

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

For and on behalf of the Board of Directors,

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Parthiv Patel
(DIN: 00050211)
Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Dhaval Pandya
Company Secretary

Place : Ahmedabad
Date : May 28, 2018

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Print Media is still an important means of communication and information dissemination despite the popularity of Electronic Media. The Print Media has developed into a "National Institution" by playing an important role in the survival of democratic system and in shaping and moulding the Public Opinion. Indian Print Media is one of the largest Print Media and Newspaper Market in the world and is over 238 years old. It accounts for 2nd largest share of the Indian Media and Entertainment Industry. Newspapers are the primary medium that caters to local neighborhood /city news. This, in addition to their credibility, helps them cater to a loyal and diverse set of readers.

As per the Annual Report 2016-17 published by the Registrar of Newspapers for India, total number of registered publications was 1,14,820 comprising 16,993 newspapers and 97,827 periodicals, as of March 31, 2017. 4007 new publications were registered in F.Y. 16-17 while 38 ceased. According to FICCI-KPMG Indian Media and Entertainment Industry Report 2018, in Calender Year (CY) 2017, the Indian print industry growth reduced to 3% over previous CY 2016 growth of 7%. The share into publications was highest for Regional Languages at 47% followed by Hindi at 41% and English at 12%.

Readership has grown by 110mn over the last 3 years. Rural total readership growth was nearly double the urban growth – 14.4% vs. 8.3%. Additionally, there are structural differences between English and Hindi / vernacular newspapers as well as urban and rural readers. 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. On the other hand, hindi and vernacular newspapers have grown at a better rate and are expected to grow at a faster pace for the next 5 years as well.

According to FICCI-KPMG Indian Media and Entertainment Industry Report 2018, in Calender Year (CY) 2017, there are 389 news channels in India. The viewership of news channels contributes to 7% of total viewership out of which 40% of news viewership is concentrated during evening prime time. Events and activations counted for as high as 40% of revenues for certain channel genres, particularly business and regional news, with over 650 events estimated to be telecasted on the news channel in India annually.

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". 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.

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.

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. The Company is also successfully operating its real estate and finance businesses.

2. OPPORTUNITIES AND THREATS

Most of the people in India start their day reading a newspaper; and it has become a habit which is not easy to break. With the boom in the digitalization few readers may have shifted to digital media, but still majority of the readers prefer a physical copy. In addition several surveys indicate that newspaper enjoy a significant perception of their credibility being better than other news sources. Newspapers are the primary medium that caters to local neighbourhood / city news. This, in addition to their credibility, helps them to cater to a loyal and diverse set of readers. Hence, contrary to the trends of electronic and digital media, the print media consumption in India is still intact.

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. FICCI-KPMG Indian Media and Entertainment Industry Report 2018 for FY 2017 shows that Hindi newspapers continue to dominate the circulation pie with 49% share while share of other regional language newspapers increased to 39% and English newspapers, its share was pegged at mere 12%. Regional newspapers over the past few years have created a brand equity and strong customer loyalty. Newspaper circulation in India continues to grow despite

its global counterparts in America and Europe struggling for survival. The growth of Industry can be appraised by circulation and readership, with readership being the more apposite basis, as generally in India a copy of the newspaper is shared by an entire family. Regional focus has further resulted in hyper-localization with more local advertisers being added to the overall advertising pie. Due to this print industry witnessed degrowth in English Language advertising and moderate growth in the Hindi and Regional Language Advertising segments. Also the growth in the publication of the English Newspaper remained moderate.

Trends in traditional 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 rural readership stands at 52% against urban readership at 48%.

As per FICCI-KPMG Indian Media and Entertainment Industry Report 2018, with the growing push on education, the literacy levels in Indian states are improving. And with improving literacy, the readership is also expected to grow. On the demographic front, the readers among the younger age groups (12-15, 16-19, 20 -29 years) have shown higher growth than the older age groups. With more than 40% of our population below the age of 20 years, this trend is encouraging for the future of Print media.

Advertising grew by just 1% in 2017 because macro economic factors of demonetization, the implementation of Real Estate (Regulation and Development) Act, 2016 ("RERA") and Goods and Service Tax ("GST") impacted the ad sales of the Indian Print Segment. Ad revenues were negatively impacted by the effects of demonetization in the January to March, 2017 quarter, as classifieds dropped and especially retail saw a steep downturn in sales due to cash shortages. In addition, GST had an impact on advertising which lasted for between five to seven months. The second half of CY 2017 saw a recovery, led by increased ad spending by government and political parties during state elections, revival of spends during the festival season, greater focus on yield management by the industry and changes to the product and consumer engagement undertaken by many players. Overall, English language revenues de grew in 2017, while Hindi and other languages grew marginally. FMCG and Auto were the largest advertising categories in 2017 on print, followed by Education, Retail and Real Estate.

As internet access expands, the digital threat continues to worsen for the newspaper industry. 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.

Further, Print Media is estimated to grow at an overall CAGR of approximately 7% till 2020 with vernacular at 8%-9% and English slightly slower. This growth is expected despite the FDI limit remaining changed at 26% and therefore restricting access to foreign print players and the imposition of GST at 5% on the advertising revenues of the print industry.

In an era of digitalization, print Companies are 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. At an industry level, less than 5% print Companies' total revenue are digital driven.

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.

The Company has News and Current Affair Television channel 'Sandesh News' which is very popular amongst Gujarati Viewers. The television industry grew from INR 594 billion to INR 660 billion in 2017, a growth of 11.2%. As per the data of Broadcast Audience Research Council India (BARC) growth in viewership in television industry was led by regional languages content whereby Gujarati language also witnessed a boost by twice the rate of growth of other languages such as Hindi, Tamil, Telugu etc. News channels contribute 8% to total TV Viewership, making it the 3rd biggest genre on television in terms of viewership. In 2017, the number of advertisers on television grew to 12,694 and ad volumes grew to 70 million insertions, as reported by BARC. Ad volume growth was dependent on several factors such as cricket, elections in several large Indian states, penetration of regional channels, launch of new channels, and marquee non-fiction programming, which continued to attract advertisers, irrespective of the impact of the demonetization and GST.

As per FICCI-KPMG Indian Media and Entertainment Industry Report 2018, in 2017 the OOH segment in India started recovering from the effects of demonetization and witnessed growth of 8.4%. While billboards continued to dominate the OOH landscape at 40% of the advertisement pie, transit media showed the strongest growth with new advertising opportunities at airports and mass rapid transport systems (MRTS) i.e. metro rails, in tier I and II cities. Government spending on OOH advertising also saw a weaker contribution this year. The lack of a comprehensively accepted measurement metric, particularly for billboards, is preventing the growth of this medium as it limits pricing support and evaluation of return on investment.

"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), 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 18 Bus Rapid Transit System (BRTS) Bus Shelters, 730 Buses of AMTS, 8000 buses of GSRTC which provides a transport facility across the State of Gujarat, 103 Bus Shelters of VMC, 136 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 PERFOMANCE

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 ₹ 36,999.58 lacs during the Financial Year under review as against ₹ 34,148.47 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. Print Media is expected to remain a popular vehicle for advertisers to reach out to a large consumer base in the country.

As per FICCI-KPMG Indian Media and Entertainment Industry Report 2018, the Indian print industry growth reduced to 3% over previous CY 2016 growth of 7%. Advertising grew by just 1% in 2017 because macro economic factors of demonetization, the implementation of RERA and GST impacted the ad sales of the Indian Print Segment. Amid muted advertising growth, the profitability of newspapers has shrunk as newsprint cost has increased by 50% in the last one year. The steep hike in the newsprint cost is going to hit the profit margins of newspapers for the upcoming years. Crude oil prices are the major drivers of the newsprint prices as they influence the shipping rates thereby affecting the cost of production. Rising prices and depreciation of Indian Rupee are therefore a cause of worry for the industry, especially for players with a higher import also.

India consumes more than 2 million metric tonnes of newsprint, half of which is imported from North America and European countries. Being a significant component of cost, players are sensitive to price fluctuations. Newsprint is the most important raw material constituting approximately 50 per cent of the cost base. Imported newsprint still dominates the Indian print industry. The newsprint price is cyclical and is dependent on various factors. Prices of Newsprint are linked to global demand and they are volatile in nature due to fluctuation in USD. 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.

The print media business is largely dependent on advertising revenues. To offset the impact of the price rise, the industry is mulling an increase in ad rates, entering into long-term contracts with newsprint suppliers and seeking tax relief from the government. The Company has increased cover price of certain editions of the newspaper and it is continuously taking appropriate steps to ensure effective cost management.

For the print media industry, reliable third party readership data is not available and many companies hesitant to rely on IRS data for devising their strategies. The circulation numbers of newspaper alone sometimes are insufficient for advertisers to take an informed decision; still, the circulation numbers certified by the Registrar of Newspapers of India are useful for the advertisers and agencies and the Company enjoys the confidence of its advertisers.

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 allow for relatively more control over exactly who sees them than print ads, so marketers can more easily target them toward specific demographics. However, print media offers a more physical, tangible medium to consumers and the Company believes that no media platform can be a substitute for the print media. Print media has its own inherent advantages which include credibility, local content, easy accessibility and low cost of content. Therefore, it cannot be replaced by digital or any other media platform. Digital is a form of delivery of content, the largest producer of which is the print.

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

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 492 on March 31, 2018. 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 2017-18.

7. DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Summary Financial Information:

Particulars	2017-18		2016-17		%
	₹ In Lacs	% to Revenues	₹ In Lacs	% to Revenues	Increase / (Decrease)
Revenue from Operations	37480.07	96.46	35386.67	96.33	5.92
Other Income	1377.44	3.54	1349.10	3.67	2.10
Total Revenue	38857.51	100.00	36735.77	100.00	5.78
Expenditure	25699.58	66.14	24822.69	67.57	3.53
EBIDTA	13157.93	33.86	11913.08	32.43	10.45
Finance Cost	40.25	0.10	100.65	0.27	(60.01)
Depreciation & Amortisation	850.50	2.19	774.30	2.11	9.84
Total Expenditure	26590.33	68.43	25697.64	69.95	3.47
Exceptional Item	29.71	0.08	41.07	0.11	(27.66)
Profit Before Tax	12296.89	31.65	11079.20	30.16	10.99
Provision for Current Tax, Deferred Tax & Other Tax Expenses	4324.78	11.13	3990.23	10.86	8.38
Profit After Tax	7972.11	20.52	7088.97	19.30	12.46

REVENUE FROM OPERATIONS

Revenue from operations has increased by 5.92% from ₹ 35386.67 in F.Y. 2016-17 to ₹ 37480.07 in F.Y. 2017-18. This was primarily due to increase in revenue from Advertisements.

EBIDTA

EBIDTA during the year stood at 33.86% compared to 32.43% in the previous year.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization charge during the F.Y. 2017-18 was ₹ 850.50 Lacs as compared with ₹ 774.30 Lacs during the previous F.Y. 2016-17.

FINANCE COST

Finance Cost amounted to ₹ 40.25 Lacs compared to ₹ 100.65 Lacs during the previous financial year. The decrease in Finance Cost is due to better utilization of funds. Average borrowing during the financial year ended March 31, 2018 stood at ₹ 37.32 Lacs as compared to ₹ 198.86 Lacs during the previous F.Y. 2016-17.

INCOME TAX

The income tax charge for the F.Y. 2017-18 stood at ₹ 4324.78 Lacs compared to ₹ 3990.23 Lacs in the previous F.Y. 2016-17.

PROFIT AFTER TAX

The profit after taxes for the F.Y. 2017-18 was ₹ 7972.11 Lacs compared to ₹ 7088.97 Lacs in the previous F.Y. 2016-17.

FIXED ASSETS

The net investment in the fixed assets during the F.Y. 2017-18 was ₹ 8502.46 Lacs as compared to ₹ 8432.99 Lacs as at the end of previous F.Y. 2016-17.

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.

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, 2018 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 27.05.2017, 11.08.2017, 14.11.2017 and 12.02.2018 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 are given below:

Name of Director	Category	Board Meetings held during the tenure	Board Meetings attended	Attendance at the last AGM held on 22.09.2017	Other Directorships held (including Pvt. Ltd. Companies) at the year ended	No. of Board Committees (Including The Sandesh Limited) of which Chairman / Member*	
						Member	Chairman
Mr. Falgunbhai Patel	Promoter, Executive	4	4	Yes	6**	NIL	NIL
Mr. Parthiv Patel	Promoter, Executive	4	4	Yes	6**	NIL	NIL
Mrs. Pannaben Patel	Promoter, Non-Executive	4	1	No	3**	NIL	NIL
Mr. Sudhirbhai Nanavati	Independent, Non-Executive	4	3	Yes	2	1	1
Mr. Mukeshbhai Patel	Independent, Non-Executive	4	3	Yes	4	2	6
Mr. Shreyasbhai Pandya	Independent, Non-Executive	4	4	Yes	3	2	NIL
Mr. Sandeepbhai Singhi	Independent, Non-Executive	4	1	No	3	2	NIL
Mr. Yogesh Jani	Whole-Time-Director, Executive	4	1	Yes	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 (Two) Companies are in process of strike off.*

2) 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 or unlisted and excludes other bodies corporate and professional bodies. The limits on directorships of Independent Directors and Executive Directors are within the permissible limits. None of the Director is a Member of more than ten Committees or Chairman of more than five Committees across all companies. The maximum tenure of Independent Directors is in accordance with the Act. Personal shareholding of the Non-Executive Directors is as follows:

Sr. No.	Name of the Director	No. of Equity shares (as on 31/03/2018)
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

3. Independent Directors:

The Independent Directors of the Company have been 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.

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 re-appointment of the Independent Directors is being proposed at the ensuing 75th AGM for the second term of 5 (five) years from April 1, 2019 till March 31, 2024.

4. 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://sandesh.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.

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 LODR.

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 LODR.

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 27.05.2017, 11.08.2017, 14.11.2017 and 12.02.2018. 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. 2017-18			
		27.05.2017	11.08.2017	14.11.2017	12.02.2018
1.	Mr. Mukeshbhai Patel (Chairman)	No	Yes	Yes	Yes
2.	Mr. Sudhirbhai Nanavati	Yes	No	Yes	Yes
3.	Mr. Shreyasbhai Pandya	Yes	Yes	Yes	Yes
4.	Mr. Sandeepbhai Singhi	No	No	No	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 22, 2017, 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) 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;

b) formulation of criteria for evaluation of performance of independent directors and the board of directors;

c) devising a policy on diversity of board of directors;

d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

e) 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.

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 27.05.2017, 11.08.2017, 14.11.2017 and 12.02.2018. 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. 2017-18			
		27.05.2017	11.08.2017	14.11.2017	12.02.2018
1.	Mr. Sudhirbhai Nanavati (Chairman)	Yes	No	Yes	Yes
2.	Mr. Mukeshbhai Patel	No	Yes	Yes	Yes
3.	Mr. Shreyasbhai Pandya	Yes	Yes	Yes	Yes
4.	Mr. Sandeepbhai Singhi	No	No	No	Yes

Yes – Attended, No – Not Attended

Nomination and Remuneration Policy:

In terms of the provisions of section 178(4) of the Act, the Board of the Company has, on recommendation of NRC, framed and adopted a policy for selection and appointment of directors, senior management and their remuneration.

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 Directors will be carried out by the Board and NRC Committee, 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. The Committee shall also review its own performance on an annual basis. The Committee may also take the support of external experts for this purpose.

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 wholetime 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.

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 the findings were shared individually with the Board Members 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. Its findings were also shared individually with the Board Members as well as the Chairman of the Company and 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. 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, 2018 are given below:

(₹ In Lacs)

Name of the Directors	Salary	Commission*	Perquisites & Allowances	Sitting Fee	Total Remuneration
Mr. Falgunbhai Patel	112.50	531.16	1.34	-	645.00
Mr. Parthiv Patel	72.20	572.40	0.40	-	645.00
Mr. Yogesh Jani	7.86	-	-	-	7.86

**Payable in Financial* Year *2018-19*

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 **2017-18** are as under:

Name of the Directors	Sitting Fee (₹ in Lacs)
Mr. Sudhirbhai Nanavati	0.075
Mr. Mukeshbhai Patel	--
Mr. Shreyasbhai Pandya	--
Mr. Sandeepbhai Singhi	0.025
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:

a) 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,

b) To expedite the process of share transfers,

c) 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 27.05.2017, 11.08.2017, 14.11.2017 and 12.02.2018. The attendance of the Members of the Stakeholders Relationship Committee is as under:

Sr. No.	Name of the Members	Date-wise attendance of Stakeholders Relationship Committee Meeting during the F.Y. 2017-18			
		27.05.2017	11.08.2017	14.11.2017	12.02.2018
1.	Mr. Sudhirbhai Nanavati (Chairman)	Yes	No	Yes	Yes
2.	Mr. Mukeshbhai Patel	No	Yes	Yes	Yes
3.	Mr. Shreyasbhai Pandya	Yes	Yes	Yes	Yes
4.	Mr. Sandeepbhai Singhi	No	No	No	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	No. of Complaints
1.	Pending at the beginning of the year (As on 01.04.2017)	NIL
2.	Received during the Year from 01.04.2017 to 31.03.2018	4
3.	Disposed of during the Year from 01.04.2017 to 31.03.2018	4
4.	Unresolved at the end of the Year (As on 31.03.2018)	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 27.05.2017, 11.08.2017, 14.11.2017 and 12.02.2018. 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. 2017-18			
		27.05.2017	11.08.2017	14.11.2017	12.02.2018
1.	Mr. Falgunbhai C. Patel (Chairman)	Yes	Yes	Yes	Yes
2.	Mrs. Pannaben F. Patel	No	No	No	Yes
3.	Mr. Shreyasbhai Pandya	Yes	Yes	Yes	Yes
4.	Mr. Mukeshbhai Patel	No	Yes	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 18.07.2017, 09.12.2017, 23.01.2018 & 20.02.2018. 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. 2017-18			
		18.07.2017	09.12.2017	23.01.2018	20.02.2018
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	Yes	Yes

IV. INDEPENDENT DIRECTORS' MEETING:

Pursuant to Regulation 25 of Listing Regulations the meeting of the Independent Directors was held on February 12, 2018 during the financial year under review, inter alia, to:

a) review the performance of non-independent directors and the Board as a whole;

b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and

c) 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:

a) 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://sandesh.com/ir/RPT-Policy.pdf.

c) 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 2017-18 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.

g) 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.

h) 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.

i) 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.

j) 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.

k) 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, 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 28, 2018

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
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
72nd	2014-15	30.09.2015	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 2017-18. 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 1st April to 31st March. Following is key financial reporting dates for the financial year 2018–19 (tentative):

I. First quarter Results : on or before August 14, 2018

II. Second quarter Results : on or before November 14, 2018

III. Third quarter Results : on or before February 14, 2019

IV. Audited Results for FY 2018–19 : on or before May 30, 2019

C. **Date of Book Closure:** 21.09.2018 to 28.09.2018 (both days inclusive)

D. **Dividend Payment Date:** The Board has not recommended Final Dividend for Financial Year 2017-18 and the proposal for confirmation of the Interim Dividend declared on February 12, 2018 and paid thereby, as Final Dividend for Financial Year 2017-18 be placed at the ensuing 75th 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 2018-19 to the above stock exchanges.

F. **Stock Code:**

i. BSE Limited: Scrip No. : 526725

ii. National Stock Exchange of India Limited: Symbol : SANDESH (EQ.)

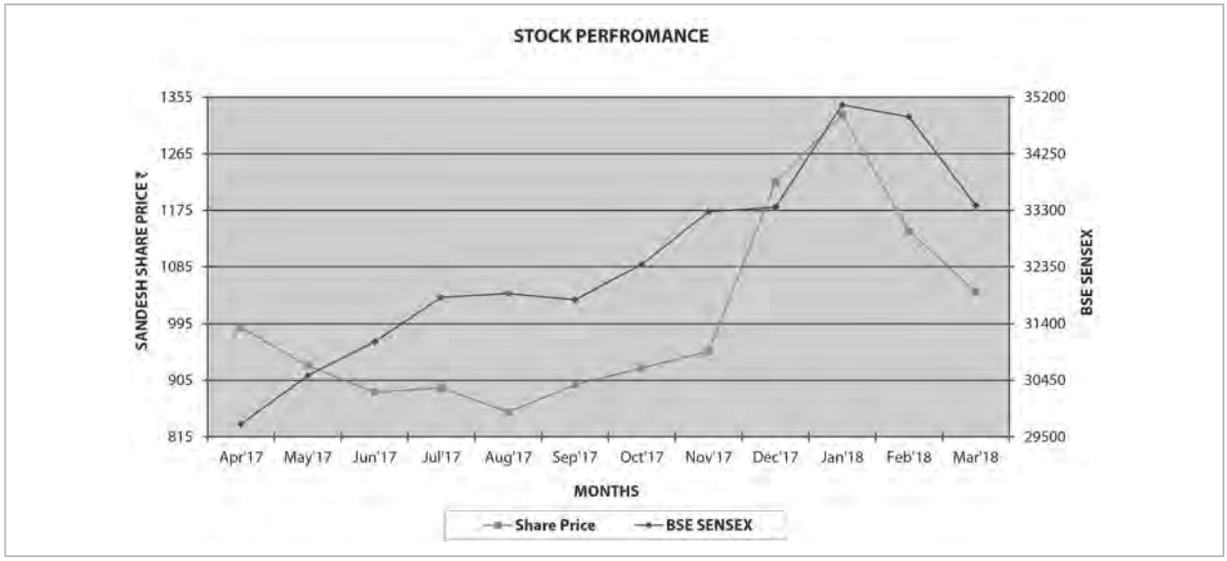
iii. ISIN Number: INE583B01015

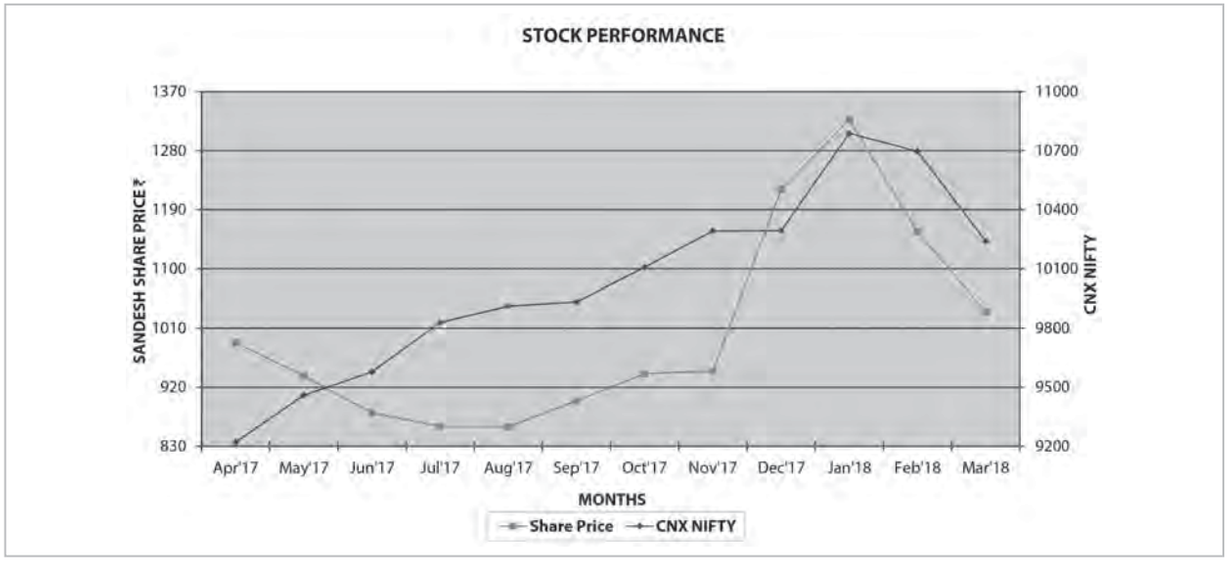
G. **Market Price Data:**

Market price data and volume of the shares of the Company traded in BSE Limited and NSE during the Financial Year **2017-18** are as under:

Month	Share price of The Sandesh Limited at Listed Stock Exchanges						BSE S&P SENSEX		CNX NIFTY 50	
	BSE (Scrip Code: 526725)			NSE (Symbol: SANDESH)						
	Highest (₹)	Lowest (₹)	No. of shares traded	Highest (₹)	Lowest (₹)	No. of shares traded	Highest	Lowest	Highest	Lowest
Apr. 2017	1,025.80	951.10	6,720	1024.90	951.15	30911	30184.22	29241.48	9367.15	9075.15
May 2017	982.50	874.80	7,270	999.90	875.00	29118	31255.28	29804.12	9649.60	9269.90
Jun. 2017	926.40	846.00	4,801	919.00	842.50	25857	31522.87	30680.66	9709.30	9448.75
Jul. 2017	937.70	848.30	7,326	920.00	801.15	20235	32672.66	31017.11	10114.85	9543.55
Aug. 2017	889.95	818.75	5,922	895.00	825.00	20292	32686.48	31128.02	10137.85	9685.55
Sep. 2017	932.00	863.95	5,986	939.00	860.00	28310	32524.11	31081.83	10178.95	9687.55
Oct. 2017	970.00	879.30	10,387	999.00	882.20	36464	33340.17	31440.48	10384.50	9831.05
Nov. 2017	990.00	912.00	7,775	984.75	905.20	35246	33865.95	32683.59	10490.45	10094.00
Dec. 2017	1,509.00	931.10	1,25,231	1508.90	933.05	195942	34137.97	32565.16	10552.40	10033.35
Jan. 2018	1,480.00	1,174.50	28,118	1479.80	1175.00	112338	36443.98	33703.37	11171.55	10404.65
Feb. 2018	1,247.00	1,036.00	11,262	1264.85	1048.00	50554	36256.83	33482.81	11117.35	10276.30
Mar. 2018	1,141.00	949.90	13,067	1120.50	950.00	38416	34278.63	32483.84	10525.50	9951.90
(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 CNX Nifty : -





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: mcssta@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 inculding 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, 2018:**

No. of Shares (Range)		Total No. of holders & No. of Shares			
From	To	No. of Holders	% of Holders	No. of Shares	% of Shares
1	500	5327	95.86	379525	5.01
501	1000	100	1.80	75869	1.00
1001	2000	58	1.04	85389	1.13
2001	3000	14	0.25	39356	0.52
3001	4000	10	0.18	33129	0.44
4001	5000	9	0.16	42082	0.56
5001	10000	13	0.23	91507	1.21
10001	50000	12	0.22	270494	3.57
50001	100000	3	0.05	203022	2.68
100001	AND ABOVE	11	0.21	6349048	83.88
TOTAL		5557	100.00	7569421	100.00

L. **Dematerialization of shares and liquidity:**

As on March 31, 2018, total 5136 shareholders were holding 7479529 equity shares out of total 7569421 equity shares in Dematerialized Form, which constitute 98.81% 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, 2018:**

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	1524	---	1524	0.02	1
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institution, Non-Government Institutions)	55	----	55	0.00	1
4.	Foreign Institutional Investors	----	----	----	----	----
5.	Foreign Portfolio Investors	922	----	922	0.01	1
6.	Private Corporate Bodies	937424	11800	949224	12.54	179
7.	Indian Public (Individual/ HUF)	797497	78092	875589	11.57	5235
8.	NRIs/ OCBs	29669	----	29669	0.39	111
9.	GDR	----	----	----	----	----
10.	Investor Education and Protection Fund	43121	----	43121	0.57	1
11.	Unclaimed or Suspense or Escrow Account	6300	----	6300	0.08	1
	GRAND TOTAL	**7479529**	**89892**	**7569421**	**100.00**	**5538**

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. **Plant / Press Locations:**

The Company has following press units:

i. "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, AHMEDABAD - 380054 (Gujarat)

ii. "Satyesh Bhavan", B/h. Jalaram Temple, Bahucharaji Road, Karelibaug, BARODA - 390018 (Gujarat)

iii. "Satyesh Bhavan", Dakoriya Mill Compound, Near Gurudev Petrol Pump, Khatodara GIDC, Bamroli Road, SURAT -395002 (Gujarat)

iv. "Sandesh Bhavan", OPP. Sat Hanuman, Navagam, Rajkot-Ahmedabad Highway, RAJKOT - 360001 (Gujarat)

v. "Satyesh Bhavan", Ruvapari Road, BHAVANAGAR - 364001 (Gujarat)

vi. Godown No. 3, Gujarat State Warehousing Corporation, Near Atmaram Circle & Bajaj Showroom, Bhuj Madhapar Road, BHUJ - 370001 (Gujarat)

Q. **Address for correspondence:**

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

i. 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

ii. 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 is hereby given:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares at the beginning of the year	108	28500
Number of shareholders who approached the Company during the year	2	300
Number of shareholders to whom shares were released during the year	2	300
Number of shares transferred to IEPF Authority during the year	74	21900
Aggregate number of shareholders and the outstanding shares at the end of the year	32	6300

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.

During the F.Y. 2017-18 the Company has transferred the unpaid/unclaimed dividend amounting to ₹ 11,32,014/-, lying in the unpaid/unclaimed dividend account of F.Y. 2009-10 for the period of seven years, to the IEPF.

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.

During the F.Y. 2017-18 the details of the shares transferred to IEPF by the Company is as below:

Financial Year	No. of Shares
2008-09	40420
2009-10	2701
Total	43121

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 weblink: http://www.iepf.gov.in/ IEPFA/corporates.html 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	Amount of Unpaid/ Unclaimed Dividend	Last date for claiming the unpaid/unclaimed dividend
2010-11	05-Aug-11	9,13,784/-	07-Sep-18
2011-12	30-Aug-12	2,45,035/-	30-Sep-19
2012-13	05-Sep-13	2,86,980/-	06-Oct-20
2013-14	26-Sep-14	3,07,172/-	26-Oct-21
2014-15	30-Sep-15	3,20,708/-	29-Oct-22
2015-16	09-Mar-16	3,70,630/-	10-Apr-23
2016-17	16-Mar-17	3,90,370/-	04-May-24

For and on behalf of the Board of Directors

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

Place : Ahmedabad
Date : 28.05.2018

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, 2018, 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.

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

Place : Ahmedabad
Date : 28.05.2018

C.E.O./C.F.O. CERTIFICATION

(In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015)

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

We, Falgunbhai C. Patel, Chairman & Managing Director and Sanjay Kumar Tandon, Chief Financial Officer of the Company certify that:

1. We have reviewed financial statements and the cash flow statement for the Financial Year ended **March 31, 2018** and that to the best of our knowledge and belief:
   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated, to the Auditors and the Audit Committee that:
   i) There are no significant changes in internal control over financial reporting during the year;
   ii) There are no significant changes in accounting policies during the year; and
   iii) There are no instances of significant fraud of which we have become aware.

For, THE SANDESH LIMITED
Falgunbhai C. Patel
Chairman & Managing Director
(DIN 00050174)

For, THE SANDESH LIMITED
Sanjay Kumar Tandon
Chief Financial Officer

Date : 28.05.2018
Place : Ahmedabad

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, 2018, 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.

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)

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

Date : 28th May, 2018
Place : Ahmedabad

INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To
The Members of
THE SANDESH LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **The Sandesh Limited** ('the Company'), which comprise the balance sheet as at March 31, 2018, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as 'standalone financial statements').

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with relevant rules issued thereunder. 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.

Auditor's Responsibility

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

In conducting audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) 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, 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 book.

(c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder.

(e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 control over financial reporting.

(g) 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, 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, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W / W100136

(K. B. Solanki)
Partner
Membership No.110299

Date : May 28, 2018
Place : Ahmedabad

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, sales tax, service tax, goods and service tax, duty of customs, value added tax, cess and other material statutory dues, as applicable, with appropriate authorities. As explained to us, the Company did not have any dues on account of duty of excise.

   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, 2018 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 sales tax, service tax, goods and service tax, income tax, duty of customs, value added tax and cess which have not been deposited on account of any dispute.

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 fresh term loans 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 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, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W / W100136

(K. B. Solanki)
Partner
Membership No.110299

Date : May 28, 2018
Place : Ahmedabad

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 **The Sandesh Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W / W100136

(K. B. Solanki)
Partner
Membership No.110299

Date : May 28, 2018
Place : Ahmedabad

BALANCE SHEET AS AT MARCH 31, 2018

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
A ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	5	8 182.22	7 038.77
(b) Capital work-in-progress		21.55	1 080.81
(c) Investment property	6	5 276.20	5 217.95
(d) Intangible assets	7	298.69	313.41
(e) Financial assets			
(i) Investments	8A	23 263.96	23 263.96
(ii) Other financial assets	9	679.36	795.96
(f) Other non current assets	10A	-	31.62
		37 721.98	**37 742.48**
(2) Current assets			
(a) Inventories	11	4 408.13	4 354.70
(b) Financial assets			
(i) Investments	8B	15 474.25	5 226.00
(ii) Trade receivables	12	7 053.75	6 548.27
(iii) Cash and cash equivalents	13	8 250.35	12 086.56
(iv) Bank balances other than above	14	27.54	35.54
(v) Loans	15	1 243.90	43.79
(c) Current tax asset (net)	34	80.30	128.06
(d) Other current assets	10B	985.00	2 416.12
		37 523.22	**30 839.04**
Total assets		**75 245.20**	**68 581.52**
B EQUITY AND LIABILITIES			
I EQUITY			
(a) Equity share capital	16	756.94	756.94
(b) Other equity	17	65 713.41	58 167.42
		66 470.35	**58 924.36**
II LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Trade payables	19A	28.41	278.64
(b) Provisions	20A	245.08	236.36
(c) Deferred tax liabilities (net)	34	416.44	321.67
		689.93	**836.67**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	37.32	198.86
(ii) Trade payables	19B	1 734.79	1 260.43
(iii) Other financial liabilities	22	4 637.11	5 102.51
(b) Other current liabilities	23	1 576.23	2 171.54
(c) Provisions	20B	29.47	27.40
(d) Current tax liabilities (net)	34	70.00	59.75
		8 084.92	**8 820.49**
Total equity and liabilities		**75 245.20**	**68 581.52**

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

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars				Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
I	Revenue from operations			24	37 480.07	35 386.67
II	Other income			25	1 377.44	1 349.10
III	**Total revenue (I + II)**				**38 857.51**	**36 735.77**
IV	**Expenses ::**					
	a	Cost of material consumed		26	12 349.13	12 453.19
	b	Changes in inventories / Cost of goods sold		27	226.18	4.30
	c	Employee benefits expense		28	3 459.60	3 242.04
	d	Finance cost		29	40.25	100.65
	e	Depreciation and amortisation expenses			850.50	774.30
	f	Other expenses		30	9 664.67	9 123.16
	Total expenses (IV)				**26 590.33**	**25 697.64**
V	**Profit before exceptional item and tax (III - IV)**				**12 267.18**	**11 038.13**
VI	Exceptional items			31	29.71	41.07
VII	**Profit before tax**				12 296.89	11 079.20
VIII	Tax Expenses ::					
	a	Current tax		34	4 230.00	3 761.00
	b	Deferred tax		34	94.78	229.23
	Total tax expense				**4 324.78**	**3 990.23**
IX	**Profit for the Year (VII - VIII)**				**7 972.11**	**7 088.97**
X	**Other comprehensive income**					
	a	(i)	Items that will not be reclassified to profit or loss			
			Remeasurement of defined benefit obligations		29.40	5.97
		(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)**				**8 001.51**	**7 094.94**
XII	**Earnings per Equity Share:**					
	Basic and Diluted			32	105.32	93.65

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

As per our report of even date attached.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

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Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

A Equity Share Capital

(₹ in Lacs)

Particulars	For the year ended	
	March 31, 2018	March 31, 2017
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				Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Equity Instrument through Other Comprehensive Income	
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, net of tax						
Remeasurement benefit of defined benefit plans	-	-	-	29.40	-	29.40
Dividends (including tax on dividend)	-	-	-	(455.52)	-	(455.52)
Balance as at March 31, 2018	**0.44**	**1 316.63**	**49 584.79**	**14 811.55**	**-**	**65 713.41**
Balance as at April 01, 2016	0.44	1 316.63	49 584.79	626.14	4 730.46	56 258.46
Profit for the period	-	-	-	7 088.97	-	7 088.97
Items of the OCI for the year, net of tax						
Remasurement benefit of defined benefit plans	-	-	-	5.97	-	5.97
Dividends (including tax on dividend)	-	-	-	(455.52)	-	(455.52)
Transfer to general reserve	-	-	-		-	.00
Reversal of fair value effect [1]					(4 730.46)	(4 730.46)
Balance as at March 31, 2017	**0.44**	**1 316.63**	**49 584.79**	**7 265.56**	**-**	**58 167.42**

[1] On conversion of FCCD, Applewoods Estate Private Limited became the associate of the Company. To account for the investment in associate at cost, the fair value effect, on shares of Applewoods Estate Private Limited held by the company prior to conversion of FCCD, has been reversed.

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

As per our report of even date attached.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
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Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(₹ In Lacs)

Particulars		For the year ended March 31, 2018	For the year ended March 31, 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX	12 296.89	11 079.20
	Adjustments for		
	Depreciation and amortisation	850.50	774.30
	Loss/(Profit) on sale of property plant and equipments	0.89	(41.07)
	Loss/(Profit) on sale of Investment	(30.60)	(335.92)
	Changes in fair value of financial assets at fair value through profit or loss	10.51	(108.73)
	Dividend income	(0.21)	(0.12)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**13 127.98**	**11 367.66**
	Adjustments for		
	Trade and other receivables	(505.48)	(512.16)
	Inventories	(53.43)	(2 024.30)
	Payables, other financial liabilities and provision	(796.40)	591.24
	Loans, other financial assets and other assets	387.24	4 177.04
	CASH GENERATED FROM OPERATIONS	**12 159.91**	**13 599.48**
	Direct Taxes Paid	(4 171.99)	(3 950.07)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**7 987.92**	**9 649.41**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipments	(980.32)	(1 947.49)
	Sale of property, plant and equipment	59.46	73.43
	Purchase of Investment	(10 258.77)	(1 415.80)
	Purchase of Investment property	(27.65)	205.44
	Dividend Income	0.21	0.12
	NET CASH FLOW FROM INVESTING ACTIVITIES	**(11 207.07)**	**(3 084.30)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short term borrowings (Net)	(161.54)	(1 226.04)
	Dividend Paid(including Dividend Distribution Tax)	(455.52)	(455.52)
	NET CASH FLOW IN FINANCING ACTIVITIES	**(617.06)**	**(1 681.56)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(3 836.21)**	**4 883.55**
	OPENING CASH AND CASH EQUIVALENTS	**12 086.56**	**7 203.01**
	CLOSING CASH AND CASH EQUIVALENTS	**8 250.35**	**12 086.56**

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

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

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Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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 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, 2018.

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

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Advertisement revenue

Advertisement revenue is recognised as and when advertisement is published / displayed / aired and is disclosed net of trade discounts and service tax / goods and service tax.

Circulation revenue

Sale of newspaper and magazine is recognised when the significant risk and rewards of ownership have passed on to the buyers and is disclosed net of sales return and discounts.

Real estate revenue

Sale of real estate is recognised when the significant risks and rewards of ownership have passed on to the customer.

Construction contract revenue

The outcome of a fixed price construction contract can be estimated reliably when total contract revenue can be measured reliably, it is probable that economic benefits associated with the contract will flow to the company, contract costs to

complete the contract and stage of contract completion at the end of the reporting period can be measured reliably and contract cost attributable to the contract can be identified and measured reliably.

Percentage of completion is determined based on the proportion of actual cost incurred to the total estimated cost of the project. The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognised in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

Contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured. Contract revenue is measured at the fair value of the consideration received or receivable.

Contract cost associated with contract revenue is recognised as expense by reference to the stage of completion of the contract activity at the end of the reporting period. Contract cost comprises of cost that relate directly to the specific contract, cost that are attributable to contract activity in general and can be allocated to the contract and such other cost as are specifically chargeable to the customer under the terms of the contract.

An expected loss on construction contract is recognized as an expense immediately when it is certain that the total contract costs will exceed the total contract revenue.

Revenue from scrap sale

Sale of waste paper and scrap is recognised when the significant risk and rewards of ownership have passed on to the buyers.

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 company 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 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. Assets costing less than rupees five thousand each is fully depreciated in the year of purchase.

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 life 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

a. 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 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 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 be 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 ninety days 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 first-in-first-out 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

"Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs (""MCA"") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The amendment will come into force from April 1, 2018.

The Company has evaluated the effect of this on the financial statements and the impact is not material."

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018.

The Company has evaluated the effect of this on the financial statements and the impact is not material.

5 PROPERTY, PLANT AND EQUIPMENT

5.1 Property, Plant and Equipments consist of :

(₹ in lacs)

No.	Particulars	Land	Buildings		Plant & Equipment	Electric Fittings	Furniture & Fixtures	Office Equipment	Vehicles	Total
			Freehold	Leasehold						
a	**Gross Block**									
	Balance as at April 01, 2016	1 343.71	1 927.57	-	3 852.32	50.38	113.58	81.22	552.05	7 920.83
	Additions	-	-	26.68	464.21	-	12.22	27.02	104.29	634.42
	Deductions	-	-	-	66.43	-	-	7.17	117.18	190.78
	Balance as at March 31, 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**
b	**Accumulated Depreciation**									
	Balance as at April 01, 2016	-	86.70	-	420.28	11.60	18.55	27.59	157.05	721.77
	Additions	-	85.08	0.32	478.46	9.02	27.64	32.83	129.00	762.35
	Deductions	-	-	-	59.66	-	-	6.60	92.16	158.42
	Balance as at March 31, 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		1.24	9.61	0.23	752.19
	Balance as at March 31, 2018	-	253.11	1.60	624.89	27.70	67.16	71.49	315.34	1 361.29
c	**Net Block**									
	Balance as at March 31, 2017	**1 343.71**	**1 755.79**	**26.36**	**3 411.02**	**29.76**	**79.61**	**47.25**	**345.27**	**7 038.77**
	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**

5.2 Company has elected to measure all its property, plant and equipments at the previos 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, 2016	4,364.82	1 058.57	5 423.39
	Additions	-	-	-
	Deductions	-	205.44	205.44
	Balance as at March 31, 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**
b	**Accumulated Depreciation**			
	Balance as at April 01, 2016	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	Balance as at March 31, 2017	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	Balance as at March 31, 2018	**-**	**-**	**-**
c	**Net Block**			
	Balance as at March 31, 2017	4 364.82	853.13	5 217.95
	Balance as at March 31, 2018	**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	31.03.2018	31.03.2017
1	Investment properties	5392.97	5334.72

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		2017 - 18	2016 - 17
a	Rental Income	-	-
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.	-	0.12
Total		**-**	**0.12**

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, 2016	56.00	9.70	-	65.70
	Additions	-		264.00	264.00
	Deductions	-	-	-	-
	Balance as at March 31, 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**
b	**Accumulated Depreciation**				
	Balance as at April 01, 2016	-	4.34	-	4.34
	Additions	-	3.42	8.53	11.95
	Deductions	-	-	-	-
	Balance as at March 31, 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**
c	**Net Block**				
	Balance as at March 31, 2017	56.00	1.94	255.47	313.41
	Balance as at March 31, 2018	**56.00**	**0.84**	**241.85**	**298.69**

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

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
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		
	Equity shares - Unquoted	0.43	0.43
		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	6.66	5.34
	ii Mutual Fund - Unquoted	15 467.59	5 220.66
	Total Current Investments (B)	**15 474.25**	**5 226.00**
	Aggregate amount of quoted investments	6.66	5.34
	Aggregate amount of market value of quoted investments	6.66	5.34
	Aggregate amount of unquoted investments	38 731.55	28 484.62
	Aggregate amount of impairment in value of investments	-	-

9 OTHER FINANCIAL ASSETS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Security deposits (Secured, Considered good)	367.09	313.49
b	Bank Fixed Deposits having maturity more than 12 Months	312.27	482.47
		679.36	**795.96**
Held as margin money		312.27	482.47

10 OTHER ASSETS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
10A	**Non Current Assets**		
	Capital Advance	-	31.62
		-	**31.62**
10B	**Current Assets**		
	a Advances - For Supply of Goods and Services	373.96	1 883.00
	b Prepaid Expenses	611.04	454.32
	c Balance with tax authorities	-	78.80
		985.00	**2 416.12**

11 INVENTORIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Raw Materials	1 007.73	3 755.16
b	Stock-in-trade	3 132.75	315.50
c	Stores and Spares	267.63	284.02
d	Others - Scrap	0.02	0.02
		4 408.13	**4 354.70**

12 TRADE RECEIVABLES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
	Unsecured, considered good	7 053.75	6 548.27
		7 053.75	**6 548.27**

13 CASH AND CASH EQUIVALENTS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	**Balances with Banks**		
	In current accounts	1 989.61	1 065.89
	In fixed deposits	6 223.97	10 978.93
b	Cash on Hand	36.77	41.74
		8 250.35	**12 086.56**

14 BANK BALANCES OTHER THAN ABOVE

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Earmarked Bank Balances - Unpaid Dividends accounts	27.54	35.54
		27.54	**35.54**

15 LOANS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
	Unsecured, considered good		
a	Inter - corporate deposits	1 200.00	8.00
b	Employees	39.68	28.23
c	Others	4.22	7.56
		1 243.90	**43.79**

16 EQUITY SHARE CAPITAL

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
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 :

i The Company has only one class of equity shares referred to as equity shares having a par value of Rs. 10. Each holder of equity share is entitled to one vote per share.

ii 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.

iii 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 9,60,000 equity shares were bought back in financial year 2012 - 13.

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

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017	
	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%

g Reconciliation of number of shares outstanding:

(In Nos.)

Particulars	As at March 31, 2018	As at March 31, 2017
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, 2018	March 31, 2017
Equity	756.94	756.94
Other Equity	65 713.41	58 167.42
Total	**66 470.35**	**58 924.36**

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, 2018 and March 31, 2017. The Directors of the company did not recommend any final dividend for the F.Y. ended March 31, 2018.

19 TRADE PAYABLES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
19A	Non Current	28.41	278.64
19B	Current	1 734.79	1 260.43
		1 763.20	**1 539.07**

i Trade payables include ₹ NIL (Previous year ₹ NIL) due to creditors registered with the company as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSME).

ii No interest is paid / payable during the year to Micro, Small and Medium Enterprises.

iii The above information has been determined to the extent such parties could be identified on the basis of information available with the Company regarding the status of suppliers under the MSME.

20 PROVISIONS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
20A	**Non Current**		
	Employee Benefits - Gratuity	245.08	236.36
		245.08	**236.36**
20B	**Current**		
	Employee Benefits - Gratuity	29.47	27.40
		29.47	**27.40**

21 BORROWINGS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Loans from related parties (unsecured)		
From Directors	37.32	198.86
Total Borrowings	**37.32**	**198.86**

22 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Unpaid Dividend	27.54	35.53
b	Deposits from Agents and Others	1 231.83	947.08
c	Others	3 377.74	4 119.90
		4 637.11	**5 102.51**

23 OTHER CURRENT LIABILITIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Advance From Customer	1 454.14	2 118.61
b	Statutory Dues	53.34	52.93
c	Balance with tax authorities	68.75	-
		1 576.23	**2 171.54**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

24 REVENUE FROM OPERATIONS

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	**Operating revenues**		
i	Sale of Publications	9 401.30	9 689.74
ii	Revenue from Advertisements	26 206.48	23 540.38
iii	Other Income	648.30	659.64
iv	Bad Debt Recovery	226.39	224.91
v	Provision / Liability No Longer Required	517.11	33.80
		36 999.58	**34 148.47**
b	**Other operating revenues**		
i	Interest from financial asset measured at amortised cost	417.85	960.65
ii	Sale of Trading Goods	14.64	13.55
iii	Construction Revenue	48.00	264.00
		480.49	**1 238.20**
	Total (a + b)	**37 480.07**	**35 386.67**

25 OTHER INCOME

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
i	Interest from financial asset measured at amortised cost	720.91	849.28
ii	Interest on income tax refund	47.58	-
iii	Dividend income from investment measured at FVTPL	0.21	0.12
iv	Income From Wind Mill	-	13.68
v	Profit on Sale of Conversion of Land	4.84	1.48
vi	Net gain on investments carried at FVTPL	534.90	444.60
vii	Miscellaneous Income	69.00	39.94
		1 377.44	**1 349.10**

26 COST OF MATERIAL CONSUMED

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Newsprint Consumed	12 349.13	12 453.19
	12 349.13	**12 453.19**

27 CHANGES IN INVENTORIES / COST OF GOODS SOLD

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Cost of goods sold - real estate	11.60	3.55
Changes in invenory	214.58	0.75
	226.18	**4.30**

28 EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Salaries and wages	3 379.25	3 163.02
b	Contribution	77.06	75.87
c	Staff Welfare Expenses	3.29	3.15
		3 459.60	**3 242.04**

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	2017 - 18	2016 - 17
Employer's Contribution to Superannuation Fund	10.14	10.14
Employer's Contribution to Employee State Insurance Corporation Fund	12.97	6.15
Employer's Contribution to Pension Fund	25.92	29.80
Employer's Contribution to Provident Fund	28.03	29.78
Total	**77.06**	**75.87**

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, 2018	As at March 31, 2017
Defined benefit obligations as at beginning of the year	356.34	346.84
Current service cost	28.49	25.72
Interest cost	18.10	19.45
Actuarial Loss/(Gain) due to change in financial assumptions	(6.39)	9.61
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience	(17.79)	(15.81)
Benefits Paid	(12.83)	(29.47)
Defined benefit obligations as at end of the year	365.92	356.34

28.7 Reconciliation of Plan Asset **(₹ in Lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017
Plan Asset as at beginning of the year	92.58	119.15
Interest Income	1.22	3.12
Return on plan assets excluding amounts included in interest income	5.22	(0.22)
Contribution paid by employer	5.18	-
Benefits paid	(12.83)	(29.47)
Plan Asset as at end of the year	91.37	92.58

28.8 Funded Status **(₹ in Lacs)**

Particulars	As at March 31, 2017	As at March 31, 2016
Present Value of Benefit Obligation at the end of the Period	365.92	356.34
Fair Value of Plan Assets at the end of the Period	91.37	92.58
Funded Status / Deficit	274.55	263.76

28.9 Net amount Charged to Statement of Profit or Loss for the period **(₹ in Lacs)**

Particulars	2017 - 18	2016 - 17
Current service cost	28.49	25.72
Net Interest cost	16.88	16.33
Net amount recognized	45.37	42.05

28.10 Other Comprehensive income for the period (₹ in Lacs)

Particulars	2017 - 18	2016 - 17
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	(6.39)	9.61
Due to change in demographic assumption	-	-
Due to experience adjustments	(17.79)	(15.81)
Return on plan assets excluding amounts included in interest income	(5.22)	0.23
Amounts recognized in Other Comprehensive Income	(29.40)	(5.97)

28.11 Break up of Plan Assets

Particulars	31.03.2018	31.03.2017
Bonds of PSU	2.00%	7.34%
Others (Including bank balance)	98.00%	92.66%
Total	**100.00%**	**100.00%**

28.12 Actuarial Assumptions

Particulars	As at March 31, 2018	As at March 31, 2017
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 31.03.2018	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%	-5.49	-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%

As at 31.03.2017	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%	-5.76	-1.62%	6.10	1.71%
Salary Growth Rate	0.50%	0.50%	6.22	1.74%	-5.92	-1.66%
Withdrawal rate	10.00%	10.00%	0.90	0.25%	-1.01	-0.28%

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. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

28.15 Maturity Profile of the Defined Benefit Obligation

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%

As at March 31, 2017	₹ in Lacs	%
2018	176.31	37.30%
2019	23.25	4.90%
2020	30.70	6.50%
2021	34.28	7.30%
2022	19.16	4.10%
2023 - 2027	87.36	18.50%

29 FINANCE COST

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Interest Expenses on Financial liabilities carried at Amortized Cost		
	i To Bank	0.23	4.52
	ii To Directors	3.17	42.47
	iii To Other	33.95	31.38
b	Interest expense - Other	2.90	22.28
		40.25	**100.65**

30 OTHER EXPENSES

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Power and fuel	477.05	441.03
b	Stores and spares consumed	1 564.42	1 781.07
c	Feature, Newsgathering and purashkar expenses	515.65	531.93
d	Audit Fees*	9.85	11.85
e	License fees	2 070.88	1 655.94
f	Distribution Expenses	438.72	424.41
g	Taxi Expenses	437.29	426.45
h	Selling Expenses	1 825.01	1 484.38
i	Miscellaneous Expenses	2 325.80	2 366.10
		9 664.67	**9 123.16**
*	Payment to the Auditors		
	a For Statutory Audit	**6.34**	7.25
	b For Certification and other matters	**3.51**	4.61
		9.85	11.85

31 EXCEPTIONAL ITEMS

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Profit / (Loss) on discard of assets	(0.89)	41.07
b	Profit on sale of investment Property	30.60	-
		29.71	**41.07**

32 EARNING PER SHARE

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Net Profit after Tax	7 972.11	7 088.97
b	Weighted Average Shares (Nos. in Lacs)	75.69	75.69
c	Basic and Diluted Earning per Share (in Rupees)	105.32	93.65

33 DISCLOSURE PURSUANT TO APPENDIX - A TO IND AS 11 - " SERVICE CONCESSION ARRANGEMENTS"

33.1 Description and classification of the arrangment

The Company has entered into Service Concession Agreement with Vadodara Municipal Coporation (VMC) for the purpose of providing, fixing and operate 104 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	2017-18	2016-17
a	Amount of Contract Revenue recognised as revenue during the year	48.00	264.00
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	48.00	264.00
	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	2017 - 18	2016 - 17
Current income tax	**4 230.00**	**3 761.00**
Deferred tax		
Relating to origination and reversal of temporary difference	94.78	229.23
Deferred tax expense / (income)	94.78	229.23
Income tax expense	4324.78	3990.23

34.2 Deferred tax items relating to Equity (₹ in Lacs)

Particulars	2017 - 18	2016 - 17
Relating to reversal of temporary difference	-	(2 503.34)
Deferred tax expense / (income)	-	(2 503.34)

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

Particulars	As at March 31, 2018	As at March 31, 2017
Income tax assets - Current	80.30	128.06
Income tax liabilities - Current	70.00	59.75
Deferred tax liabilities	416.44	321.67

34.4 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	2017 - 18	2016 - 17
a **Accounting profit before tax**	12 296.89	11 079.20
Normal tax rate	34.608%	34.608%
Tax liability on accounting profit	4 255.71	3 834.29
Current Tax		
Tax Effect of non deductible expenses	(30.22)	8.77
Tax effect of differential tax rates	2.79	0 .00
Effect of income that is exempted from tax	0.07	0 .00
Tax Effect on Ind AS impact	(3.02)	480.88
Other	4.67	(1.03)
Deferred Tax		
Reversal of deferred tax liability	133.88	(310.17)
Reversal of deferred tax asset	(39.11)	(22.51)
Income tax expenses as per normal tax rate	**4 324.78**	**3 990.23**

34.5 There is no change in the applicable tax rate as compared to previous financial year.

34.6 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, 2018	March 31, 2017
Deferred tax liability		
Property, plant and equipment	602.27	464.98
Investments	57.57	60.99
Total Deferred tax liability	**659.84**	**525.97**
Deferred tax asset		
Provision for expenses	148.38	96.43
Employee benefits	95.02	106.97
Other	-	0.90
Total Deferred tax asset	**243.40**	**204.30**
Net Deferred Tax Liability Recognized	**416.44**	**321.67**

35 FINANCIAL INSTRUMENTS

35.1 Disclosure of Financial Instruments by Category

As at March 31, 2018 **(₹ in Lacs)**

Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
Financial asset						
Investment in equity instruments	8A - 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	12	-	-	7 053.75	7 053.75	7 053.75
Cash and cash equivalent	13	-	-	8 250.35	8 250.35	8 250.35
Bank balance other than above	14	-	-	27.54	27.54	27.54
Loans	15	-	-	1 243.90	1 243.90	1 243.90
Total Financial assets		**15 474.25**	**0.43**	**17 254.91**	**32 729.60**	**32 729.60**
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**

As at March 31, 2017 **(₹ in Lacs)**

Financial instruments by categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
Financial asset						
Investment in equity instrument	8B	5.34	0.43	-	5.77	5.77
Investment in mutual fund	8B	5 220.66	-	-	5 220.66	5 220.66
Investment in NSC	8A	-	-	0.01	0.01	0.01
Other Financial Asset	9	-	-	795.96	795.96	795.96
Trade Receivable	12		-	6 548.27	6 548.27	6 548.27
Cash and cash equivalent	13	-	-	12 086.56	12 086.56	12 086.56
Bank balance other than above	14	-	-	35.54	35.54	35.54
Loans	15	-	-	43.79	43.79	43.79
Total Financial assets		**5 226.00**	**0.43**	**19 510.14**	**24 736.56**	**24 736.56**
Financial liability						
Trade Payables	19	-	-	1 539.07	1 539.07	1 539.07
Borrowings	21	-	-	198.86	198.86	198.86
Other financial liabilities	22	-	-	5 102.51	5 102.51	5 102.51
Total Financial Liabilities		**-**	**-**	**6 840.44**	**6 840.44**	**6 840.44**

36 FAIR VALUE MEASUREMENT

Fair Value Measurement of Financial asset and Financial liabilties

36.1 Fair value hierarchy (₹ in Lacs)

Particulars	Note No.	Level 1	Level 2	Level 3	Total
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**
As at March 31, 2017					
Financial Assets Measured at FV - Recurring FVM					
Investment in equity instrument	8A - 8B	5.34	-	0.43	5.77
Investment in mutual fund	8B	-	5 220.66	-	5 220.66
Total of Financial Assets		**5.34**	**5 220.66**	**0.43**	**5 226.43**
Non financial assets measured at cost					
Investment properties	6	-	5 217.95	-	5 217.95
			5 217.95	**-**	**5 217.95**

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.

36.6 Valuation technique and unobservable inputs used to determine fair value in level 3

a The fair value of investment in equity shares of Applewoods Estate private Limited is based on discounted cash flow using income method. Forecasted cash flow used as unobservable input to determine the fair value.

A one percentage change in the unobservable input used in fair valuation has insignificant impact.

Reconciliation of investment in equity instruments (₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	-	10 678.41
Fair value gain		
Reversal of fair value effect [(1)]	-	(7 234.00)
Transfer of investments from fair value through OCI category to investment in associate[(1)]	-	(3 444.41)
Closing balance	-	-

[(1)] On conversion of FCCD during the year, Applewoods Estate Private Limited became the associate of the Company. To account for investment in associate at cost, the fair value effect, on shares of Applewoods Estate Private Limited held by the company prior to conversion of FCCD, has been reversed. Since then fair value disclosure of investment in AEPL is not required.

b As investment in other equity shares of ₹ 0.43 Lacs is not material, the carrying value of such shares is considered to be its fair value.

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, interest risk and other price 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, 2018 no outstanding amount is payable for purchase of imported material.

ii Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company generally uses buyer's credit facility from bank for a short term period. Interest rate applied for this facility is fixed for that period. Hence company does not have any interest rate risk.

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 31, 2018	March 31, 2017
Investments in Mutual Funds	15 467.59	5 220.66
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 31, 2018	March 31, 2017
NAV increases by 0.5%	50.57	17.07
NAV decreases by 0.5%	(50.57)	(17.07)

iv 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, 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	-
As at March 31, 2017			
Trade Payables	1 539.07	1 260.43	278.64
Borrowings	198.86	198.86	-
Other financial liabilities	5 102.51	5 102.51	-

v 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 that 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 ₹ 7053.75 Lacs as on March 31, 2018 and ₹ 6548.27 Lacs as on March 31, 2017.

38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ In Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
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.		
b	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for.	68.45	805.53

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 given 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, 2018

40 RELATED PARTIES DISCLOSURE:

40.1 Related party :

(a) Name of Key Managerial Personnel :

1	Mr. Falgunbhai Patel	Chairman & Managing Director
2	Mr. Parthiv Patel	Managing Director
3	Mr. Yogesh Jani	Whole Time Director
4	Mrs. Pannaben F Patel	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 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 Loan transactions							
	Loan given	-	-	-	-	-	-	-
	Loan repayment	-	-	-	-	-	-	-
	2 Purchase of property, plant and equipment	-	-	-	0.05	-	-	0.05
	3 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 Interest Income	-	-	-	-	-	-	-
	3 License Fees Income	-	32.05	-	-	-	-	32.05
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 Dividend paid	79.09	-	-	194.28	0.52	-	273.89
	6 Contribution to fund	-	-	-	-	-	15.14	15.14
e	Conversion of Debenture into Equity Shares	-	-	-	-	-	-	-
	Receipt for fractional shares on conversion of FCCDs	-	-	-	-	-	-	-
f	**Balance outstanding:-**							
	i Assets							
	1 Investment in shares and Debentures	-	1.00	23 262.52	-	-	-	23 263.52
	2 Capital Advance	-	-	-	-	-	-	-

Sr. No.	Particulars	KMP	Subsidiary	Associate	Enterprise over which KMP having control or significant influence	Relative of KMP	Post - employment benefit plan	Total
	3 Security Deposit	-	-	-	132.79	-	-	132.79
	4 Advertisement Revenue Receivable	-	-	-	-	-	-	-
	5 Maintenance Deposit	-	-	14.17	-	-	-	14.17
	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

ii For the year 2016 - 17 (₹ 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 Loan transactions							
	Loan taken	-	-	-	-	-	-	-
	Loan Repayment	-	16.00	-	-	-	-	16.00
	2 Purchase of property, plant and equipment	-	-	8.26	3.18	-	-	11.44
	3 Purchase of Investment Property	-	-	-	-	-	-	-
b	**Liabilities**							
	Loan transactions							
	Loan taken	285.50	-	-	-	-	-	285.50
	Loan Repayment	564.33	-	-	-	-	-	564.33
c	**Incomes**							
	1 Advertisement revenue	-	-	19.94	1.12	-	-	21.06
	2 Interest Income	-	-	788.96	-	-	-	788.96
	3 License Fees Income	-	24.22	-	-	-	-	24.22

Sr. No.	Particulars	KMP	Subsidiary	Associate	Enterprise over which KMP having control or significant influence	Relative of KMP	Post - employment benefit plan	Total
d	**Expenses**							
	1 Remuneration Expenses	1 249.81	-	-	-	4.29	-	1 254.10
	2 Interest Expenses	42.47	-	-	-	-	-	42.47
	3 Rent Expenses	-	-	-	9.65	-	-	9.65
	4 Maintenance Expense	-	-	0.26	0.08	-	-	0.34
	5 Dividend paid	79.09	-	-	203.55	0.52	-	283.16
	6 Contribution to funds	-	-	-	-	-	10.14	10.14
e	Conversion of Debenture into Equity Shares	-	-	20 424.89	-	-	-	20 424.89
	Receipt for fractional shares on conversion of FCCDs	-	-	0.06	-	-	-	0.06
f	**Balance outstanding:-**							
	i Assets							
	1 Investment in shares and Debentures	-	1.00	20 424.89	-	-	-	20 425.89
	2 Capital Advance	-	-	32.26	-	-	-	32.26
	3 Security Deposit	-	-	-	132.79	-	-	132.79
	4 Advertisement Revenue Receivable	-	-	0.70	0.02	-	-	0.72
	5 Maintenance Deposit	-	-	14.17	-	-	-	14.17
	ii Liabilities							
	1 Loan taken	198.86	-	-	-	-	-	198.86
	2 Advertisement Deposit	-	-	10.00	-	-	-	10.00
	3 Remuneration Payable (including commission)	1 043.48	-	-	-	0.36	-	1 043.84
	4 Rent expenses payable	-	-	-	0.75	-	-	0.75

iii **Compensation of key managerial personnel of the company** (₹ in Lacs)

Particulars	2017-18	2016-17
Short - term employee benefit	1 287.82	1 207.68
Post - employment benefit	47.13	42.13
Total	**1 334.95**	**1 249.81**

40.3 Disclosure of material transactions with Related Party: (₹ in Lacs)

Sr. No.	Particulars	2017 - 18	2016 - 17
a	**Assets**		
	1 Loan transactions		
	i Loan repayment from		
	Sandesh Digital Private Limited	-	16.00
	2 Purchase of property, plant and equipment		
	Sandesh Procon LLP	0.05	3.18
	Applewoods Estate Private Limited	-	8.26
	3 Purchase of investment property		
	Applewoods Estate Private Limited	160.50	-
b	**Liabilities**		
	1 Loan transactions		
	i Loan taken from		
	Mr Falgun Patel	15.00	15.50
	Mr Parthiv Patel	22.00	110.00
	Mrs. Panna Patel	-	160.00
	ii Loan repayment to		
	Mr Falgun Patel	15.00	10.09
	Mr Parthiv Patel	22.00	392.76
	Mrs. Panna Patel	161.77	161.48
c	**Incomes**		
	1 Advertisement Revenue		
	Applewoods Estate Private Limited	26.10	19.94
	Sandesh Procon LLP	-	1.12
	2 Interest Income		
	Applewoods Estate Private Limited	-	788.96
	3 License Fees Income		
	Sandesh Digital Private Limited	28.42	24.22
d	**Expenses**		
	1 Remuneration Expenses		
	Short - term employee benefit		
	Mr Falgun Patel	610.50	574.25
	Mr Parthiv Patel	632.80	594.05
	Post - employment benefit		
	Mr Falgun Patel	34.50	30.75
	Mr Parthiv Patel	12.20	10.95
	2 Interest Expenses		
	Mr Falgun Patel	1.20	1.92
	Mr Parthiv Patel	1.76	23.36
	Mrs. Panna Patel	0.21	17.19

Sr. No.	Particulars	2017 - 18	2016 - 17
3	**Rent Expenses**		
	Satlon Enterprise Private Limited	9.85	9.65
4	**Maintenance Expense**		
	Acquest Estate Private Limited	-	0.08
	Applewoods Estate Private Limited	-	0.26
5	**Dividend paid**		
	Mr Parthiv Patel	49.77	49.77
	Satlon Enterprise Private Limited	-	-
	Mr Falgun Patel	19.32	19.32
	Mrs. Panna Patel	10.00	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
e	**Conversion of Debenture into Equity Shares**		
	Applewoods Estate Private Limited	-	20 424.89

40.4 Disclosure requirement as per Schedule V of SEBI (Listing Obligations and Disclosure Requirments) Regluations, 2015

Particulars	2017-18	2016-17
Loan given to wholly owned subsidiary		
Outstanding Balance at the year end	-	-
Maximum amount Outstanding during the year	-	16.00

41 During the period under audit, Finance segment no longer meets the criteria as per Ind AS and there is only one reportable segment namely Media. In view of this, the company has not given segment information.

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

As per our report of even date attached.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of
The Sandesh Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of The Sandesh Limited ("the Holding Company") and its subsidiary (the Holding company and its subsidiary together referred to as "the Group") and its associate company, comprising of the consolidated balance sheet as at March 31, 2018 the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with relevant rules issued thereunder.

The respective Board of Directors of the Company included in the Group and of its associate company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including, of the consolidated state of the affairs of the Group and its associate company as at March 31, 2018, and their consolidated profit including other comprehensive income, their consolidated cash flows and their consolidated statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept 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), the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder.

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company and its associate company incorporated in India, none of the Directors of these companies is disqualified as on March 31, 2018 from being appointed as a Director of that company in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A", which is based on the auditor's reports of the Holding company, subsidiary company and associated company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operation effectiveness of the internal financial control over financial reporting of those companies, for the reason stated therein

   g. 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, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the Group and its associate company in its consolidated financial statements – Refer Note 38 to the consolidated financial statements;

      (ii) The Group and its associate 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 Group and its associate company.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W / W100136

(K. B. Solanki)
Partner
Membership No.110299

Date : May 28, 2018
Place : Ahmedabad

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report on the consolidated financial statements for the year ended March 31, 2018, we report that:

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, 2018, 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, 2018, 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, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. 106041W / W100136

(K. B. Solanki)
Partner
Membership No.110299

Date : May 28, 2018
Place : Ahmedabad

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
A ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	5	8 182.22	7 038.77
(b) Capital work-in-progress		21.55	1 080.81
(c) Investment property	6	5 276.20	5 217.95
(d) Intangible assets	7	298.69	313.41
(e) Financial assets			
(i) Investments	8A	23 600.41	23 396.71
(ii) Other financial assets	9	679.36	795.96
(f) Non current assets	10A	0.00	31.62
		38 058.43	**37 875.23**
(2) Current assets			
(a) Inventories	11	4 408.13	4 354.70
(b) Financial assets			
(i) Investments	8B	15 638.84	5 271.85
(ii) Trade receivables	12	7 086.36	6 581.78
(iii) Cash and cash equivalents	13	8 253.17	12 099.38
(iv) Bank balances other than above	14	27.54	35.54
(v) Loans	15	1 244.23	43.79
(c) Current tax asset (net)	34	80.31	128.06
(c) Other current assets	10B	985.00	2 416.56
		37 723.58	**30 931.66**
Total Assets		**75 782.01**	**68 806.89**
B EQUITY AND LIABILITIES			
I EQUITY			
(a) Equity share capital	16	756.94	756.94
(b) Other equity		66 239.60	58 380.10
		66 996.54	**59 137.04**
II LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Trade payables	19A	28.41	278.64
(b) Provisions	20A	245.60	237.08
(c) Deferred tax liabilities (net)	34	416.13	321.28
		690.14	**837.00**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	37.32	198.87
(ii) Trade payables	19B	1 745.95	1 268.38
(iii) Other financial liabilities	22	4 637.81	5 102.69
(b) Other current liabilities	23	1 574.23	2 172.16
(c) Provisions	20B	29.47	27.40
(d) Current tax liabilities (net)	34	70.55	63.35
		8 095.33	**8 832.85**
Total Equity and Liabilities		**75 782.01**	**68 806.89**

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

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars			Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
I	Revenue from operations		24	37 732.88	35 576.63
II	Other income		25	1 383.15	1 349.97
III	**Total revenue (I + II)**			**39 116.03**	**36 926.60**
IV	**Expenses ::**				
	a	Cost of material consumed	26	12 349.13	12 453.19
	b	Changes in inventories / Cost of goods sold	27	226.18	4.30
	c	Employee benefits expense	28	3 510.33	3 304.72
	d	Finance cost	29	40.31	101.16
	e	Depreciation and amortisation expenses	5	850.50	774.30
	f	Other expenses	30	9725.27	9166.89
	Total expenses (IV)			**26 701.72**	**25 804.56**
V	**Profit before Share of Profit of Associate, exceptional item and tax (III - IV)**			**12 414.31**	**11 122.04**
VI	Share of profit of associate			203.11	133.30
VII	**Profit before exceptional item and tax (V+ VI)**			**12 617.42**	**11 255.34**
VIII	Exceptional items		31	29.71	41.07
IX	**Profit before tax**			**12 647.13**	**11 296.41**
X	**Tax expenses ::**				
	a	Current Tax		4268.12	3 786.47
	b	Deferred Tax		94.83	229.43
		Total Tax Expense		**4 362.95**	**4 015.90**
XI	**Profit for the Year (IX - X)**			**8 284.18**	**7 280.51**
XII	**Other comprehensive income**				
	a (i)	Items that will not be reclassified to profit or loss			
		Remeasurement of defined benefit obligations		30.25	6.18
		Share in Other Comprehensive Income of Associate		0.59	0.45
	(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		-	-
XIII	**Total Other Comprehensive Income**			**30.84**	**6.63**
XIV	**Total Comprehensive Income (XI + XIII)**			**8 315.02**	**7 287.14**
XV	**Net Profit attributable to**				
	a	Owners of the company		8 284.18	7 280.51
	b	Non Controlling Interest		-	-
XVI	**Other Comprehensive Income attributable to**				
	a	Owners of the company		30.84	6.63
	b	Non Controlling Interest		-	-
XVII	**Total Comprehensive Income attributable to**				
	a	Owners of the company		8 315.02	7 287.14
	b	Non Controlling Interest		-	-
XVIII	**Earnings per Equity Share:**				
	Basic- Rs. Per Share		32	109.44	96.18
	Diluted - Rs. Per Share			109.44	96.18

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

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

Parthiv Patel
(DIN: 00050211)
Managing Director

Dhaval Pandya
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

A Equity Share Capital (₹ in Lacs)

Particulars	For the year ended	
	March 31, 2018	March 31, 2017
Changes during the year	-	-
Balance at the reporting period	756.94	756.94

B Other Equity (₹ in Lacs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Equity Instrument through Other Comprehensive Income	
Balance as at April 01, 2017	0.44	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	-	-	-	0.59	-	0.59
Dividends (including tax on dividend)	-	-	-	(455.52)	-	(455.52)
Reversal of fair value effect [1]	-	-	-	-	-	0.00
Balance as at March 31, 2018	**0.44**	**1 316.63**	**49 584.79**	**15 337.74**	**-**	**66 239.60**
Balance as at April 01, 2016	0.44	1 316.63	49 584.79	646.62	4 730.46	56 278.94
Profit for the period	-	-	-	7 280.51	-	7 280.51
Items of the OCI for the year, net of tax						
Total Comprehensive Income for the year	-	-	-	6.18	-	6.18
Remeasurement benefit of defined benefit plans	-	-	-	0.45	-	0.45
Share in Other Comprehensive Income of Associate					-	-
Dividends (including tax on dividend)	-	-	-	(455.52)	-	(455.52)
Reversal of fair value effect [1]	-	-			(4 730.46)	(4,730.46)
Balance as at March 31, 2017	**0.44**	**1 316.63**	**49 584.79**	**7 478.24**	**-**	**58 380.10**

[1] On conversion of FCCD, Applewoods Estate Private Limited became the associate of the Company. To account for the investment in associate at cost, the fair value effect on shares of Applewoods Estate Private Limited held by the company prior to conversion of FCCD, has been reversed.

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

As per our report of even date attached.

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(DIN: 00050211)
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Dhaval Pandya
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(₹ In Lacs)

Particulars		For the year ended	
		March 31, 2018	March 31, 2017
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX	12 647.13	11 296.41
	Adjustments for		
	Depreciation and amortisation	850.50	774.30
	Profit on sale of property, plant and equipments	(29.71)	(41.07)
	Gain on sale of investment	(547.26)	(335.92)
	Changes in fair value of financial assets at fair value through profit or loss	8.15	(109.58)
	Dividend income	(0.21)	(0.12)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**12 928.60**	**11 584.02**
	Adjustments for		
	Trade and other receivables	(504.58)	(506.37)
	Inventories	(53.43)	(2 024.30)
	Payables, other financial liabilities and provision	(794.64)	583.60
	Loans, other financial assets and other assets	387.34	4 166.53
	CASH GENERATED FROM OPERATIONS	**11 963.29**	**13 803.48**
	Direct Taxes Paid	(4 213.17)	(3 975.90)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**7 750.12**	**9 827.58**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipments	(980.29)	(1 947.48)
	Sale of property, plant and equipment	59.46	73.43
	Purchase of Investment	(10 030.99)	(1 594.10)
	Sale of Investment property	(27.65)	205.44
	Dividend Income	0.21	0.12
	NET CASH FLOW FROM INVESTING ACTIVITIES	**(10 979.26)**	**(3 262.59)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short term borrowings (Net)	(161.55)	(1 226.00)
	Dividend Paid(including Dividend Distribution Tax)	(455.52)	(455.50)
	NET CASH FLOW IN FINANCING ACTIVITIES	**(617.07)**	**(1 681.50)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(3 846.21)**	**4 883.49**
	CASH AND CASH EQUIVALENTS AS ON 31.3.2017	**12 099.38**	**7 215.89**
	CASH AND CASH EQUIVALENTS AS ON 31.3.2018	**8 253.17**	**12 099.38**

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

For, Manubhai & Shah LLP
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Managing Director

Dhaval Pandya
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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 and associate (collectively, the Group) for the year ended March 31, 2018.

The Sandesh Limited (the 'Parent Company') is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act 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, 2018.

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

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Advertisement revenue

Advertisement revenue is recognised as and when advertisement is published / displayed / aired and is disclosed net of trade discounts and Service Tax / Goods and Service Tax.

Revenue from online advertisements is recognised when users view impressions or click on display advertisements on web-pages of Sandesh Properties and sites.

Circulation revenue

Sale of newspaper and magazine is recognised when the significant risk and rewards of ownership have passed on to the buyers and is disclosed net of sales return and discounts.

Real estate revenue

Sale of real estate is recognised when the significant risks and rewards of ownership have passed on to the customer.

Construction contract revenue

The outcome of a fixed price construction contract can be estimated reliably when total contract revenue can be measured reliably, it is probable that economic benefits associated with the contract will flow to the Group, contract costs to complete the contract and stage of contract completion at the end of the reporting period can be measured reliably and contract cost attributable to the contract can be identified and measured reliably.

Percentage of completion is determined based on the proportion of actual cost incurred to the total estimated cost of the project. The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognised in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

Contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured. Contract revenue is measured at the fair value of the consideration received or receivable.

Contract cost associated with contract revenue is recognised as expense by reference to the stage of completion of the contract activity at the end of the reporting period. Contract cost comprises of cost that relate directly to the specific contract, cost that are attributable to contract activity in general and can be allocated to the contract and such other cost as are specifically chargeable to the customer under the terms of the contract.

An expected loss on construction contract is recognized as an expense immediately when it is certain that the total contract costs will exceed the total contract revenue.

Revenue from scrap sale

Sale of waste paper and scrap is recognised when the significant risk and rewards of ownership have passed on to the buyers.

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. Assets costing less than rupees five thousand each is fully depreciated in the year of purchase.

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 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 life 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 be 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 ninety days 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 first-in-first-out 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

"Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs (""MCA"") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The amendment will come into force from April 1, 2018.

The Company has evaluated the effect of this on the financial statements and the impact is not material."

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018.

The Company has evaluated the effect of this on the financial statements and the impact is not material.

5 PROPERTY, PLANT AND EQUIPMENT

5.1 Property, Plant and Equipments consist of :

(₹ in lacs)

No.	Particulars	Land	Buildings		Plant & Equipment	Electric Fittings	Furniture & Fixtures	Office Equipment	Vehicles	Total
			Freehold	Leasehold						
a	**Gross Block**									
	Balance as at April 01, 2016	**1 343.71**	**1 927.57**	**-**	**3 852.32**	**50.38**	**113.58**	**81.22**	**552.05**	**7 920.83**
	Additions	-	0.00	26.68	464.21	0.00	12.22	27.02	104.29	634.42
	Deductions	-	-	-	66.43	-	0.00	7.17	117.18	190.78
	Balance as at March 31, 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	0.00	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**
b	**Accumulated Depreciation**									
	Balance as at April 01, 2016	**-**	**86.70**	**-**	**420.28**	**11.60**	**18.55**	**27.59**	**157.05**	**721.77**
	Additions	-	85.08	0.32	478.46	9.02	27.64	32.83	129.00	762.35
	Deductions	-	-	-	59.66	-	0.00	6.60	92.16	158.42
	Balance as at March 31, 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		1.24	9.61	.23	752.19
	Balance as at March 31, 2018	-	253.11	1.60	624.89	27.70	67.16	71.49	315.34	1 361.29
c	**Net Block**									
	Balance as at March 31, 2017	**1 343.71**	**1 755.79**	**26.36**	**3 411.02**	**29.76**	**79.61**	**47.25**	**345.27**	**7 038.77**
	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**

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, 2016	4,364.82	1 058.57	5 423.39
	Additions	0.00	0.00	0.00
	Deductions	-	205.44	205.44
	Balance as at March 31, 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**
b	**Accumulated Depreciation**			
	Balance as at April 01, 2016	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	Balance as at March 31, 2017	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	Balance as at March 31, 2018	**-**	**-**	**-**
c	**Net Block**			
	Balance as at March 31, 2017	4 364.82	853.13	5 217.95
	Balance as at March 31, 2018	**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	31.03.2018	31.03.2017
1	Investment properties	5392.97	5334.72

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)

No.	Particulars	2017 - 18	2016 - 17
a	Rental Income	-	-
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.	-	0.12
Total		**-**	**0.12**

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, 2016	56.00	9.70	-	65.70
	Additions	-		264.00	264.00
	Deductions	-	-	-	-
	Balance as at March 31, 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**
b	**Accumulated Depreciation**				
	Balance as at April 01, 2016	-	4.34	-	4.34
	Additions	-	3.42	8.53	11.95
	Deductions	-	-	-	-
	Balance as at March 31, 2017	-	7.76	8.53	16.29
	Additions	-	1.11	61.61	62.72
	Deductions	-	-	-	-
	Balance as at March 31, 2018	**-**	**8.87**	**70.14**	**79.01**
c	**Net Block**				
	Balance as at March 31, 2017	56.00	1.94	255.47	313.41
	Balance as at March 31, 2018	**56.00**	**0.83**	**241.86**	**298.69**

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

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
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)	23 599.97	23 396.27
		23 599.97	**23 396.27**
	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		
	National Saving Certificates	0.01	0.01
		0.01	**0.01**
	Total Non - Current Investments (A)	**23 600.41**	**23 396.71**
8B	**Current Investments**		
	a Investments carried at fair value through profit or loss		
	i Equity shares - Quoted	6.66	5.34
	ii Mutual Fund - Unquoted	15 632.18	5266.51
	Total Current Investments (B)	**15 638.84**	**5 271.85**
	Aggregate amount of quoted investments	6.66	5.34
	Aggregate amount of market value of quoted investments	6.66	5.34
	Aggregate amount of unquoted investments	39 232.59	28 663.23
	Aggregate amount of impairment in value of investments	-	-

9 OTHER FINANCIAL ASSETS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Security deposits (Secured, Considered good)	367.09	313.49
b	Bank Fixed Deposits having maturity more than 12 Months	312.27	482.47
		679.36	**795.96**
Held as margin money		312.27	482.47

10 OTHER ASSETS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
10A	**Non Current Assets**		
	a Capital Advance to related party	-	31.62
		-	**31.62**
10B	**Current Assets**		
	a Advances - For Supply of Goods and Services	373.96	1 883.00
	b Prepaid Expenses	611.04	454.45
	c Balance with tax authorities	0.00	79.11
		985.00	**2 416.56**

11 INVENTORIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Raw Materials	1 007.73	3 755.16
b	Stock-in-trade (in respect of goods acquired for trading)	3 132.75	315.50
c	Stores and Spares	267.63	284.02
d	Others - Scrap	0.02	0.02
		4 408.13	**4 354.70**

12 TRADE RECEIVABLES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
	Unsecured, considered good	7 086.36	6 581.78
		7 086.36	**6 581.78**
12.1	Dues from company where directors are interested (included above)	-	-

13 CASH AND CASH EQUIVALENTS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	**Balances with Banks**		
	In current accounts	1 992.38	1 078.41
	In fixed deposits*	6 223.97	10 978.93
b	Cash on Hand	36.82	42.04
		8 253.17	**12 099.38**

14 BANK BALANCES OTHER THAN ABOVE

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Earmarked Bank Balances - Unpaid Dividend accounts	27.54	35.54
	27.54	**35.54**

15 LOANS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
	Unsecured, considered good		
a	Inter - corporate deposits	1 200.00	8.00
b	Employees	39.68	28.23
c	Others	4.55	7.56
		1 244.23	**43.79**

16 EQUITY SHARE CAPITAL

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
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 :

i 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.

ii 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.

iii 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 9,60,000 equity shares were bought back in financial year 2012 - 13.

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

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017	
	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%

g Reconciliation of number of shares outstanding:

(In Nos.)

Particulars	As at March 31, 2018	As at March 31, 2017
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, 2018	March 31, 2017
Equity	756.94	756.94
Other Equity	66 239.60	58 380.10
Total	**66 996.54**	**59 137.04**

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, 2018. The Directors of the parent company did not recommend any final dividend for the F.Y. ended March 31, 2018.

19 TRADE PAYABLES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
19A	Non Current	28.41	278.64
19B	Current	1 745.95	1 268.38
		1 774.36	**1 547.02**

i Trade payables include ₹ NIL (Previous year ₹ NIL) due to creditors registered with the company as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSME).

ii No interest is paid / payable during the year to Micro, Small and Medium Enterprises.

iii The above information has been determined to the extent such parties could be identified on the basis of information available with the Company regarding the status of suppliers under the MSME.

20 PROVISIONS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
20A	**Non Current**		
	Employee Benefits - Gratuity	245.60	237.08
		245.60	**237.08**
20B	**Current**		
	Employee Benefits - Gratuity	29.47	27.40
		29.47	**27.40**

21 BORROWINGS

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
	Loans from related parties (unsecured)		
	From Directors	37.32	198.86
		37.32	**198.86**

22 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Unpaid Dividend	27.54	35.54
b	Deposits from Agents and Others	1 231.91	947.08
c	Others	3 378.36	4 120.07
		4 637.81	**5 102.69**

23 OTHER CURRENT LIABILITIES

(₹ in Lacs)

No.	Particulars	As at March 31, 2018	As at March 31, 2017
a	Advance From Customer	1 454.14	2 118.61
b	Statutory Dues	54.06	53.55
c	Balance with tax authorities	66.03	-
		1 574.23	**2 172.16**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

24 REVENUE FROM OPERATIONS

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	**Operating revenues**		
i	Sale of Publications	9 401.30	9 689.74
ii	Revenue from Advertisements	26 459.29	23 730.08
iii	Other Income	648.30	659.64
iv	Bad Debt Recovery	226.39	224.91
v	Provision / Liability No Longer Required	517.11	34.06
		37 252.39	**34 338.43**
b	**Other operating revenues**		
i	Interest from financial asset measured at amortised cost	417.85	960.65
ii	Sale of Trading Goods	14.64	13.55
iii	Construction Revenue	48.00	264.00
		480.49	**1 238.20**
	Total (a + b)	**37 732.88**	**35 576.63**

25 OTHER INCOME

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
i	Interest from financial asset measured at amortised cost	720.91	849.30
ii	Interest on income tax refund	47.58	0.00
iii	Dividend income from investment measured at FVTPL	0.21	0.12
iv	Income From Wind Mill	-	13.68
v	Profit on Sale of Conversion of Land	4.84	1.48
vi	Net gain on investments carried at FVTPL	540.44	445.55
vii	Miscellaneous Income	69.17	39.84
		1 383.15	**1 349.97**

26 COST OF MATERIAL CONSUMED

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Newsprint Consumed	12 349.13	12 453.19
	12 349.13	**12 453.19**

27 CHANGES IN INVENTORIES / COST OF GOODS SOLD

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Cost of goods sold - real estate	11.60	3.55
Changes in invenory	214.58	0.75
	226.18	**4.30**

28 EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Salaries and wages	3 429.35	3 225.14
b	Contribution	77.69	76.43
c	Staff Welfare Expenses	3.29	3.15
		3 510.33	**3 304.72**

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	2017 - 18	2016 - 17
Employer's Contribution to Superannuation Fund	10.14	10.14
Employer's Contribution to Employee State Insurance Corporation Fund	13.38	6.34
Employer's Contribution to Pension Fund	26.07	30.06
Employer's Contribution to Provident Fund	28.10	29.89
Total	**77.69**	**76.43**

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, 2018	As at March 31, 2017
Defined benefit obligations as at beginning of the year	357.06	347.09
Current service cost	29.09	26.37
Interest cost	18.15	19.47
Actuarial Loss/(Gain) due to change in financial assumptions	(6.41)	9.65
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience	(18.61)	(16.05)
Benefits Paid	(12.83)	(29.47)
Defined benefit obligations as at end of the year	366.45	357.06

28.7 Reconciliation of Plan Asset **(₹ in Lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017
Plan Asset as at beginning of the year	92.58	119.15
Interest Income	1.22	3.12
Return on plan assets excluding amounts included in interest income	5.22	(0.22)
Contribution paid by employer	5.18	-
Benefits paid	(12.83)	(29.47)
Plan Asset as at end of the year	91.37	92.58

28.8 Funded Status **(₹ in Lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Benefit Obligation at the end of the Period	366.45	357.06
Fair Value of Plan Assets at the end of the Period	91.37	92.58
Funded Status / Deficit	275.08	264.47

28.9 Net amount Charged to Statement of Profit or Loss for the period **(₹ in Lacs)**

Particulars	2017 - 18	2016 - 17
Current service cost	29.09	26.37
Net Interest cost	16.93	16.35
Net amount recognized	46.02	42.72

28.10 Other Comprehensive income for the period (₹ in Lacs)

Particulars	2017 - 18	2016 - 17
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	9.59	9.65
Due to change in demographic assumption	-	-
Due to experience adjustments	(16.63)	(16.05)
Return on plan assets excluding amounts included in interest income	0.23	0.23
Amounts recognized in Other Comprehensive Income	(6.81)	(6.17)

28.11 Break up of Plan Assets

Particulars	31.03.2018	31.03.2017
Bonds of PSU	2.00%	7.34%
Others (Including bank balance)	98.00%	92.66%
Total	**100.00%**	**100.00%**

28.12 Actuarial Assumptions

Particulars	As at March 31, 2018	As at March 31, 2017
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 31.03.2018	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%

As at 31.03.2017	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%	-6.48	-1.62%	5.38	1.71%
Salary Growth Rate	0.50%	0.50%	5.50	1.74%	-6.64	-1.66%
Withdrawal rate	10.00%	10.00%	0.18	0.25%	-1.73	-0.28%

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. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

28.15 Maturity Profile of the Defined Benefit Obligation

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%

As at March 31, 2017	₹ in Lacs	%
2018	176.31	37.30%
2019	23.25	4.90%
2020	30.70	6.50%
2021	34.28	7.30%
2022	19.16	4.10%
2023 - 2027	87.36	18.50%

29 FINANCE COST

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Interest Expenses on Financial liabilities carried at Amortized Cost		
	i To Bank	0.23	4.52
	ii To Directors	3.17	42.47
	iii To Other	33.95	31.38
b	Interest expense - Other	2.96	22.79
		40.31	**101.16**

30 OTHER EXPENSES

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Power and fuel	477.05	441.03
b	Stores and spares consumed	1 564.42	1 781.07
c	Feature, Newsgathering and purashkar expenses	518.59	542.98
d	Audit Fees*	10.48	12.03
e	License fees	2070.88	1655.94
f	Distribution Expenses	438.72	424.41
g	Taxi Expenses	437.29	426.45
h	Selling Expenses	1 825.01	1 484.50
i	Miscellaneous Expenses	2 382.83	2 398.47
		9 725.27	**9 166.89**
*	Payment to the Auditors		
a	For Statutory Audit		
b	For Certification and other matters	6.97	7.42
		3.51	4.61
		10.48	**12.03**

31 EXCEPTIONAL ITEMS

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit/Loss on sale of Property, Plant and Equipments	(0.89)	41.07
Profit on sale of investment Property	30.60	-
	29.71	**41.07**

32 EARNING PER SHARE

(₹ in Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a	Net Profit after Tax	8 284.18	7 280.51
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)	109.44	96.18

33 DISCLOSURE PURSUANT TO APPENDINX - A TO IND AS 11 - " SERVICE CONCESSION ARRANGEMENTS"

33.1 Description and classification of the arrangment

The Parent Company has entered into Service Concession Agreement with Vadodara Municipal Coporation (VMC) for the purpose of providing, fixing and operate 104 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 arragement 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	2017-18	2016-17
a	Amount of Contract Revenue recognised as revenue during the year	48.00	264.00
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	48.00	264.00
	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	2017-18	2016-17
Current income tax	4 268.12	3 786.47
Deferred tax		
Relating to origination and reversal of temporary difference	94.83	229.43
Deferred tax expense / (income)	94.83	229.43
Income tax expense	4362.95	4015.90

34.2 Deferred tax items relating to Equity

(₹ in Lacs)

Particulars	2017-18	2016-17
Relating to reversal of temporary difference	-	(2 505.34)
Deferred tax expense / (income)	-	(2 505.34)

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

Particulars	As at March 31, 2018	As at March 31, 2017
Income tax assets -current *	80.31	128.06
Income tax liabilities - Current	70.55	63.35
Deferred tax liabilities	416.13	321.28

34.4 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)

No.	Particulars	2017 - 18	2016 - 17
a	**Accounting profit before tax**	12 647.13	11 296.41
	Normal tax rate	34.608%	34.608%
	Tax liability on accounting profit	4 376.92	3 909.46
	Current Tax		
	Tax Effect of non deductible expenses	(27.59)	8.95
	Tax effect of differential tax rates	3.27	(2.21)
	Effect of income that is exempted from tax	0.07	-
	Tax effect on Ind AS impact	(6.26)	480.88
	Tax effect of associate's profit	(70.29)	(46.13)
	Adjustments in respect of current tax of earlier years	(1.77)	(1.35)
	Difference in tax rate of subsidiary	(10.45)	-
	Other	3.97	(1.02)
	Deferred Tax		
	Reversal of deferred tax liability	133.88	(310.17)
	Reversal of deferred tax asset	(38.79)	(22.51)
	Income tax expenses as per normal tax rate	**4 362.95**	**4 015.90**

34.5 There is no change in the applicable tax rate as compared to previous financial year.

34.6 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, 2018	March 31, 2017
Deferred tax liability		
Property, plant and equipment	602.11	464.99
Investments	57.57	60.99
Total Deferred tax liability	**659.68**	**525.98**
Deferred tax asset		
Provision for expenses	148.39	96.43
Employee benefits	95.16	107.16
Other	-	1.11
Total Deferred tax asset	**243.55**	**204.70**
Net Deferred Tax Liability Recognized	**416.13**	**321.28**

35 FINANCIAL INSTRUMENTS

35.1 Disclosure of Financial Instruments by Category

As at March 31, 2018 **(₹ in Lacs)**

Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
Financial asset						
Investment in equity instruments	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	12	-	-	7 086.36	7 086.36	7 086.36
Cash and cash equivalent	13	-	-	8 253.17	8 253.17	8 253.17
Bank balance other than above	14	-	-	27.54	27.54	27.54
Loans	15	-	-	1 244.23	1 244.23	1 244.23
Total Financial assets		**15 638.84**	**0.43**	**17 290.67**	**32 929.95**	**32 929.95**
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		**-**	**-**	**6 449.48**	**6 449.48**	**6 449.48**

As at March 31, 2017 **(₹ 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	5.34	0.43	-	5.77	5.77
Investment in mutual fund	8B	5 266.51	-	-	5 266.51	5 266.51
Investment in NSC	8A	-	-	0.01	0.01	0.01
Other Financial Asset	9	-	-	795.96	795.96	795.96
Trade Receivable	12		-	6 581.78	6 581.78	6 581.78
Cash and cash equivalent	13	-	-	12 099.38	12 099.38	12 099.38
Bank balance other than above	14	-	-	35.54	35.54	35.54
Loans	15	-	-	43.79	43.79	43.79
Total Financial assets		**5 271.85**	**0.43**	**19 556.47**	**24 828.76**	**24 828.76**
Financial liability						
Trade Payables	19	-	-	1 547.02	1 547.02	1 547.02
Borrowings	21	-	-	198.86	198.86	198.86
Other financial liabilities	22	-	-	5 102.69	5 102.69	5 102.69
Total Financial Liabilities		**-**	**-**	**6 848.57**	**6 848.57**	**6 848.57**

36 FAIR VALUE MEASUREMENT

Fair Value Measurement of Financial asset and Financial liabilties

36.1 Fair value hierarchy (₹ in Lacs)

Particulars	Note No.	Level 1	Level 2	Level 3	Total
As at March 31, 2018					
Financial Assets Measured at FVTPL - Recurring FVM					
Investment in equity instrument	9A - 9B	6.66	-	0.43	7.09
Investment in mutual fund	9B	-	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**
As at March 31, 2017					
Financial Assets Measured at FV - Recurring FVM					
Investment in equity instrument	9B	5.34	-	0.43	5.77
Investment in mutual fund	9B	-	5 271.85	-	5 271.85
Total of Financial Assets		**5.34**	**5 271.85**	**0.43**	**5 277.62**
Non financial assets measured at cost					
Investment properties	6	-	5 217.95	-	5 217.95
			5 217.95	**-**	**5 217.95**

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 (other than FCCDs) 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.

36.6 Valuation technique and unobservable inputs used to determine fair value in level 3

a The fair value of investment in equity shares of Applewoods Estate private Limited is based on discounted cash flow using income method. Forecasted cash flow used as unobservable input to determine the fair value.

A one percentage change in the unobservable input used in fair valuation has insignificant impact.

Reconciliation of investment in equity instruments (₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	-	10 678.41
Fair value gain		
Reversal of fair value effect [(1)]	-	(7 234.00)
Transfer of investments from fair value through OCI category to investment in associate[(1)]	-	(3 444.41)
Closing balance	-	-

[1] On conversion of FCCD during the year, Applewoods Estate Private Limited became the associate of the Company. To account for investment in associate at cost, the fair value effect, on shares of Applewoods Estate Private Limited held by the company prior to conversion of FCCD, has been reversed. Since then fair value disclosure of investment in AEPL is not required.

b As investment in other equity shares of ₹ 0.43 Lacs is not material, the carrying value of such shares is considered to be its fair value.

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.

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, interest risk and other price 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, 2018 no outstanding amount is payable for purchase of imported material.

ii Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group generally uses buyer's credit facility from bank for a short term period. Interest rate applied for this facility is fixed for that period. Hence Group does not have any interest rate risk.

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's exposure to price risk due to investments in mutual fund is as follows: (₹ In Lacs)

Particulars	31.03.2018	31.03.2017
Investments in Mutual Funds	15 632.18	5 266.51
Investment in equity instruments carried at FVTOCI	0.43	0.43

Sensitivity Analysis

A Investments in Mutual Funds (₹ In Lacs)

Particulars	Impact on profit after tax	
	31.03.2018	31.03.2017
NAV increases by 0.5%	51.11	17.22
NAV decreases by 0.5%	(51.11)	(17.22)

B Investment in equity instruments carried at FVTOCI (₹ In Lacs)

Particulars	Impact on profit after tax	
	31.03.2018	31.03.2017
Price increases by 0.5%	0.00	0.00
Price decreases by 0.5%	(0.00)	(0.00)

iv 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)

Particulars	Carrying Amount	upto 1 year	1 - 2 years
As at March 31, 2018			
Non Derivative Financial Liability			
Trade Payables	1 774.36	1 745.95	28.41
Borrowings	37.32	37.32	-
Other financial liabilities	4 637.81	4 637.81	-
As at March 31, 2017			
Non Derivative Financial Liability			
Trade Payables	1 547.02	1 268.38	278.64
Borrowings	198.86	198.86	-
Other financial liabilities	5 102.69	5 102.69	-

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 that 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 ₹ 7086.36 Lacs as on March 31, 2018 and ₹ 6581.78 as on March 31, 2017.

38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) (₹ In Lacs)

No.	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
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	-	-
b	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for.	68.45	805.53

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 given 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, 2018

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	Mr. Yogesh Jani	Whole Time Director
4	Mrs. Panna Patel	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:

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. Ritaben C Patel

40.2 Particulars of transactions with related parties. The transactions are disclosed in aggregate value.

i For the year 2017 - 18 (₹ in Lacs)

Sr. No.	Particulars	KMP	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
	Purchase of Investment Property	-	-	175.95	-	-	175.95
b	**Liabilities**						
	Loan transactions						
	Loan taken	37.00	-	-	-	-	37.00
	Loan Repayment	198.77	-	-	-	-	198.77
c	**Incomes**						
	1 Advertisement revenue	-	-	65.23	-	-	65.23
	2 Interest Income	-	-	-	-	-	-
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 Dividend paid	79.09	-	194.28	0.52	-	273.89
	6 Contribution to fund	-	-	-	-	15.14	15.14
e	Conversion of Debenture into Equity Shares	-	-	-	-	-	-
	Receipt for fractional shares on conversion of FCCDs	-	-	-	-	-	-
f	**Balance outstanding:-**						
	i Assets						
	1 Investment in shares	-	23 599.97	-	-	-	23 599.97
	2 Secutiry Deposit	-	-	132.79	-	-	132.79
	3 Capital Advance	-	-	-	-	-	0.00
	4 Maintenance Deposit	-	14.17	-	-	-	14.17
	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

ii **For the year 2016 - 17**

(₹ in Lacs)

Sr. No.	Particulars	KMP	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	-	8.26	3.18	-	-	11.44
b	**Liabilities**						
	Loan transactions						
	Loan taken	285.50	-	-	-	-	285.50
	Loan Repayment	564.33	-	-	-	-	564.33
c	**Incomes**						
	1 Advertisement revenue	-	19.94	1.12	-	-	21.06
	2 Interest Income	-	788.96	-	-	-	788.96
d	**Expenses**						
	1 Remuneration Expenses	1249.81	-	-	4.29	-	1 254.10
	2 Interest Expenses	42.27	-	-	-	-	42.27
	3 Rent Expenses	-	-	9.65	-	-	9.65
	4 Maintenance Expense	-	0.26	0.08	-	-	0.34
	5 Dividend paid	79.09	-	203.55	0.52	-	283.16
	6 Contribution to fund					10.14	10.14
e	Conversion of Debenture into Equity Shares	-	20 424.89	-	-	-	20 424.89
	Receipt for fractional shares on conversion of FCCDs	-	0.06	-	-	-	0.06
f	**Balance outstanding:-**						
	i Assets						
	1 Investment in Shares	-	23 599.97	-	-	-	23 599.97
	2 Capital Advance	-	32.26	-	-	-	32.26
	3 Security Deposit	-	-	132.79	-	-	132.79
	4 Advertisement Revenue Receivable	-	0.70	0.02	-	-	0.72
	5 Maintenance Deposit	-	14.17	-	-	-	14.17
	ii Liabilities						
	1 Loan taken	198.86	-	-	-	-	198.86
	2 Advertisement Deposit	-	10.00	-	-	-	10.00
	3 Remuneration Payable (including commission)	1043.48	-	-	0.36	-	1 043.84
	4 Rent expenses payable	-	-	0.75	-	-	0.75

iii Compensation of key managerial personnel of the company

Particulars	2017-18	2016-17
Short - term employee benefit	1 287.82	1 207.68
Post - employment benefit	47.13	42.13
Total	**1 334.95**	**1 249.81**

40.3 Disclosure of material transactions with Related Party: (₹ in Lacs)

Sr. No.	Particulars	2017 - 18	2016 - 17
a	**Assets**		
	1 Purchase of property, plant and equipment		
	Sandesh Procon LLP	0.05	3.18
	Applewoods Estate Private Limited	-	8.26
	2 Purchase of investment property		
	Acquest Estate Private Limited	175.95	-
b	**Liabilities**		
	1 Loan transactions		
	i Loan taken from		
	Mr Falgun Patel	15.00	15.50
	Mr Parthiv Patel	22.00	110.00
	Mrs. Panna Patel	-	160.00
	ii Loan repayment to		
	Mr Falgun Patel	15.00	10.09
	Mr Parthiv Patel	22.00	392.76
	Mrs. Panna Patel	161.77	161.48
c	**Incomes**		
	1 Advertisement Revenue		
	Applewoods Estate Private Limited	65.23	19.94
	Sandesh Procon LLP	-	1.12
	2 Interest Income		
	Applewoods Estate Private Limited	-	788.96
d	**Expenses**		
	1 Remuneration Expenses		
	Short - term employee benefit		
	Mr Falgun Patel	610.50	574.25
	Mr Parthiv Patel	632.80	594.05
	Post - employment benefit		
	Mr Falgun Patel	34.50	30.75
	Mr Parthiv Patel	12.20	10.95
	2 Interest Expenses		
	Mr Falgun Patel	1.20	1.92
	Mr Parthiv Patel	1.76	23.36
	Mrs. Panna Patel	0.21	17.19
	3 Rent Expenses		
	Satlon Enterprise Private Limited	9.85	9.65

Sr. No.	Particulars	2017 - 18	2016 - 17
4	**Maintenance Expense**		
	Acquest Estate Private Limited	-	0.08
	Applewoods Estate Private Limited	-	0.26
5	**Dividend paid**		
	Mr Parthiv Patel	49.77	49.77
	Satlon Enterprise Private Limited	-	-
	Mr Falgun Patel	19.32	19.32
	Mrs. Panna Patel	10.00	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
e	**Conversion of Debenture into Equity Shares**		
	Applewoods Estate Private Limited	-	20 424.89

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	
			March 31, 2018	March 31, 2017
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, 2018 (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Non - current assets	12 013.77	896.24
Current assets	54 459.88	64 282.23
Non - current liabilities	2 715.33	2 434.61
Current liabilities	11 153.26	13 560.41

(ii) Financial performance for the period from April 01, 2017 to March 31, 2018
(since Applewoods Estate Private Limited became the associate of the company from June 01, 2016) (₹ in Lacs)

Particulars	For the period	
	April 01, 2017 to March 31, 2018	June 01, 2016 to March 31, 2017
Revenue	13 556.07	18 051.73
Profit	946.89	621.43
Other comprehensive income	2.75	2.09
Total comprehensive income	949.64	623.52

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)	
	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	95.33%	29.40	96.23%	8 001.46
Subsidiary Company - Sandesh Digital Private Limited	0.28%	189.59	1.32%	109.01	2.76%	0.85	1.32%	109.86
Non - Controlling Interest in Subsidiary Company	-	-	-	-	-	-	-	-
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

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)	
	2016-17		2016-17		2016-17		2016-17	
	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	60.30%	35 661.03	97.37%	7 089.10	90.05%	5.97	97.36%	7 095.07
Subsidiary Company - Sandesh Digital Private Limited	0.14%	79.75	0.80%	58.10	3.16%	0.21	0.80%	58.31
Non - Controlling Interest in Subsidiary Company	-	-	-	-	-	-	-	-
Associate Company - Applewoods Estate Private Limited	39.56%	23 396.26	1.83%	133.30	6.79%	0.45	1.84%	133.76
Total	100.00%	59 137.04	100.00%	7 280.50	100.00%	6.63	100.00%	7 287.13

42 During the period under audit, Finance segment no longer meets the criteria as per Ind AS and there is only one reportable segment namely Media. In view of this, the company has not given segment information.

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

As per our report of even date attached.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136

K. B. SOLANKI
Partner
Membership No. 110299
Place : Ahmedabad
Date : May 28, 2018

Falgunbhai Patel
(DIN: 00050174)
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Place : Ahmedabad
Date : May 28, 2018

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 **75th ANNUAL GENERAL MEETING** of the Company held on **Friday, September 28, 2018 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:

1. Name : _____
   Address : _____
   Email ID : _____ Signature : _____ or failing him;
2. Name : _____
   Address : _____
   Email ID : _____ Signature : _____ or failing him;
3. 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 **75th Annual General Meeting** of the Company, to be held on **Friday, September 28, 2018 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:

[PTO]

Resolution No.	Particulars of Resolutions	Optional* For	Against
Ordinary Business:			
1	Ordinary Resolution to receive consider and adopt Audited Financial Statement (including consolidated financial statements) for the financial year ended March 31, 2018		
2	Ordinary Resolution to confirm the interim dividend declared and paid as final dividend		
3	Ordinary Resolution for re-appointment of Mrs. Pannaben F. Patel (DIN 00050222) as a Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment		
4	Ordinary Resolution for Appointment of M/s. S G D G Associates & LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration		
Special Business:			
5	Special Resolution for re-appointment of Mr. Mukeshbhai Patel (DIN 00053892) as an Independent Director		
6	Special Resolution for re-appointment of Mr. Sudhirbhai Nanavati (DIN 00050236) as an Independent Director		
7	Special Resolution for re-appointment of Mr. Shreyasbhai Pandya (DIN 00050244) as an Independent Director		
8	Special Resolution for re-appointment of Mr. Sandeepbhai Singhi (DIN 01211070) as an Independent Director		

Signed this _____ day of _____, 2018

Affix Revenue Stamp**

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.*

DISPATCH OF DOCUMENTS THROUGH ELECTRONIC MODE

To the Members,
THE SANDESH LIMITED

The Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed the companies to send official documents including annual reports to their shareholders electronically as part of its Green Initiative in Corporate Governance. The Company has informed all its Members, who have registered their e-mail address with the Depository/Company, about the Company adopting the practice of sending documents including Annual Report through email. The Members who have not registered their email addresses are also appealed to register their e-mail addresses and opt for receiving all the communication through e-mail. Annual Report for the Financial Year **2017-18** including the Notice convening 75th Annual General Meeting are also sent in electronic mode to such Members of the Company.

The Members of the Company are appealed to have their email addresses registered and opt for electronic delivery and contribute to the cause of Green Initiative. Kindly fill up the form given here below and send it to us.

Please note that physical copies of the Annual Report for the Financial Year 2017-18 including the Notice convening 75th Annual General Meeting are sent to those Members who have specifically intimated the Company in this regard and also to those Members who have not yet registered their e-mail addresses for such electronic delivery. Annual Report for the Financial Year **2017-18** including the Notice convening 75th Annual General Meeting are also available on the website of the Company i.e. www.sandesh.com.

Registration Form for E-communication

(In terms of Circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DPID & Client ID :	
Name of First Registered Holder:	
Name of Joint Holder(s):	
Registered Address:	
E-mail ID (to be registered):	

I / We, member(s) of The Sandesh Limited, agree to receive all communication from the Company in electronic mode.

Please register the above mentioned e-mail address(es) in the records of the Company for sending communication through e-mail.

Signature:
(First Holder)

Date:

Notes:

1. On registration, all the documents / communication will be sent to the e-mail address(es) registered for the folio.
2. The Members are requested to keep the Company / Depository Participants informed as and when there is any change in the above e-mail address(es).

NOTES:

Sandesh

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THE SANDESH LIMITED

(CIN – L22121GJ1943PLC000183)

Regd. Office :

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

Email: investorsgrievance@sandesh.com

Contact No. : (079) 40004000, 40004175 & 40004319

Fax No. : (079) 40004242 **Website:** www.sandesh.com