

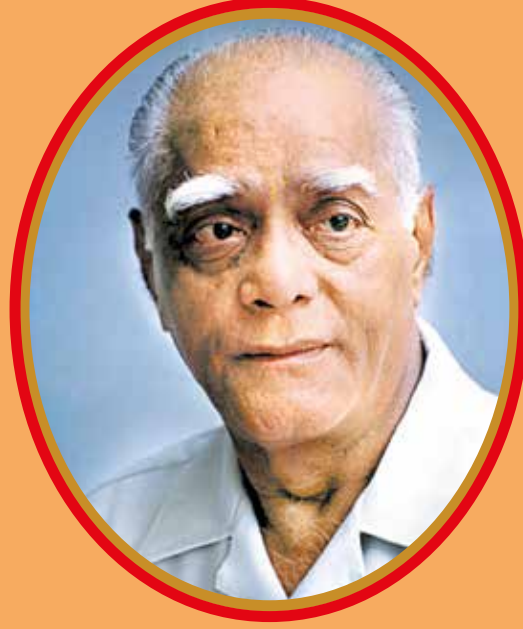
SANDESH



# THE SAGA CONTINUES

The Sandesh Limited  
Annual Report 2023-24

Late Shri Chimanbhai Patel  
(1918 - 1995)



विहाय कामान्यः सर्वान्पुमांश्चरति निस्पृहः।  
निर्भ्रमो निरङ्कारः स शान्तिमधिगच्छति॥

श्रीमद् भगवद्गीता (२-७१)

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

Dr. Radhakrishnan

## 81<sup>st</sup> ANNUAL REPORT (FINANCIAL YEAR 2023-2024)

### BOARD OF DIRECTORS:

Mr. Falgunbhai C. Patel	(Chairman and Managing Director)
Mr. Parthiv F. Patel	(Managing Director)
Mrs. Pannaben F. Patel	(Director)
Mr. Mukeshbhai Patel*	(Independent Director)
Mr. Sudhirbhai Nanavati*	(Independent Director)
Mr. Sandeepbhai Singhi*	(Independent Director)
Dr. Gauri Trivedi	(Independent Director)
Mr. Sudhinbhai Choksey#	(Independent Director)
Mr. Bijalbhai Chhatrapati#	(Independent Director)
Mr. Keyurbhai Gandhi#	(Independent Director)
Mr. Sanjay Kumar Tandon	(Whole-time Director)

(\*Ceased w.e.f. March 31, 2024)

(\*Appointed w.e.f. April 01, 2024)

### CHIEF FINANCIAL OFFICER:

Mr. Sanjay Kumar Tandon

### COMPANY SECRETARY:

Mr. Dhaval Pandya

(Ceased w.e.f. May 26, 2023)

Mr. Vinay Kumar Mishra

(Appointed w.e.f. May 27, 2023 & Ceased w.e.f. August 19, 2023)

Mr. Hardik Patel

(Appointed w.e.f. November 08, 2023)

### CORPORATE IDENTIFICATION NUMBER:

CIN: L22121GJ1943PLC000183

### WEBSITE OF THE COMPANY:

[www.sandesh.com](http://www.sandesh.com)

### STATUTORY AUDITORS:

Manubhai & Shah LLP

Chartered Accountants

### SECRETARIAL AUDITORS:

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

Email ID: cs@sandesh.com

### REGISTRAR & TRANSFER AGENT:

MCS Share Transfer Agent Limited

having its regional office at

201, Shatdal Complex, 2<sup>nd</sup> Floor,

Ashram Road, Ahmedabad-380009 (Gujarat-India)

Telephone No. (079) 26580461/62/63

Email ID: mcsstaahmd@gmail.com

### BANKERS:

HDFC Bank Limited

Yes Bank Limited

Axis Bank Limited

Union Bank of India

### 81<sup>st</sup> ANNUAL GENERAL MEETING

: Date :

Friday, the 27<sup>th</sup> day of September, 2024

: Venue :

Through Video Conferencing ("VC") /  
Other Audio Visual Means ("OAVM")

: Time :

12:30 p.m.

## NOTICE

NOTICE is hereby given that the 81<sup>st</sup> ANNUAL GENERAL MEETING of the Members of **THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183) ("Company") will be held on Friday, the 27<sup>th</sup> day of September, 2024 at 12:30 P.M. (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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, 2024, together with the Reports of the Board of Directors and Statutory Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of Statutory Auditors thereon.

To consider and, if thought fit, to 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, 2024, together with the Reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of Statutory Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted."

#### 2. To appoint a Director in place of Shri Parthiv Falgunbhai Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment:

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Parthiv Falgunbhai Patel (DIN: 00050211), who retires by rotation at this 81<sup>st</sup> Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### 3. To re-appoint Shri Sanjay Kumar Tandon (DIN: 00055918) as a Whole-time Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (hereinafter referred to as "the Act") and the applicable provisions, if any, 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), the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board of the Directors of the Company and the Board of the Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) and subject to such approvals, permissions and sanctions, as may be required, and subject to the approval of the competent authorities, wherever required and such other approvals as may be necessary, Shri Sanjay Kumar Tandon (DIN: 00055918), be and is hereby re-appointed as a Whole-time Director of the Company cum Chief Financial Officer of the Company, for a period of five (05) years with effect from September 15, 2025 on a remuneration as recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors of the Company which shall be within the overall limits prescribed under the provisions of the Act from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of sections 197 and 198 of the Act in any financial year and on the terms and conditions, benefits and perquisites, as incorporated in the draft agreement proposed to be entered into between the Company and Shri Sanjay Kumar Tandon with an authority to the Board revise or alter or modify or amend or change the terms and conditions as may be agreed by and between Shri Sanjay Kumar Tandon and the Board pursuant to the applicable provisions of the Act:

#### 1. Remuneration:

- a) Remuneration will be as fixed by the Board from time to time as may be necessary, expedient, and acceptable to Shri Sanjay Kumar Tandon after

taking into account the recommendations of the Nomination and Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, and repairs, bonus, performance incentive, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board and Shri Sanjay Kumar Tandon, shall not exceed the overall ceiling on remuneration.

- b) The remuneration payable to Shri Sanjay Kumar Tandon, in any financial year, shall not exceed five (5) percent of the net profits of the Company, and the overall remuneration payable to all executive directors including the whole-time director, in any financial year, shall not exceed ten (10) percent of the net profits of the Company.
- c) Within the aforesaid ceiling, the remuneration payable to Shri Sanjay Kumar Tandon shall be as follows:  
In the scale of remuneration (salary and perquisites) of ₹ 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum with authority to the Board to fix the remuneration within the aforesaid scale from time to time.
- d) Perquisites and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per the Income Tax Rules, wherever applicable. The amounts of perquisites as may be payable to Shri Sanjay Kumar Tandon may be decided or varied by the Board or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of salary, perquisites and other benefits paid to Shri Sanjay Kumar Tandon as whole-time director shall not exceed the limits stipulated in the Act.
- e) Provision for use of the Company's car for official duties shall not be included in the computation of perquisites to calculate the said ceiling.
- f) The Company's contribution to Provident Fund, Superannuation Fund, or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and

earned leave with full pay or encashment of leave as per the rules of the Company, shall not be included for the purpose of calculating the said ceiling.

- g) Shri Sanjay Kumar Tandon shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.
- h) Notwithstanding anything hereinabove, where in any financial year during the currency of Shri Sanjay Kumar Tandon's tenure as the whole-time director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration that he is then entitled to as a minimum remuneration in accordance with the provisions of Schedule V or other applicable provisions of the Act and subject to receipt of necessary approvals.

## 2. Powers & Responsibilities as the whole-time director:

- a) He shall perform such duties as shall from time to time be entrusted to him by the Board or Managing Director, subject to superintendence, guidance, and control of the Board or Managing Director,
- b) he shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors,
- c) he shall adhere to the Code of Conduct of the Company, and
- d) His office as the whole-time director may be terminated by the Company or by him by giving, three (03) months' prior notice in writing.

**RESOLVED FURTHER THAT** Shri Sanjay Kumar Tandon shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the agreement to be entered into with him;

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things,

proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

**4. To re-appoint Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications 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 pursuant the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors of the Company, Dr. Gauri Trivedi (DIN: 06502788), who was appointed as an Independent Director and who holds office up to September 14, 2025, and in respect of whom the

Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of five (05) consecutive years, that is, from September 15, 2025 up to September 14, 2030;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Dr. Gauri Trivedi be paid such fees and remuneration and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

**Registered Office:**

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

Date : August 13, 2024

Place : Ahmedabad

CIN: L22121GJ1943PLC000183

Website: www.sandesh.com

E-mail id: cs@sandesh.com

By Order of the Board of Directors,

**Hardik Patel**

Company Secretary

Membership No.: A55828

**NOTES:**

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, and December 28, 2022 (collectively referred to as "**MCA Circulars**"), permitted convening the Annual General Meeting ("**AGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the businesses under Item Nos. 3 and 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 and 4 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed.
3. The Company is providing a facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited ("**NSDL**"), for facilitating voting through electronic means, as the authorized e-voting agency.
4. As this AGM is being held through VC / OAVM pursuant to the MCA Circulars, the facility to appoint a proxy to attend

and cast votes for the Members is not available for this AGM. Therefore, the proxy form, attendance slip, and route map are not annexed hereto.

5. Institutional shareholders / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sparshmaheshgupta@gmail.com](mailto:sparshmaheshgupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [cs@sandesh.com](mailto:cs@sandesh.com). Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
6. The attendance of the Members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the 81<sup>st</sup> AGM, Annual Report, and instructions for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company / Registrar and Transfer Agent ("RTA") / Depository Participants ("DP") / Depositories. A copy of the Notice of 81<sup>st</sup> AGM and Annual Report will also be available on the website of (i) the Company at [www.sandesh.com](http://www.sandesh.com), (ii) the BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com), (iii) NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. For dematerialization, Members can contact the Company or Company's RTA, viz. MCS Share Transfer Agent Limited, having its regional office at 201, Shatdal Complex, 2<sup>nd</sup> Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Email ID: [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com).
9. Members may please note that the Listing Regulations mandate transfer, transmission, and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make such requests by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to RTA as per the requirement of the aforesaid circular.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and in case the shares are held in physical form, to the Company / RTA in prescribed Form ISR - 1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
12. The businesses set out in the Notice of this AGM will be transacted through an electronic voting system. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM is explained in Note No. 22 mentioned below. The Company / NSDL will also send communication relating to e-voting which inter-alia will contain details about the User ID and password along with a copy of this Notice to the Members of the Company, separately.
13. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write to the Company on or before September 20, 2024 through email on [cs@sandesh.com](mailto:cs@sandesh.com). The same will be replied by the Company suitably.
14. **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 the 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 are 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. 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 2023-24, 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](http://www.sandesh.com)). The said details have also been uploaded to the website of the IEPF Authority ([www.iepf.gov.in](http://www.iepf.gov.in)).
  - c. Details of unpaid and unclaimed dividends up to March 31, 2024 are also uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
  - d. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may contact the Company or RTA of the Company and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on [www.iepf.gov.in](http://www.iepf.gov.in). For more details, please refer to the corporate governance report which is a part of the Annual Report.
15. In the case of joint holders, a Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  16. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.sandesh.com](http://www.sandesh.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
  17. 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 Reports, 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.
  18. Non-resident Indian members are requested to inform RTA / respective DPs, immediately of (a) a Change in their Residential Status on return to India for the purpose of permanent settlement, along with 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.
  19. In terms of the provisions of Section 152 of the Act, Shri Parthiv Falgunbhai Patel, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board commend his re-appointment. Shri Parthiv Falgunbhai Patel, Director of the Company, is interested in the Ordinary Resolution set out in Item No. 2, of the Notice with regard to his re-appointment. Shri Falgunbhai C. Patel, Chairman and Managing Director and Smt. Pannaben Falgunbhai Patel, Director, being related to Shri Parthiv Falgunbhai Patel, may be deemed to be interested in the resolution set out in Item No. 2 of the Notice. The other relatives of Shri Parthiv Falgunbhai Patel may be deemed to be interested in the resolution set out in Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel ("KMP") of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out in Item No. 2 of the Notice.
  20. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2, details of the Director retiring by rotation and seeking re-appointment at this Meeting is annexed hereto. The said Directors have furnished necessary consent / declarations for their re-appointment.
  21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://sandesh.com/investor-relations>.

22. **Instructions for e-voting and joining the AGM are as follows:**

**I. VOTING THROUGH ELECTRONIC MEANS:**

- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- b) The remote e-voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date, (cut-off date) i.e. September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2024.
- 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 above) shall be entitled to avail facility of remote e-voting or e-voting at the AGM. Persons who are not Members of the Company as on the cut-off date should treat this Notice for information purpose only.
- d) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding

shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."

- e) Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at AGM. Members attending AGM (by VC or OVAM) who have not cast their votes by remote e-voting shall only be able to exercise their right through e-voting at AGM. Members who have voted on some of the resolutions remote e-voting are also eligible to vote on the remaining resolutions e-voting at AGM. Members who have cast their vote by remote e-voting prior to AGM may also attend AGM, but shall not be entitled to cast their vote again.
- f) **The details of the process and manner for remote e-voting and e-voting at AGM using NSDL e-Voting system are explained herein below:**




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Access to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “<b>Register Online for IDEAS Portal</b>” or Click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>. Thereafter, follows the steps provided in the point No. 1 hereinabove.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be able to see the E-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email id as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the options available against the company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on **“Login”** button.
9. After you click on the **“Login”** button, Home page of e-Voting will open.

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies’ **“EVEN”** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join General Meeting”**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote casted successfully”** will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sparshmaheshgupta@gmail.com](mailto:sparshmaheshgupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [cs@sandesh.com](mailto:cs@sandesh.com). Institutional shareholders / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password”** or **“Physical User Reset Password”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case you have any queries related to e-voting, you may refer the Frequently Asked Questions (**“FAQs”**) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  4. The instructions for members for e-voting on the day of the AGM are mentioned in the step 1 in point No. 22.
- II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THE NOTICE:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  2. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.com](mailto:evoting@nsdl.com). If you are Individual shareholder holding securities in

demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

### III. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. The Members can join AGM through VC/OAVM mode thirty minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at AGM through VC/OAVM will be made available for one thousand members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend AGM without restriction on account of first come first served basis.

5. Members who need assistance before or during the meeting, can contact Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on +91 22 4886 7000.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@sandesh.com](mailto:cs@sandesh.com). The same will be replied by the company suitably. Members who would like to express their views or ask questions during the AGM may register themselves by sending request on [cs@sandesh.com](mailto:cs@sandesh.com). The Speaker Registration will be open from Tuesday, September 17, 2024 to Tuesday, September 24, 2024. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
23. All the documents referred to in the Notice are available, electronically, for inspection, by the Members from the date of circulation of this Notice up to the date of AGM.
24. 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 Directors are interested under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.
25. The Company has appointed M/s. Sparsh Gupta & Co., Company Secretaries, Ahmedabad (C.P. No.: 17390 & Membership No.: F11558), to act as the Scrutinizer to scrutinize the electronically voting (remote e-voting or e-voting during AGM) process in a fair and transparent manner and they have communicated their willingness to act as a Scrutinizer.
26. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's

Report and submit the same to the Chairman of the Company. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company i.e. [www.sandesh.com](http://www.sandesh.com) and on the website of NSDL. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

27. 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 27, 2024.

**Registered Office:**

"Sandesh Bhavan", Lad Society Road,  
B/h. Vastrapur Gam, P. O. Bodakdev,  
Ahmedabad-380054  
Date : August 13, 2024  
Place : Ahmedabad  
CIN: L22121GJ1943PLC000183  
Website: [www.sandesh.com](http://www.sandesh.com)  
E-mail id: [cs@sandesh.com](mailto:cs@sandesh.com)

By Order of the Board of Directors,

**Hardik Patel**

Company Secretary  
Membership No.: A55828

**STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:**

The following statement sets out all the material facts relating to the business mentioned under **Item No. 3** and **Item No. 4** in the accompanying Notice of the 81<sup>st</sup> Annual General Meeting:

**ITEM NO. 3**

Based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors of the Company ("**the Board**") in its meeting held on September 15, 2020, approved the appointment of Shri Sanjay Kumar Tandon as an additional director. In the said meeting of the Board, Shri Sanjay Kumar Tandon was also appointed as a Whole-time Director of the Company, liable to retire by rotation, to hold office for a term of five (05) consecutive years on the Board commencing from September 15, 2020, up to September 14, 2025. At the Annual General Meeting held on December 30, 2020, the Members of the Company approved the appointment of Shri Sanjay Kumar Tandon as a Whole-time Director of the Company, to hold office for a term of five (05) consecutive years up to September 14, 2025.

The NRC and Board both are of the opinion that the reappointment of Shri Sanjay Kumar Tandon as Whole-time Director of the Company cum Chief Financial Officer of the Company would be beneficial to the Company. Further, in the opinion of the Board, Shri Sanjay Kumar Tandon fulfills the conditions specified in the Companies Act, 2013 and rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**").

Accordingly, the NRC, on the basis of performance evaluation, has recommended the re-appointment of Shri Sanjay Kumar Tandon as a Whole-time Director of the Company, for a term of five (5) consecutive years, on the Board of the Company. The Board, based on the recommendation of the NRC, considering his extensive experience and contributions made during his tenure, subject to the approval of the Members, considered and approved the re-appointment of Shri Sanjay Kumar Tandon as Whole-time Director of the Company on the terms and conditions including remuneration as recommended by the NRC. Accordingly, it is proposed to re-appoint Shri Sanjay Kumar Tandon as a Whole-time Director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years from the expiry of his present term, i.e., with effect from September 15, 2025.

**The brief profile of Shri Sanjay Kumar Tandon is as follows:**

Shri Sanjay Kumar Tandon is a chartered accountant with vast experience in the fields of accounts, finance, and taxation, among others. He has been associated with the Company over a period of more than sixteen years. He has exposure and expertise in the fields of finance, accounts, taxation, audit, internal financial controls, budgeting, treasury, business planning, handling

procurement and stores, import-export, investor relations, change management, and risk management.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Sanjay Kumar Tandon are as under:

**1. Remuneration:**

- a) Remuneration will be as fixed by the Board of Directors from time to time as may be necessary, expedient, and acceptable to Shri Sanjay Kumar Tandon after taking into account the recommendations of the Nomination and Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, and repairs, bonus, performance incentive, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri Sanjay Kumar Tandon, shall not exceed the overall ceiling on remuneration approved by the Members in their General Meeting.
- b) The remuneration payable to Shri Sanjay Kumar Tandon, in any financial year, shall not exceed five (5) percent of the net profits of the Company, and the overall remuneration payable to all executive directors including the whole-time director, in any financial year, shall not exceed ten (10) percent of the net profits of the Company.
- c) Within the aforesaid ceiling, the remuneration payable to Shri Sanjay Kumar Tandon shall be as follows:  
In the scale of remuneration (salary and perquisites) of ₹ 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum with authority to the Board to fix the remuneration within the aforesaid scale from time to time.
- d) Perquisites and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per the Income Tax Rules, wherever applicable. The amounts of perquisites as may be payable to Shri Sanjay Kumar Tandon may be decided or varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of salary, perquisites and other benefits paid to Shri Sanjay Kumar Tandon

as whole-time director shall not exceed the limits stipulated in the Act.

- e) Provision for use of the Company's car for official duties shall not be included in the computation of perquisites to calculate the said ceiling.
- f) The Company's contribution to Provident Fund, Superannuation Fund, or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per the rules of the Company, shall not be included for the purpose of calculating the said ceiling.
- g) Shri Sanjay Kumar Tandon shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- h) Notwithstanding anything hereinabove, where in any financial year during the currency of Shri Sanjay Kumar Tandon's tenure as the whole-time director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration that he is then entitled to as a minimum remuneration in accordance with the provisions of Schedule V or other applicable provisions of the Act and subject to receipt of necessary approvals.

## 2. Powers & Responsibilities as the whole-time director:

- a) He shall perform such duties as shall from time to time be entrusted to him by the Board or Managing Director, subject to superintendence, guidance, and control of the Board or Managing Director,
- b) he shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to the duties of directors,
- c) he shall adhere to the Code of Conduct of the Company, and
- d) his office as the whole-time director may be terminated by the Company or by him by giving, three (03) months' prior notice in writing.

Shri Sanjay Kumar Tandon satisfies all the conditions set out in Part-I of Schedule V to the Act as well as conditions set out under section 196(3) and section 197 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above along with the relevant resolution may be treated as a written memorandum/abstract setting out the terms of re-appointment of Shri Sanjay Kumar Tandon under Section 190 of the Act. The draft agreement to be executed between Shri Sanjay Kumar Tandon and the Company is available for inspection by any

member in electronic mode during working hours up to the date of the AGM.

Shri Sanjay Kumar Tandon has furnished his consent/declarations for his re-appointment as required under the Act and the rules framed thereunder.

The Company has also received notice from a Member in writing under section 160 of the Act proposing his candidature as a Whole-time Director of the Company.

The details pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in Annexure to this Notice.

As per the provisions of sections 152, 196, and 197 of the Act and the Rules thereunder, a whole-time director can be appointed with the approval of the Members in the General Meeting and accordingly, approval is sought for the re-appointment of and remuneration payable to Shri Sanjay Kumar Tandon as Whole-time Director of the Company.

Shri Sanjay Kumar Tandon is interested in the resolution set out in item no. 3 of the Notice with regard to his re-appointment. The relatives of Shri Sanjay Kumar Tandon may be deemed to be interested in the resolution set out in item no. 3 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Shri Sanjay Kumar Tandon is not related to any of the Directors and the Key Managerial Personnel of the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

## ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("the Board") in its meeting held on September 15, 2020, approved the appointment of Dr. Gauri Surendra Trivedi as an additional director. In the said meeting of the Board, Dr. Gauri Surendra Trivedi was also appointed as an independent director of the Company, not liable to retire by rotation, to hold office for a first term of five (05) consecutive years on the Board commencing from September 15, 2020, up to September 14, 2025. At the Annual General Meeting held on December 30, 2020, the Members of the Company approved the appointment of Dr. Gauri Surendra Trivedi as an Independent Director of the Company, to hold office for a first term of five (05) consecutive years up to September 14, 2025.

The NRC, on the basis of performance evaluation, has recommended the re-appointment of Dr. Gauri Surendra Trivedi as an Independent Director of the Company, for the second term of five (5) consecutive years, on the Board of the Company. The

Board, based on the recommendation of the NRC, performance evaluation and considering her extensive experience and contributions made during her first term, considered and decided that the re-appointment of Dr. Gauri Surendra Trivedi as Independent Director of the Company would be beneficial to the Company. Accordingly, it is proposed to re-appoint Dr. Gauri Surendra Trivedi as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

**The brief profile of Dr. Gauri Surendra Trivedi is as follows:**

She is the first IAS woman officer from Gujarat and her career in Karnataka's administration includes roles such as Assistant Commissioner, Joint Director (Commerce and Industry), Chief Secretary/Director (Rural Development and Panchayati Raj), Deputy Commissioner (Excise), and Joint Registrar of Cooperative Societies. She has also served as Managing Director of HESCOM, Managing Director of the Karnataka State Food & Civil Supplies Corporation, Secretary to the Government in the Revenue Department of Karnataka, and Secretary to the Governor of Karnataka.

Dr. Gauri Surendra Trivedi is qualified to be appointed as an Independent Director of the Company in term of section 164 of the Act and has given her consent to act as Director. The Company has also received a declaration from Dr. Gauri Surendra Trivedi to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with the Rules framed thereunder ("**the Act**") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and that she is not debarred from holding the office of Independent Director by virtue of any order of Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority. The Company has further received a declaration from her confirming that she is not aware of any circumstance or situation, that exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of Listing Regulations.

In the opinion of the Board, Dr. Gauri Surendra Trivedi fulfills the conditions specified in the Act, Rules, and Listing Regulations for her re-appointment as Independent Director and she is independent of the management of the Company. As mandated by the Ministry of Corporate Affairs, Dr. Gauri Surendra Trivedi

has completed her registration on the databank of Independent Directors created by the Ministry of Corporate Affairs and the Indian Institute of Corporate Affairs.

The Company has also received notice from a Member in writing under section 160 of the Act proposing her candidature as an Independent Director of the Company.

The details pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), are provided in Annexure to this Notice. Also, an electronic copy of the draft letter for the reappointment of Dr. Gauri Surendra Trivedi as an Independent Director setting out the terms and conditions will be available for inspection on the website of the Company at [www.sandesh.com](http://www.sandesh.com).

In conformity with the Company's Nomination and Remuneration Policy, Dr. Gauri Surendra Trivedi will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof in which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and also commission, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

In accordance with the provisions of section 149 read with Schedule IV and other applicable provisions of the Act, and Regulation 25(2A) of the Listing Regulations, the re-appointment of Dr. Gauri Surendra Trivedi as an Independent Director requires the approval of the Members of the Company by way of Special Resolution. Accordingly, the item for the re-appointment of Dr. Gauri Surendra Trivedi as an Independent Director is being proposed for the approval of the Members by way of special resolution.

Dr. Gauri Surendra Trivedi is interested in the resolution set out in item no. 4 of the Notice with regard to her re-appointment. The relatives of Dr. Gauri Surendra Trivedi may be deemed to be interested in the resolution set out in item no. 4 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Dr. Gauri Surendra Trivedi is not related to any of the Directors and the Key Managerial Personnel of the Company.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**Registered Office:**

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

Date : August 13, 2024

Place : Ahmedabad

CIN: L22121GJ1943PLC000183

Website: [www.sandesh.com](http://www.sandesh.com)

E-mail id: [cs@sandesh.com](mailto:cs@sandesh.com)

By Order of the Board of Directors,

**Hardik Patel**

Company Secretary

Membership No.: A55828

## ANNEXURE TO THE NOTICE DATED AUGUST 13, 2024

Details of the Directors seeking appointment pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable:

### a) Shri Parthiv Falgunbhai Patel:

Name	Shri Parthiv Falgunbhai Patel
Director Identification Number (DIN)	00050211
Date of Birth	July 26, 1982
Age	42 Years
Date of first appointment on the Board	March 14, 2002
Brief resume, qualification, experience and nature of expertise in specific functional areas	Shri Parthiv F. Patel is the Managing Director of the Company. He has pursued B. A. with Business finance from United Kingdom. He has been associated with the Company for more than 22 years. He was appointed as Director of the Company in the year 2002 and has been handling the management and control of the organization, remarkably since then. He has gained a rich experience in the field of management of newspaper, journals and magazines besides investments, finance, treasury and general administrative functions of the Company. He shoulders the whole gamut of new projects & up-gradation of all departments of the Company. Under his dynamic leadership and industrious nature, the Company is the proud owner of latest technology in printing with zero-error. He also is the champion of all new projects of the Company, which is on a very promising upward trajectory.
Terms and conditions of appointment / re-appointment	In terms of Section 152 of the Companies Act, 2013, Shri Parthiv F. Patel is liable to retire by rotation and being eligible offers himself for re-appointment.
Name of the other Companies in which the person holds the directorship as on March 31, 2024	<b>Directorship in Listed Entities:</b> NIL <b>Directorship in other companies:</b> 1. Satyesh Brinechem Private Limited 2. Autumnleaf Estates Private Limited 3. Sandesh Digital Private Limited 4. Satyesh Finechem Private Limited 5. Sandesh Procon Private Limited
Membership / Chairperson of Committees of other Boards as on March 31, 2024	<b>Satyesh Brinechem Private Limited:</b> 1. Audit Committee – Member 2. CSR Committee – Member
Disclosure of relationships between directors inter-se and relationship with Manager or Key Managerial Personnel of the Company	Shri Parthiv F. Patel is the son of Shri. Falgunbhai C. Patel (Chairman and Managing Director) and Smt. Pannaben F. Patel (Director). Except for the aforesaid, none of the other Directors, Manager, or Key Managerial Personnel is related to Shri Parthiv F. Patel.
Shareholding in the Company including shareholder as a beneficial owner as on March 31, 2024	9,95,400 equity shares having a face value of ₹ 10/- each
Remuneration (including sitting fees, if any) last drawn (for FY 2023-24)	₹ 480.00 Lakhs
Remuneration proposed to be paid	As per existing approved terms of appointment
The number of Meetings of the Board attended during FY 2023-24	4 (Four) out of 4 (Four) meetings held during the Financial Year 2023-24
Listed entities from which the Director has resigned in the past three years	NIL

**b) Shri Sanjay Kumar Tandon:**

Name	Shri Sanjay Kumar Tandon
Director Identification Number (DIN)	00055918
Date of Birth	April 15, 1960
Age	64 Years
Date of first appointment on the Board	September 15, 2020
Brief resume, qualification, experience and nature of expertise in specific functional areas	Shri Sanjay Kumar Tandon is a chartered accountant with vast experience in the fields of accounts, finance, and taxation, among others. He has been associated with the Company over a period of more than sixteen years. He has exposure and expertise in the fields of finance, accounts, taxation, audit, internal financial controls, budgeting, treasury, business planning, handling procurement and stores, import-export, investor relations, change management, and risk management.
Terms and conditions of appointment / re-appointment	As mentioned in the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Shri Sanjay Kumar Tandon is proposed to be re-appointed as a Whole-time Director of the Company.
Name of the other Companies in which the person holds the directorship as on March 31, 2024	<b>Directorship in Listed Entities:</b> NIL <b>Directorship in other companies:</b> 1. Applewoods Estate Private Limited
Membership/ Chairperson of Committees of other Boards as on March 31, 2024	<b>Applewoods Estate Private Limited:</b> 1. CSR Committee – Chairman
Disclosure of relationships between directors inter-se and relationship with Manager or Key Managerial Personnel of the Company	None of the Directors, Manager, or Key Managerial Personnel is related to Shri Sanjay Kumar Tandon.
Shareholding in the Company including shareholder as a beneficial owner as on March 31, 2024	Nil
Remuneration (including sitting fees, if any) last drawn (for FY 2023-24)	₹ 35.69 Lakhs
Remuneration proposed to be paid	Please refer to the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto.
The number of Meetings of the Board attended during FY 2023-24	4 (Four) out of 4 (Four) meetings held during the Financial Year 2023-24.
Listed entities from which the Director has resigned in the past three years	NIL

**c) Dr. Gauri Surendra Trivedi:**

Name	Dr. Gauri Surendra Trivedi
Director Identification Number (DIN)	06502788
Date of Birth	May 18, 1960
Age	64 Years
Date of original / first appointment on the Board	September 15, 2020
Brief resume, qualification, experience and nature of expertise in specific functional areas	Dr. Gauri Surendra Trivedi is the first IAS woman officer from Gujarat and her career in Karnataka's administration includes roles such as Assistant Commissioner, Joint Director (Commerce and Industry), Chief Secretary/Director (Rural Development and Panchayati Raj), Deputy Commissioner (Excise), and Joint Registrar of Cooperative Societies. She has also served as Managing Director of HESCOM, Managing Director of the Karnataka State Food & Civil Supplies Corporation, Secretary to the Government in the Revenue Department of Karnataka, and Secretary to the Governor of Karnataka.
Terms and conditions of appointment / re-appointment	As mentioned in the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Dr. Gauri Surendra Trivedi is proposed to be re-appointed as an Independent Woman Director of the Company.
Name of the other Companies in which the person holds the directorship as on March 31, 2024	<p><b>Directorship in Listed Entities:</b></p> <ol style="list-style-type: none"> <li>1. Denis Chem Lab Limited</li> <li>2. Adani Total Gas Limited</li> <li>3. Nikhil Adhesives Limited</li> </ol> <p><b>Directorship in other companies:</b></p> <ol style="list-style-type: none"> <li>1. Bajaj Energy Limited</li> <li>2. Adani Totalenergies E-Mobility Limited</li> <li>3. Adani Airport Holdings Limited</li> <li>4. New Age Education and Skills Foundation</li> </ol>
Membership / Chairperson of Committees of other Boards as on March 31, 2024	<p><b>Denis Chem Lab Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination and Remuneration Committee – Member</li> </ol> <p><b>Adani Total Gas Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination and Remuneration Committee – Member</li> <li>3. Stakeholders Relationship Committee – Member</li> <li>4. Risk Management Committee – Member</li> <li>5. Corporate Social Responsibility Committee - Chairperson</li> </ol> <p><b>Nikhil Adhesives Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination and Remuneration Committee – Member</li> <li>3. Stakeholders Relationship Committee - Member</li> </ol> <p><b>Bajaj Energy Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Corporate Social Responsibility Committee - Member</li> </ol> <p><b>Adani Totalenergies E-Mobility Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> </ol> <p><b>New Age Education and Skills Foundation:</b></p> <ol style="list-style-type: none"> <li>1. Land Sub Committee – Member</li> </ol> <p><b>Adani Airport Holdings Limited:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> </ol>
Disclosure of relationships between directors inter-se and relationship with Manager or Key Managerial Personnel of the Company	None of the Directors, Manager, or Key Managerial Personnel is related to Dr. Gauri Surendra Trivedi.

Name	Dr. Gauri Surendra Trivedi
Shareholding in the Company including shareholder as a beneficial owner as on March 31, 2024	Nil
Remuneration (including sitting fees, if any) last drawn (for FY 2023-24)	₹ 1.65 Lakhs
Remuneration proposed to be paid	Dr. Gauri Surendra Trivedi will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof in which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and also commission, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
The number of Meetings of the Board attended during FY 2023-24	4 (Four) out of 4 (Four) meetings held during the Financial Year 2023-24.
Listed entities from which the Director has resigned in the past three years	1. Adani Power Limited

**Registered Office:**

"Sandesh Bhavan", Lad Society Road,  
 B/h. Vastrapur Gam, P. O. Bodakdev,  
 Ahmedabad-380054  
 Date : August 13, 2024  
 Place : Ahmedabad  
 CIN: L22121GJ1943PLC000183  
 Website: www.sandesh.com  
 E-mail id: cs@sandesh.com

By Order of the Board of Directors,

**Hardik Patel**  
 Company Secretary  
 Membership No.: A55828

# BOARD'S REPORT

To the Members,  
**THE SANDESH LIMITED**

Your Board of Directors has the pleasure of presenting the 81<sup>st</sup> Annual Report of The Sandesh Limited (“the Company” or “Sandesh”) along with the Audited Standalone and Consolidated Financial Statements for the Financial Year (“FY”) ended March 31, 2024. The Consolidated performance of the Company and its subsidiary has been referred to wherever required.

## 1. Financial Highlights:

The Company's financial performance (standalone and consolidated) for the year ended March 31, 2024 is summarized below:

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	32,018.84	33,921.72	32,208.83	34,075.94
Other Income	16,552.37	4,246.59	16,577.96	4,266.92
<b>Total Revenue</b>	<b>48,571.21</b>	<b>38,168.31</b>	<b>48,786.79</b>	<b>38,342.86</b>
Operating Expenditure other than Depreciation and Financial Cost	23,820.19	24,365.87	24,032.51	24,582.07
EBIDTA	24,751.02	13,802.44	24,754.28	13,760.79
EBIDTA Margin	50.96%	36.16%	50.74%	35.89%
Finance Cost	25.67	14.96	25.67	14.96
Depreciation & Amortization Expenses	650.16	571.57	662.75	587.70
<b>Total Expenditure</b>	<b>24,496.02</b>	<b>24,952.40</b>	<b>24,720.93</b>	<b>25,184.73</b>
Exceptional Item	12.63	195.76	12.63	195.76
<b>Profit Before Tax</b>	<b>24,087.82</b>	<b>13,411.67</b>	<b>24,078.49</b>	<b>13,353.89</b>
Provision for Current Tax, Deferred Tax & Other Tax Expenses	5218.63	3209.73	5219.92	3212.55
<b>Profit After Tax</b>	<b>18,869.19</b>	<b>10,201.94</b>	<b>18,858.57</b>	<b>10,141.34</b>
PAT Margin	38.85%	26.73%	38.66%	26.45%
Dividend as % of Paid-up share Capital	50%	50%	N.A	N.A.

(₹ in Lakhs)

Previous year figures have been regrouped/re-arranged wherever considered necessary.

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

### a. Standalone performance:

During the year under review, on standalone basis, the revenue from operations was ₹ 32,018.84 Lakhs as compared to ₹ 33,921.72 Lakhs in the previous FY; whereas, the profit before tax was ₹ 24,087.82 Lakhs as compared to ₹ 13,411.67 Lakhs during the previous FY. The Company's profit after tax for the year under review was ₹ 18,869.19 Lakhs as compared to ₹ 10,201.94 Lakhs in the previous FY.

### b. Consolidated performance:

During the year under review, on consolidated basis, the revenue from operations was ₹ 32,208.83 Lakhs

as compared to ₹ 34,075.94 Lakhs in the previous FY; whereas, the profit before was ₹ 24,078.49 Lakhs as compared to ₹ 13,353.89 Lakhs in the previous FY. The Company's profit after tax for the year under review was ₹ 18,858.57 Lakhs as compared to ₹ 10,141.34 Lakhs in the previous FY.

The Audited Standalone and Consolidated Financial Statements for the FY ended March 31, 2024, are prepared in accordance with the relevant applicable Indian Accounting Standards (“Ind AS”) and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013 (“the Act”).

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

There have been no material changes and commitments affecting the financial position of the Company that occurred between the end of the FY of the Company to which the Financial Statements relate and the date of this Report. For detailed analysis, kindly refer to the Management Discussion and Analysis Report, as stipulated under the Listing Regulations, as amended from time to time, forming part of the Annual Report. Further, there have been no material events during the FY that require disclosure in this report.

### 4. Dividend:

The Directors, in their meeting held on February 10, 2024, have 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, 2024. The interim dividend payment had an outflow of ₹ 378.47 Lakhs. The Directors did not recommend a final dividend for F.Y. 2023-24.

The interim dividend declared was in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy of the Company, in terms of Regulation 43A of the Listing Regulations, is available on the website of the Company and can be accessed at <https://epapercdn.sandesh.com/investors/ii.%20Dividend%20Distribution%20Policy.pdf>.

### 5. Consolidated Financial Statement:

In accordance with the provisions of the Act and the Listing Regulations read with Ind AS 110-Consolidated Financial Statements, the consolidated audited financial statement forms part of this Annual Report.

### 6. Transfer to Reserves:

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

### 7. Change in the nature of the business:

During the Financial Year 2023-24, there was no change in the nature of business of the Company.

### 8. Directors' Responsibility Statement:

Pursuant to sections 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their knowledge and belief and according to the information and explanations received from the Company, confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2024, 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 as 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

As on March 31, 2024, the Company has eight (8) Directors with an optimum combination of Executive and Non-Executive Directors including two women directors. The Board comprises five (5) Non-Executive Directors, out of which four (4) are Independent Directors. The detailed composition of the Board of Directors of the Company is given in the Corporate Governance Report which is forming part of this Report.

#### A. Board Meetings:

The Board of Directors of the Company met four (4) times during the Financial Year 2023-24. The particulars of the Board Meetings held and the attendance of each Director are detailed in the relevant section of the Corporate Governance Report forming part of this Report.

#### B. Change in Directors and Key Managerial Personnel:

##### i. Appointment, Cessation, and Change in Designation of the Directors:

Pursuant to provisions of Section 152(6) of the Act and the Articles of Association of the Company, Shri Parthiv F. Patel (DIN: 00050211), retires by rotation and being eligible, offers himself for re-appointment at the 81<sup>st</sup> Annual General Meeting ("AGM") of the Company. The Board of Directors, based on the recommendation of the

Nomination and Remuneration Committee, has recommended his reappointment. A resolution seeking approval of the Members for the reappointment of Shri Parthiv F. Patel forms part of the Notice of the 81<sup>st</sup> AGM.

The Board of Directors of the Company had, upon recommendation of the Nomination and Remuneration Committee, appointed Shri Sanjay Kumar Tandon (DIN: 00055918), as an Additional Director and also Whole Time Director of the Company, liable to retire by rotation, for a term of five (5) years, effective from September 15, 2020. In the 77<sup>th</sup> AGM, the Members of the Company confirmed the appointment of Shri Sanjay Kumar Tandon as a Whole Time Director for the period of five (5) years from September 15, 2020, to September 14, 2025. As the term of Shri Sanjay Kumar Tandon will expire on September 14, 2025, the Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee, has recommended the reappointment of Shri Sanjay Kumar Tandon as a Whole Time Director for a further period of five (5) years with effect from September 15, 2025. A resolution seeking approval of the Members for the reappointment of Shri Sanjay Kumar Tandon as a Whole Time Director cum Chief Financial Officer of the Company forms part of the Notice of the 81<sup>st</sup> AGM.

The Board of Directors of the Company had, upon recommendation of the Nomination and Remuneration Committee, appointed Dr. Gauri Trivedi (DIN: 06502788), as an Additional Director and also Independent Director of the Company, for a term of five (5) years, effective from September 15, 2020. In the 77<sup>th</sup> AGM, the Members of the Company confirmed the appointment of Dr. Gauri Trivedi as an Independent Director for the period of five (5) years from September 15, 2020 to September 14, 2025. As the term of Dr. Gauri Trivedi will expire on September 14, 2025, the Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee, has recommended the reappointment of Dr. Gauri Trivedi for the second term of five (5) consecutive years with effect from September 15, 2025. A resolution seeking approval of the Members for the reappointment of Dr. Gauri Trivedi forms part of the Notice of the 81<sup>st</sup> AGM.

Pursuant to the provisions of Regulation 36(3) of the Listing Regulations and the applicable Secretarial Standards on the General Meetings,

the requisite details of Mr. Parthiv F. Patel, Mr. Sanjay Kumar Tandon, and Dr. Gauri Trivedi are furnished in the Notice convening 81<sup>st</sup> AGM.

The second and final term from April 01, 2019, to March 31, 2024 (both days inclusive) of Shri Mukesh Mangalbai Patel (DIN: 00053892), Shri Sudhir Nanavati (DIN: 00050236) and Shri Sandeep Mohanraj Singhi (DIN: 01211070), Independent Directors of the Company, was expired on March 31, 2024 (after the closure of business hours) and accordingly, they ceased to be Independent Directors of the Company.

Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Members of the Company approved the special resolutions for appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401), Shri Keyur Dhanvantlal Gandhi (DIN: 02448144), and Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as Independent Directors (Non-executive) of the Company for five (5) consecutive years with effect from April 01, 2024 till March 31, 2029 with the requisite majority through the postal ballot process completed on March 22, 2024.

Shri Bijal Hemant Chhatrapati, Shri Keyur Dhanvantlal Gandhi, and Shri Sudhin Bhagwandas Choksey had given their consent for appointment and confirmed that they meet the criteria of independence as defined under the provisions of the Companies Act, 2013 and the Listing Regulations. The declarations have been obtained from them that they are not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

## ii. **Appointment and Cessation of the Key Managerial Personnel:**

The Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 26, 2023, approved the appointment of Mr. Vinay Kumar Mishra (FCS 11464) as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company effective from May 27, 2023 in place of Mr. Dhaval Pandya, Company Secretary and Compliance Officer of the Company, who retired on May 26, 2023 after a distinguished career of fourteen years with the Company. The Board placed on record its sincere appreciation for the contribution made by Mr. Dhaval Pandya during his tenure with the

Company. Mr. Vinay Mishra is a fellow member of the Institute of Company Secretaries of India and holds a Master's Degree in Commerce with over ten years of experience in varied fields such as governance, compliance, and investor relations.

The Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on November 08, 2023, approved the appointment of Mr. Hardik Patel (ACS 55828) as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company effective from November 08, 2023 in place of Mr. Vinay Kumar Mishra, Company Secretary and Compliance Officer of the Company, who has tendered his resignation from the post of

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024, are as under:

Mr. Falgunbhai C. Patel	Chairman and Managing Director
Mr. Parthiv F. Patel	Managing Director
Mr. Sanjay Kumar Tandon	Whole-time Director & Chief Financial Officer
Mr. Hardik Patel	Company Secretary

Company Secretary and Compliance Officer of the Company with effect from August 19, 2023. The Board placed on record its sincere appreciation for the contribution made by Mr. Vinay Kumar Mishra during his short tenure with the Company. Mr. Hardik Patel is an associate member of the Institute of Company Secretaries of India and holds a Bachelor's Degree in Commerce. He has more than five years of experience in the domain of corporate secretarial work, compliance, and investor relations.

Except as mentioned above, during the year under review, none of the Key Managerial Personnel has tendered resignation and no person was appointed as a Key Managerial Personnel of the Company.

### C. Independent Directors:

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

Sr. No.	Name of the Director	DIN	Designation
a.	Shri Mukeshbhai Patel*	00053892	Independent and Non-executive Director
b.	Shri Sandeepbhai Singhi*	01211070	Independent and Non-executive Director
c.	Shri Sudhirbhai Nanavati*	00050236	Independent and Non-executive Director
d.	Dr. Gauri Trivedi	06502788	Independent and Non-executive Director
e.	Shri Bijal Hemant Chhatrapati#	02249401	Independent and Non-executive Director
f.	Shri Keyur Dhanvantlal Gandhi#	02448144	Independent and Non-executive Director
g.	Shri Sudhin Bhagwandas Choksey#	00036085	Independent and Non-executive Director

\* Ceased to Independent Director of the Company with effect from March 31, 2024.

# Appointed as an Independent Director of the Company with effect from April 01, 2024.

The Company has received the necessary declaration from all Independent Directors of the Company under the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and further that they have registered their names in the Independent Directors' Databank. In the opinion of the Board, the Independent Directors fulfill the criteria of independence as provided under the Act, Rules made thereunder read with applicable provisions of the Listing Regulations, and they are independent of the management and also possess requisite qualifications, experience, and

expertise and hold highest standards of integrity. The Corporate Governance Report which forms part of the Annual Report contains the disclosure regarding the skills, expertise, competence, and proficiency possessed by the Directors. Further, there has been no change in the circumstances affecting their status as Independent Directors of the Company. The Board has taken on record the declarations of the Independent Directors, after undertaking due assessment of the veracity of the same. The Independent Non-Executive Directors of the Company have confirmed compliance with relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014.

**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 Executive Directors and 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 industry. The details of familiarization programs extended to the Independent Directors are also disclosed on the Company's website and can be accessed at: <https://epapercdn.sandesh.com/investors/x.%20Details%20of%20Familiarization%20program%20imparted%20to%20Independent%20Directors.pdf>.

**E. Disqualification of the Directors:**

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

**F. Details of remuneration to directors:**

The information relating to remuneration and other details as required under the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure A** annexed with this Report.

**G. Board Committees:**

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

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

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

**H. Nomination and Remuneration Policy:**

In terms of sections 178(3) and 178(4) of the Act and Regulation 19(4) read with Part D of Schedule II of

the Listing Regulations, the Directors of the Company have, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the Nomination and Remuneration Policy for appointment and remuneration of directors, key managerial personnel and senior management. The said Policy includes criteria for determining qualifications, positive attributes, and independence of a director. The Nomination and Remuneration Policy relating to the remuneration of directors, key managerial personnel, senior management, and other employees is framed with the objective of attracting, retaining, and motivating talent. 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 and can be accessed at <https://epapercdn.sandesh.com/investors/xv.%20Nomination%20and%20Remuneration%20Policy.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 the Listing Regulations, the Board has made an annual evaluation of the performance of the Board, its Committees, Directors, and of the Independent Directors individually and the findings were thereafter shared with all the Board Members as well as the Chairman of the Company. Further, in terms of the provisions of Regulation 17(10) of the Listing Regulations, the Board has carried out an evaluation of the performance of the Independent Directors without the presence of the Director being evaluated and an evaluation of the fulfillment of the independence criteria as specified in the Act and the Listing Regulations and their independence from the Management. The Independent Directors have also evaluated the performance of the Chairman, Executive Directors, the Board, and other Non-Independent Directors. The Directors express their satisfaction with the evaluation process. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report, which is forming part of this Report.

**J. Pecuniary relationships or transactions of Non-executive Directors with the Company:**

None of the Non-executive Directors of the Company had any pecuniary relationships or transactions with the Company during the Financial Year under review which may have potential conflict with the interests of the Company at large.

**10. Subsidiary Companies, joint ventures, and associate companies:**

The Company has one unlisted wholly-owned subsidiary i.e. Sandesh Digital Private Limited, as on March 31, 2024.

There are no joint ventures or associate companies within the meaning of Section 2(6) of the Act.

There has been no material change in the nature of the business of the Subsidiary Company and further, pursuant to the 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 in Form AOC-1 is attached to the Consolidated Financial Statements of the Company which forms a part of this Annual Report, which may be read in tandem with this Annual Report.

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 Financial Statements in respect of Subsidiary Company are available on the website of the Company. All these documents will be made available for inspection, electronically up to the date of the ensuing AGM, upon receipt of a request from any Member of the Company interested in obtaining the same.

The Company has prepared Consolidated Financial Statements of the Company and of its subsidiary viz. Sandesh Digital Private Limited in the form and manner as that of its own, duly audited by its statutory auditors in compliance with the applicable accounting standards and the Listing Regulations. The Consolidated Financial Statements for the Financial Year 2023-24 form a part of the Annual Report and said Financial Statements of the subsidiary shall be laid before the Members of the Company at the ensuing Annual General Meeting while laying its Financial Statements under Section 129(2) of the Act.

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto is available on the Company's website and can be accessed at <https://sandesh.com/investor-relations>. The financial statements of the subsidiary of the Company, are available on the Company's website and can be accessed at <https://sandesh.com/investor-relations>.

The Company has formulated a policy for determining Material Subsidiaries; however, the Company does not have any material subsidiary in the immediately preceding Financial Year. The Policy is available on the website of the Company and can be accessed at <https://epapercdn.sandesh.com/investors/ix.%20Policy%20for%20determining%20Material%20Subsidiary.pdf>. The performance and business highlights of the Subsidiary Company of the Company during the Financial Year 2023-24 are as mentioned hereunder:

#### **Sandesh Digital Private Limited:**

Sandesh Digital Private Limited ("SDPL"), a wholly-owned subsidiary company of the Company, is engaged in the business of aggregating and providing news, videos, and advertisements on multiple digital platforms.

During the year under review, SDPL has recorded revenue from operation of ₹ 211.10 Lakhs as compared to ₹ 171.52 Lakhs in the previous Financial Year; whereas, total loss before tax was ₹ 9.33 Lakhs as compared to ₹ 57.78 Lakhs in previous Financial Year. Further, SDPL's loss after tax was ₹ 10.62 as compared to ₹ 60.49 Lakhs in the previous Financial Year.

#### **11. Corporate Governance:**

A Report on Corporate Governance along with a certificate confirming compliance with the conditions of Corporate Governance, issued by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, forms a part of this Annual Report.

#### **12. Audit Committee and its Recommendations:**

The Audit Committee has been constituted in accordance with the provisions of the Act and rules made thereunder and also in compliance with the provisions of Listing Regulations. The details pertaining to the composition of the Audit Committee are provided in the Corporate Governance Report. During the Financial Year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

#### **13. Auditors and Audit Reports:**

##### **a) Statutory Auditors:**

M/s. S G D G & Associates LLP (Firm Registration No. W100188 LLPIN: AAI-3248) Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company for a term of five (5) consecutive years, at the 75<sup>th</sup> AGM held on September 28, 2018, to hold the office up to the conclusion of 80<sup>th</sup> AGM. Accordingly, M/s. S G D G & Associates LLP, Chartered Accountants, completed its term at the conclusion of the 80<sup>th</sup> AGM.

The Shareholders of the Company approved the appointment of M/s. Manubhai & Shah LLP, (Firm Registration No. 106041W/W100136, LLPIN: AAG-0878), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company, in place of retiring Auditors M/s. S G D G & Associates LLP (Firm Registration No. W100188 LLPIN: AAI-3248), Chartered Accountants, Ahmedabad to hold office for a period of five (05) years from the conclusion of the 80<sup>th</sup> AGM till the conclusion of the 85<sup>th</sup> AGM.

M/s. Manubhai & Shah LLP, have consented to their appointment as Statutory Auditors and have confirmed that their appointment is in accordance with the provisions of section 139 read with section 141 of the Act.

The Members may note that the requirement to place the matter relating to the appointment of auditors

for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of statutory auditors at the AGM.

**b) Auditors' Report:**

The Auditors' Report given by M/s. Manubhai & Shah LLP on the Standalone and Consolidated Financial Statements of the Company for the Financial Year 2023-24 forms part of the Annual 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 2023-24 does not contain any qualification, reservation, disclaimer, or adverse remarks. During the Financial Year 2023-24, the Auditors had not reported any matter under section 143(12) of the Act, therefore, no detail is required to be disclosed under section 134(3) (ca) of the Act. Further, the Auditors of the Company have not reported any incident of fraud to the Audit Committee of the Company in the Financial Year under review. The Directors have reviewed the Auditor's Report.

**c) Internal Auditors:**

The Company has appointed BDO India Limited Liability Partnership (LLPIN: AAB-7880) as the Internal Auditors of the Company in the Board Meeting held on November 14, 2022. The Audit Committee has approved the terms of reference and also the scope of work of the Internal Auditors. The scope of work of the Internal Auditors includes monitoring and evaluating the efficiency and adequacy of the internal control systems. Internal Auditors present their audit observations and recommendations along with the action plan of corrective actions to the Audit Committee of the Board.

**d) Secretarial Audit Report:**

Secretarial Audit Report in Form MR-3 pursuant to the provisions of Section 204 of the Act read with applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Secretarial Compliance Report pursuant to the provisions of Regulation 24A of the Listing Regulations for the Financial Year ended on March 31, 2024, issued by M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad are annexed as **Annexure B** and **Annexure C**, respectively, and form an integral part of this Report. The Secretarial Audit Report and Secretarial Compliance Report for the Financial Year 2023-24 do not contain any qualification, reservation, disclaimer, or adverse remarks. During the year, the Secretarial Auditors had not reported any matter under section 143(12) of the Act, therefore no

detail is required to be disclosed under section 134(3) (ca) of the Act.

**e) Secretarial Auditor:**

In terms of section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee recommended and the Board of Directors appointed M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad, (CP No.: 6996), to conduct a Secretarial Audit of the Company for the Financial Year 2023-24.

**14. Cost Records:**

The Company is not required to comply with the requirements of maintaining the cost records specified by the Central Government under provisions of Section 148(1) of the Act; therefore, no such records are made or maintained by the Company. Accordingly, the provisions pertaining to the audit of the cost records are also not applicable during the Financial Year under review.

**15. Human resource initiatives and industrial relations:**

The Company regards its employees as its most valuable assets, recognizing that without capable personnel, even the best business plans and ideas may falter. In today's dynamic and ever-evolving business environment, it is human capital, rather than fixed or tangible assets, that sets organizations apart from their competitors. Enhancing employee efficiency and performance has always been the Company's foremost priority. Moreover, the Company strives to align its human resource practices with its business objectives. The performance management system adopts a comprehensive approach to managing performance, extending beyond mere appraisals. As of March 31, 2024, the Company had 451 employees on its payroll.

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

The details required under section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, pertaining to energy conservation, technology absorption, and foreign exchange earnings and outgo, are provided in **Annexure D**, which is an integral part of this Report.

**17. Management Discussion and Analysis Report & Cautionary Statement:**

A detailed chapter on 'Management Discussion and Analysis' pursuant to Regulation 34 of Listing Regulations 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.

#### 18. Corporate Social Responsibility ("CSR"):

The Company has constituted a Corporate Social Responsibility Committee pursuant to the applicable provisions of the Act. The Committee is constituted to manage and overview the Corporate Social Responsibility programs and projects of the Company. The Corporate Social Responsibility Policy as approved and amended from time to time by the Board is available on the website of the Company and can be accessed at: <https://epapercdn.sandesh.com/investors/xiii.%20CSR%20Policy.pdf>. The Annual Report on Corporate Social Responsibility activities is annexed herewith as **Annexure E** and forms an integral part of this Report.

#### 19. Insider Trading Regulations:

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

#### 20. Borrowing:

Particulars of borrowing are more particularly given in the Financial Statements of the Company which may be read in conjunction with this Report.

#### 21. Credit Rating:

For the Financial Year 2023-24 under review, Credit Analysis and Research Limited, a credit rating agency, has granted a

rating of CARE AA, stable (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.

#### 22. Insurance:

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

#### 23. Risk Management:

Pursuant to Regulation 21 of the Listing Regulations, the Company has constituted the Risk Management Committee to frame, implement, and monitor the risk management plan of the Company. The composition of the Committee is more particularly described in the Corporate Governance Report which forms a part of this Annual Report. The Board of Directors of the Company has framed and adopted a Risk Management Policy of the Company. The Risk Management Policy of the Company is uploaded on the website of the Company and can be accessed at <https://epapercdn.sandesh.com/investors/i.%20Risk%20Management%20Policy.pdf>. 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. Further details on the risk management activities including the implementation of risk management policy, key risks identified, and their mitigations are covered in the Management Discussion and Analysis section, which forms part of the Annual Report.

#### 24. Internal Financial Control system and its adequacy:

The Company has an adequate system of internal controls to ensure that all its assets are protected against loss from unauthorized use or disposition and further that those transactions are authorized, 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 the 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 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 the 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.

## **25. Vigil Mechanism and Whistle Blower Policy:**

Pursuant to the provisions of the Act and Listing Regulations, the Board has approved and established a Vigil Mechanism and Whistle Blower Policy for the directors, employees, and other stakeholders of the Company to report their genuine concerns, and its details are explained in the Corporate Governance Report. The Company's Vigil Mechanism and Whistle Blower Policy entitle its directors, employees, and other stakeholders to report concerns about unethical or inappropriate behavior, actual or suspected fraud, leak of unpublished price-sensitive information, unfair or unethical actions, or any other violation. The aforesaid Policy is also available on the website of the Company and can be accessed at: <https://epapercdn.sandesh.com/investors/vii.%20Vigil%20Mechanism%20&%20Whistle%20Blower%20Policy.pdf>.

## **26. Code of Conduct:**

The Company has laid down a 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 and can be accessed at: <https://epapercdn.sandesh.com/investors/vi.%20Code%20of%20Conduct%20of%20Board%20of%20Directors%20and%20Senior%20Management%20Personnel.pdf>. All directors 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 with the said Code by all the directors and the members of senior management of the Company, to whom the Code is applicable, is attached to the Corporate Governance Report.

## **27. Extract of Annual Return:**

Pursuant to the provisions of section 92(3) read with Section 134(3)(a) of the Act, the annual return of the Company as on March 31, 2024, is available on the website of the Company and can be accessed at: [https://epapercdn.sandesh.com/investors/Draft%20Annual%20Return%20\\_2023-24.pdf](https://epapercdn.sandesh.com/investors/Draft%20Annual%20Return%20_2023-24.pdf)

## **28. Litigation:**

There was no material litigation outstanding as on March 31, 2024, and the details of pending litigation including tax matters are disclosed in the Financial Statements.

## **29. Particulars of Loans, Guarantees and Investments under section 186 of the Companies Act, 2013:**

The particulars of loans and the investments made under the provisions of Section 186 of the Act are given separately in the Financial Statements of the Company which may be read in conjunction with this Annual Report. During the year under review, the Company has not taken any loan from the Directors or their relatives.

## **30. Particulars of contracts or arrangements with related parties referred to in Section 188(1) in the prescribed form:**

All contracts/arrangements/transactions entered by the Company with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the Audit Committee and also before the Board for their review and approval. As there were no material related party transactions entered into by the Company with the related parties during the Financial Year under review, the requirement of disclosing the details of the related party transactions under Section 134(3)(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable to the Company. There were no materially significant related party transactions that could have potential conflict with the interests of the Company at large.

In line with the provisions of the Act and Listing Regulations, the Company has formulated a Related Party Transactions Policy for determining the materiality of Related Party Transactions and also the manner for dealing with Related Party Transactions. The Related Party Transactions Policy is uploaded on the Company's website and can be accessed at <https://epapercdn.sandesh.com/investors/v.%20RPT%20Policy.pdf>. The Company has maintained a register under section 189 of the Act and particulars of Related Party Transactions are entered in the Register, whenever applicable. The Members may refer to Note 39 of the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS. Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the reports on the related party transactions with the Stock Exchanges within the statutory timelines.

**31. Secretarial Standards:**

The Company has followed the applicable Secretarial Standards, with respect to the Meetings of the Board of Directors (SS-1) and the General Meetings (SS-2) issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, during the year under review.

**32. Listing Fees:**

The Company confirms that it has made payment of annual listing fees for the Financial Year 2023-24 to BSE Limited and National Stock Exchange of India Limited.

**33. Other Statutory Disclosures:**

**A. Deposits from the public:**

The Company has not accepted any deposits covered under Chapter V of the Act and as such, no amount on account of principal or interest on 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 Crores comprising 1,50,00,000 equity shares having a face value of ₹ 10/- each. The Paid-up Equity Share Capital of the Company as on March 31, 2024, was ₹ 7.57 Crores comprising 75,69,421 equity shares having a face value of ₹ 10/- each. During the Financial Year under review, the Company has not issued shares with or without differential voting rights as to dividends, 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 Employee Stock Options Scheme or any other scheme during the Financial Year under review.

**D. Receipt of Remuneration or Commission by Managing Director(s) / Whole Time Director from a subsidiary of the Company:**

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

**E. Transfer of Amounts to Investor Education and Protection Fund ("IEPF"):**

During the year under review, the Unpaid / Unclaimed Dividend for the Financial Year 2015-16 amounting to

₹ 3,62,280/-, was transferred to the Investor Education and Protection Fund in compliance with 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. For further details kindly refer to the relevant section of the 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 the future:**

During the year under review, the regulators, courts, or tribunals did not pass any significant or material orders that would impact the Company's going concern status and future operations.

**G. Disclosure under Section 67(3) of the Companies Act, 2013:**

The Company does not have any scheme of provision of money or the Company does not provide any loan or financial arrangement to its employees, for the purchase of its own shares. Accordingly, no disclosure is required under section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

**H. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place a Policy for the prevention of Sexual Harassment at the workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All the employees of the Company are covered under the said policy. The Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. For the summary of sexual harassment complaints received and disposed of during the year under review, kindly refer to the relevant section of the Corporate Governance Report. The Company has not received any such complaint during the Financial Year under review.

**I. Application or proceeding pending under Insolvency and Bankruptcy Code, 2016:**

No application has been made under the Insolvency and Bankruptcy Code and hence, the requirement to disclose the details of an application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the Financial Year is not applicable. Further, there was no instance of a one-time settlement with any Bank or Financial Institution.

**J. Difference between amounts of valuation:**

The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the banks or financial institutions along with the reasons thereof, is not applicable for the period under this Report.

**K. Frauds:**

During the financial year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee, under the provisions of section 143(12) of the Act, any instances of fraud committed against the Company by its officers or

employees, the details of which would need to be mentioned in the report of the Board.

**34. Acknowledgment:**

The Directors place on record their sincere appreciation for the valuable contribution and dedicated services by all the employees of the Company. 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: August 13, 2024

Place: Ahmedabad

Encl.: Annexure A to Annexure E

## 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
Shri Falgunbhai C. Patel	112.66
Mr. Parthiv F. Patel	114.36
Mr. Sanjay Kumar Tandon	8.42

**2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2023-24:**

Name of the Director, Chief Financial Officer and the Company Secretary	% increase in the remuneration in the financial year
Shri Falgunbhai C. Patel (Chairman and Managing Director)	(15.26)
Mr. Parthiv F. Patel (Managing Director)	(15.05)
Mr. Sanjay Kumar Tandon (Whole-time Director & Chief Financial Officer)	5.65
Mr. Dhaval Pandya (Company Secretary)	\$
Mr. Vinay Kumar Mishra (Company Secretary)	#
Mr. Hardik Patel (Company Secretary)	#

\$ Remuneration paid in Financial Year 2023-24 (for part of the year) is not comparable with remuneration for Financial Year 2022-23 and hence not stated.

# Mr. Vinay Kumar Mishra and Mr. Hardik Patel was not holding position of Key Managerial Personnel during the Financial Year 2022-23 hence it is not comparable with that of the remuneration paid during the Financial Year 2023-24 (for part of the year).

**3. The percentage increase in the median remuneration of employees in the financial year: 2.39%**

**4. The number of permanent employees on the rolls of Company: 451**

**5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

- Average increase in remuneration of employees excluding KMPs: 14.34%
- Average increase in remuneration of KMPs: (15.25%)
- Increase in salary of Key Managerial Personnel is decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.

**6. Key parameters for any variable component of remuneration availed by the directors:** The variable component of remuneration availed by the directors is based on the profitability of the Company.

**7. 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.

**8. The statement containing particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

(₹ in Lakhs)									
Sr. No.	Name	Age	Designation	Gross Remuneration	Qualifications	Experience (In years)	Date of Commencement of Employment	Previous Employment and Position Held	Type of employment (Contractual/ otherwise)
1	Mr. Parthiv F. Patel	42	Managing Director	475.16	B.A. with Business Finance	22	01-08-03	Nil	Contractual
2	Mr. Falgunbhai C. Patel	68	Chairman and Managing Director	456.74	B.com, MBA	50	15-01-78	Nil	Contractual
3	Mr. Debashish Babu	52	Deputy Vice President (Ad sales)	36.34	B.A., Diploma in Sales & Marketing	27	21-07-15	Sambhaav Media Limited (Business Head - Marketing)	Contractual
4	Ms. Zeenat Badami	57	Vice President (Ad Sales)	36.14	Diploma in Computer Application	35	01-02-22	Jagati Publication Private Limited (Senior Vice President - Marketing)	Contractual
5	Mr. Sanjay Tandon	64	Whole Time Director and Chief Financial Officer	35.24	B.com (Hons), CA, CAIIB	40	10-03-08	IFCI Limited (Deputy General Manager)	Contractual
6	Mr. Rahoul Shah	51	Head Marketing	27.49	B.Com	29	01-11-95	Nil	Contractual
7	Mr. Sameer Shah	49	Head Operations	27.49	B.Com	28	01-12-96	Nil	Contractual
8	Ms. Priti Mehta	47	General Manager (Ad sales)	24.27	M.Com	22	07-09-16	Associated Broadcasting Company Private Limited (Senior Manager - Marketing)	Contractual
9	Mr. Archan Sengupta	52	Assistant Vice President (Ad Sales)	23.79	B.Com	25	22-09-08	Bartaman Limited (Regional Manager-Marketing)	Contractual
10	Mr. Dhaval Pandya	48	Chief Legal Officer	22.97	B.Com, CS, LLB	21	21-07-09	Applewoods Estate Private Limited (Company Secretary)	Contractual

**Notes :**

1. Remuneration includes salary, performance bonus, long term incentives, allowances, and perquisites.

**For and on behalf of the Board of Directors,**

**Falgunbhai C. Patel**

Chairman & Managing Director  
(DIN: 00050174)

Date: August 13, 2024  
Place: Ahmedabad

## ANNEXURE-B TO THE BOARD'S REPORT

Form No. MR-3

**SECRETARIAL AUDIT REPORT****(For the Financial Year ended 31<sup>st</sup> March, 2024)**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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 to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 (**'Audit Period'**) according to the applicable provisions of:

- i. The Companies Act, 2013 (**'the Act'**) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereof (Not applicable as the Company has not issued any further share capital during the Audit Period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit Period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments thereof (Not applicable to the Company during the Audit Period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and amendments thereof, regarding the Companies Act and dealing with client (Not applicable to the Company during the Audit Period);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments thereof (Not applicable to the Company during the Audit Period); and
  - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- vi. The following laws are applicable specifically to the Company and we report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, and according to the information and explanations provided by the management of the Company, the Company has complied with:

- a) The Press and Registration of Books Act, 1867 and Rules made thereunder;
- b) The Delivery of Books and Newspapers (Public Libraries) Act, 1954 and Rules made thereunder;
- c) The Working Journalists and Other Newspaper Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955 and rules made thereunder;
- d) Uplinking / downlinking policy / guidelines issued by Ministry of Information and Broadcasting;

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1), General Meetings (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereof.
- iii. The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors

and Independent Directors. There was no change in the composition of the Board of Directors that took place during the Audit Period.

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 were 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 etc.

**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, standards etc.

For, **Jignesh A. Maniar & Associates**  
Company Secretaries

**Jignesh A. Maniar**

Proprietor

F.C.S. No. 3468

C. P. No. 6996

UDIN: F003468F000406684

Place: Ahmedabad

Date: 20/05/2024

**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**  
**(CIN: L22121GJ1943PLC000183)**  
Sandesh Bhavan, Lad Society Road,  
B/h. Vastrapur Gam, P.O. Bodakdev,  
Ahmedabad – 380054  
(Gujarat – India)

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

**Jignesh A. Maniar**

Proprietor

F.C.S. No. 3468

C. P. No. 6996

UDIN: F003468F000406684

Place: Ahmedabad

Date: 20/05/2024

## SECRETARIAL COMPLIANCE REPORT OF THE SANDESH LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,

**The Sandesh Limited**

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

We have examined:

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

for the financial year ended March 31, 2024 ("**Review Period**") in respect of compliance with the provisions of:

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

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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (**hereinafter referred to as LODR**);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not Applicable for the period under review)
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and amendments from time to time; (Not Applicable for the period under review)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; (Not Applicable for the period under review)
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not Applicable for the period under review)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments from time to time;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, and based on the above examination, we hereby report that, during the Review Period:

- a) **The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:**

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

**b) The listed entity has taken the following actions to comply with the observations made in previous reports:**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violations / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

**c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards</b> The Compliance of the listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	NIL
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	NIL
4.	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	NIL
5.	<b>To examine details related to Subsidiaries of listed entity:</b> <ol style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries</li> </ol>	N.A. Yes	Listed entity does not have any material subsidiary. It has formed a policy for determining material subsidiary.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015	Yes	NIL
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	NIL
8.	<b>Related Party Transactions:</b> <ol style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee</li> </ol>	Yes N.A.	There was no related party transaction entered into by Listed entity for which prior approval was not obtained.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder	Yes	NIL
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	Yes	No actions taken against the Listed Entity or its promoters or directors or subsidiary.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (LODR) Regulations, 2015 by listed entities	N.A.	NIL
13.	<b>Additional Non-compliance, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	There was no any additional non-compliance observed for all SEBI regulation / circular / guidance note. etc. during the review period.

\* Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

#### Assumptions & Limitations of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

**For Jignesh A. Maniar & Associates**  
Company Secretaries

**Jignesh A. Maniar**

Proprietor

FCS No.: 3468

CP No.: 6996

UDIN: F003468F000474752

Place: Ahmedabad  
Date: 28<sup>th</sup> May, 2024

## ANNEXURE-D 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 in an on-going basis. The Company is not using DG set but used alternate power lines, if mains fail. The Company has installed capacitor banks and filters for improvement in power factor. Other energy conservation measures taken include using of LED type illuminants in majority and highly efficient screw compressor. Further, machineries are kept in power off mode during non-productive hours. The Company has also installed 278 KVP solar power plant which generates approx. 750 to 1100 units daily depending upon the weather conditions.
- 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 equipment:** The Company has installed Solar Power Plant for generating clean energy premises of the Registered Office of the Company, which will help to produce 278 kilowatt peak power, and thereby ensuring effective energy conservation. After installation of solar plant at Ahmedabad, there has been significant reduction in power consumption. The Company intends to install Solar Power Plant at other locations, if feasible, to generate more clean energy.

**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:**
  - a. Details of technology imported: Not applicable
  - b. Year of import: Not applicable
  - c. Whether the technology been fully absorbed: Not applicable
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable
- 4) **Expenditure incurred on Research and Development:** Not applicable

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the Financial Year under review, there was no foreign exchange earnings and foreign exchange outgo were ₹ 8,036.15 Lakhs.

**For and on behalf of the Board of Directors,**

**Falgunbhai C. Patel**

Chairman & Managing Director  
(DIN: 00050174)

Date: August 13, 2024  
Place: Ahmedabad

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

### 1. A brief outline on the CSR Policy of the Company:

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 the promotion of education, providing preventive healthcare & sanitation, creating livelihoods for the community, supporting the community in times of natural calamities, providing monetary support to the deserving students etc.

### 2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Falgunbhai C. Patel	Chairman (Executive Director)	4	4
2	Smt. Pannaben F. Patel	Member (Non-Executive Director)	4	4
3	Shri Mukeshbhai Patel*	Member (Independent Director)	4	3
4.	Shri Parthiv F. Patel#	Member (Executive Director)	4	N.A.
5	Shri Bijalbhai Chhatrapati#	Member (Independent Director)	4	N.A.
6.	Shri Keyurbhai Gandhi#	Member (Independent Director)	4	N.A.
7.	Shri Sanjay Kumar Tandon#	Member (Executive Director)	4	N.A.

\* Ceased to be the Member of the Committee w.e.f. March 31, 2024

# Appointed as the Member of the Committee w.e.f. April 1, 2024

### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

(a) **Composition of Committee:** <https://epapercdn.sandesh.com/investors/l.%20Composition%20of%20CSR%20Committee.pdf>

(b) **CSR Policy:** <https://epapercdn.sandesh.com/investors/xiii.%20CSR%20Policy.pdf>

(c) **CSR projects approved by the Board:** [https://epapercdn.sandesh.com/investors/Details\\_of%20CSR%20Activities.pdf](https://epapercdn.sandesh.com/investors/Details_of%20CSR%20Activities.pdf)

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5.	(a)	Average net profit of the company as per sub-section (5) of section 135	₹ 8639.44 Lakhs
	(b)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 172.79 Lakhs
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years	Nil
	(d)	Amount required to be set-off for the Financial Year, if any	Nil
	(e)	Total CSR obligation for the Financial Year [(b)+(c)-(d)]	₹ 172.79 Lakhs
6.	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 221.82 Lakhs
	(b)	Amount spent in Administrative Overheads	Nil
	(c)	Amount spent on Impact Assessment, if applicable	Not Applicable
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 221.82 Lakhs

**(e) CSR amount spent or unspent for the Financial Year:**

Total Amount spent for the Financial Year	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
76.00	96.79	April 26, 2024		Nil	

**(f) Excess amount for set-off, if any:**

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	172.79
(ii)	Total amount spent for the Financial Year	76.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or Programmes or Activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

(1) Sl. No.	(2) Preceding Financial Year(s)	(3) Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in Lakhs)	(4) Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (₹ in Lakhs)	(5) Amount Spent in the Financial Year (₹ in Lakhs)	(6) Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		(7) Amount remaining to be spent in succeeding Financial Years (₹ in Lakhs)	(8) Deficiency, if any
					Amount	Date of Transfer		
1	2022-23	145.82	Nil	145.82	Nil	N.A.	Nil	Nil
2	2021-22	143.78	Nil	Nil	Nil	N.A.	Nil	Nil
3	2020-21				Nil			

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No**

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

**9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of section 135: Not Applicable**

Place: Ahmedabad  
Date: August 13, 2024

**Falgunbhai C. Patel**  
Managing Director & Chairman of CSR Committee  
(DIN: 00050174)

# CORPORATE GOVERNANCE REPORT

This report, prepared in accordance with Regulation 34(3) read with Part C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as in force (“**Listing Regulations**”), contains details of compliance with regard to Corporate Governance systems and processes followed by the Company. The Company has also made the mandatory disclosures in this report in line with Regulation 34(3) read in conjunction with Part C of Schedule V to the Listing Regulations.

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

The Company is a firm believer that good corporate governance in any organization must be built on principles and be simple, moral, accountable, responsive, and transparent (SMART). The Company's objective is to achieve the highest levels of corporate governance by maintaining openness in all of its activities and operations and maximizing the value of its stakeholders. The Company makes every effort to comply with all of the provisions and stipulations outlined in the corporate governance guidelines outlined in the Listing Regulations. The Company's ideology would ensure that it adheres to the high level of professionalism, honesty, accountability, fairness, openness, social responsiveness, and best business practices.

The corporate governance framework established by the Company comprises principles, procedures, and systems to assist the Company in making informed decisions and managing performance, as well as supporting the formation of a culture of honesty and fairness in all interactions. In addition, the Company transparently publishes compliance with these principles and practices on a regular basis. The Company's Board of Directors (“**the Board**”) also reviews management actions to maintain the efficacy of corporate governance, which supports the Board's independence and lack of influence.

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 31<sup>st</sup> March, 2024 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (“**the Act**”) and Regulation 17 of the Listing Regulations.

Following is the composition of the Board of the Company:

Sr. No.	Name	DIN	Executive / non-executive	Designation
1.	Shri Falgunbhai C. Patel	00050174	Promoter Executive	Chairman and Managing Director
2.	Shri Parthiv F. Patel	00050211	Promoter Executive	Managing Director
3.	Smt. Pannaben F. Patel	00050222	Promoter Non-Executive	Women Director
4.	Shri Sanjay Kumar Tandon	00055918	Executive	Whole Time Director
5.	Shri Mukeshbhai M. Patel*	00053892	Non-Executive	Independent Director
6.	Shri Sudhirbhai Nanavati*	00050236	Non-Executive	Independent Director
7.	Shri Sandeepbhai Singhi*	01211070	Non-Executive	Independent Director
8.	Dr. Gauri Trivedi	06502788	Non-Executive	Women Independent Director
9.	Shri Bijal Hemant Chhatrapati#	02249401	Non-Executive	Independent Director
10.	Shri Keyur Dhanvantlal Gandhi#	02448144	Non-Executive	Independent Director
11.	Shri Sudhin Bhagwandas Choksey#	00036085	Non-Executive	Independent Director

\* Ceased to be Independent Directors of the Company with effect from March 31, 2024.

# Appointed as Independent Directors of the Company with effect from April 01, 2024.

During the year under review, a total four (04) meetings of the Board were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. The attendance of the Directors in the meetings of the Board is as under:

Sr. No.	Name of the Members	Date-wise attendance of Board Meeting held during the F.Y. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Shri Falgunbhai C. Patel	Yes	Yes	Yes	Yes
2.	Shri Parthiv F. Patel	Yes	Yes	Yes	Yes
3.	Smt. Pannaben F. Patel	Yes	Yes	Yes	Yes
4.	Shri Sanjay Kumar Tandon	Yes	Yes	Yes	Yes
5.	Shri Mukeshbhai M. Patel	Yes	Yes	Yes	No
6.	Shri Sudhirbhai Nanavati	Yes	No	Yes	Yes
7.	Shri Sandeepbhai Singhi	No	Yes	Yes	Yes
8.	Dr. Gauri Trivedi	No	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

The Meetings of the Board are decided in consultation with the Board and the schedule of the Meetings is communicated to all Directors in advance. 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 and detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions. The necessary quorum was present at all the Board Meetings and 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 the production, sales, financial results, loan & investments, share transfers, compliance regarding shares, status of statutory dues payment, etc., are regularly placed before the Board for their review and approval. The Board, on a 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 a system of follow-up, review, and reporting on actions taken by the Management on the decisions of the Board and Committees of the Board. There was no instance during the Financial Year under review when the Board had not accepted the recommendations of any Committee of the Board.

The Board appoints or re-appoints the Company's directors based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members. Executive Directors are appointed in line with the requirements of the Act and serve as per the terms of their service agreement with the Company. According to the Act and the Company's Articles of Association, not less than two-thirds of the total number of directors (excluding independent directors) shall retire by rotation, with one-third of directors required to retire every year by rotation, and, if eligible, the director can offer himself/herself for re-appointment. Mr. Parthiv F. Patel retires by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

The details of the composition of the Board, the categories of the Directors as well as their directorships/memberships in other companies/committees as on March 31, 2024, are given below:

Name of Director	Category	Board Meetings held during the year	Board Meetings attended	Attendance at the last AGM held on 21.09.2023	Other Directorships held	No. of Board Committees (Including The Sandesh Limited) of which Chairman / Member*		Directorship in other listed entity (category of directorship)
						Member	Chairman	
Mr. Falgunbhai C. Patel	Promoter, Executive	4	4	Yes	4	NIL	NIL	NIL
Mr. Parthiv F. Patel	Promoter, Executive	4	4	Yes	5	NIL	NIL	NIL
Mrs. Pannaben F. Patel	Promoter, Non-Executive	4	4	Yes	1	NIL	NIL	NIL

Name of Director	Category	Board Meetings held during the year	Board Meetings attended	Attendance at the last AGM held on 21.09.2023	Other Directorships held	No. of Board Committees (Including The Sandesh Limited) of which Chairman / Member*		Directorship in other listed entity (category of directorship)
						Member	Chairman	
Mr. Sudhirbhai Nanavati	Independent, Non-Executive	4	3	Yes	4	4	2	1. Sanghi Industries Limited (Independent Non-Executive Director)
Mr. Mukeshbhai Patel	Independent, Non-Executive	4	3	Yes	8	8	5	1. Zyodus Lifesciences Limited (Non-Executive Director) 2. Johnson Controls- Hitachi Air Conditioning India Limited (Independent, Non-Executive Director) 3. Force Motors Limited (Independent Non-Executive Director)
Mr. Sandeepbhai Singhi	Independent, Non-Executive	4	3	Yes	2	5	2	1. Gujarat Ambuja Exports Limited (Independent, Non-Executive Director) 2. ACC Limited (Independent, Non-Executive Director)
Mr. Sanjay Kumar Tandon	Whole-Time-Director, Executive	4	4	Yes	1	NIL	NIL	NIL
Dr. Gauri Trivedi	Independent, Non-Executive	4	3	Yes	7	8	0	1. Adani Total Gas Limited (Independent, Non-Executive Director) 2. Denis Chem Lab Limited (Independent, Non-Executive Director) 3. Nikhil Adhesives Limited (Independent, Non-Executive Director)

Yes – Attended, No – Not Attended, N.A. – Not Applicable

\* 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.

The number of directorships held in other companies includes all companies excluding "The Sandesh Limited", whether listed, unlisted, private Company, or Section 8 Company, and excludes other bodies corporate and professional bodies. The composition of the Board conforms with Regulation 17 of the Listing Regulations read with section 149 of the Act. None of the Directors is a Member of more than ten Committees or Chairman of more than five Committees across all companies in terms of Regulation 26 of the Listing Regulations. The maximum tenure of Independent Directors is in accordance with the Act.

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

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

A matrix setting out the skills/expertise/competencies of the Individual Directors is given below:

Sr. No.	Area of skill/expertise	Board of Directors as on 31 <sup>st</sup> March, 2024							
		Mr. Falgunbhai C. Patel	Mr. Parthiv F. Patel	Mrs. Pannaben F. Patel	Mr. Sudhirbhai Nanavati	Mr. Mukeshbhai Patel	Dr. Gauri Trivedi	Mr. Sandeepbhai Singhi	Mr. Sanjay Kumar Tandon
1.	Knowledge	√	√	√	√	√	√	√	√
2.	Behavioral Skills	√	√	√	√	√	√	√	√
3.	Strategic thinking and decision-making	√	√	√	√	√	√	√	√
4.	Financial Skills	√	√	x	√	√	√	√	√
5.	Technical/ Professional skills and specialized knowledge	√	√	x	x	√	x	x	x

**3. 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 C. Patel	Father of Mr. Parthiv F. Patel and husband of Mrs. Pannaben F. Patel
2.	Mr. Parthiv F. Patel	Son of Mr. Falgunbhai C. Patel and Mrs. Pannaben C. Patel
3.	Mrs. Pannaben F. Patel	Wife of Mr. Falgunbhai C. Patel and mother of Mr. Parthiv F. Patel

Except above, none of the Directors are related to each other.

**4. The details of Equity Shares of the Company held by Non-Executive Directors as on 31<sup>st</sup> March, 2024 are as below:**

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

The Company has not issued any convertible instruments.

**5. Independent Directors:**

Mr. Mukeshbhai Patel, Mr. Sandeepbhai Singhi, and Mr. Sudhirbhai Nanavati, the Independent Directors of the Company were initially appointed for a tenure of 5 (five) years from April 01, 2014 up to March 31, 2019. Further, based upon the recommendation of the Nomination and Remuneration Committee to the Board and further upon the recommendation of the Board, they were re-appointed by the members of the Company by way of passing of Special Resolution at the 75<sup>th</sup> AGM of the Company held on 28<sup>th</sup> September, 2018 for the second term of 5 (five) consecutive years from April 01, 2019, till March 31, 2024. Accordingly, upon

the expiry of their second and final term, they ceased to be Independent Directors of the Company with effect from March 31, 2024 (after the closure of business hours).

The Members of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, appointed Mr. Sudhin Bhagwandas Choksey, Mr. Bijal Hemant Chhatrapati, and Mr. Keyur Dhanvantlal Gandhi as Non-executive Independent Directors of the Company for the first term of five (5) consecutive years from April 01, 2024 to March 31, 2029 through postal ballot concluded on March 22, 2024.

Upon recommendation of the Nomination and Remuneration Committee to the Board and further upon recommendation of the Board, the resolution for the appointment of Dr. Gauri Trivedi as Independent Director of the Company, not liable to retire by rotation, for the term of five (5) years from September 15, 2020, up to September 14, 2025, was passed at the 77<sup>th</sup> Annual General Meeting of the Company held on December 30, 2020. As the term of Dr. Gauri Trivedi will expire on September 14, 2025, the Board, upon recommendation of the Nomination and Remuneration Committee, has recommended the re-appointment of Dr. Gauri Trivedi for a further period of five (5) consecutive years with effect from September 15, 2025. A resolution seeking approval of the Members for re-appointment of Dr. Gauri Trivedi forms part of the Notice of the 81<sup>st</sup> AGM.

Pursuant to Regulation 17(1A) of the Listing Regulations, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Sudhirbhai Nanavati attained the age of 75 years on 29<sup>th</sup> September, 2022. Accordingly, based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board, the special resolution for continuing the directorship of Mr. Sudhirbhai Nanavati was passed by the members of the Company in the 78<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2021.

The terms and conditions for the appointment of Independent Directors and a sample letter of appointment have been placed on the website of the Company.

During the year under review, none of the Independent Directors of the Company has resigned from the post of the Independent Director of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing

Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Independent Directors have also included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of section 150 of the Act.

Based on the declarations received from the Independent Directors, the Board has confirmed that the Independent Directors meet the criteria of independence as mentioned under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

## **6. Familiarization Program for Independent Directors:**

The Familiarization Program for the Independent Directors of the Company has been adopted by the Board pursuant to 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 the opportunity to contribute significantly to the Company by providing their 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 with the vision and mission of the Company, its operations, administration and management, business plans, strategies, technologies, and also the 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 with Regulation 46 of the Listing Regulations, the details of the familiarization programs extended to the Independent Directors are also disclosed on the Company website from time to time at: <https://epapercdn.sandesh.com/investors/x.%20Details%20of%20Familiarization%20program%20imparted%20to%20Independent%20Directors.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:

- A. Audit Committee;
- B. Nomination and Remuneration Committee;
- C. Stakeholders Relationship Committee;
- D. Corporate Social Responsibility Committee;
- E. Risk Management Committee; and
- F. 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, Regulation 18 of the Listing Regulations, and Regulation 9A(4) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The composition of the Committee is given in this Report.

##### Terms of Reference:

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 issue or rights issue or preferential issue or qualified institution placement, 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 the effectiveness of the 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, the performance of statutory and internal auditors, adequacy of the internal control systems;
- m) reviewing the adequacy of the 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 the 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 the appointment of Chief Financial Officer after assessing the qualifications, experience, and background, etc. of the candidate;
  - t) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on date;
  - u) Consider and comment on the rationale, cost-benefits, and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its shareholders; and
  - v) reviewing compliance with the applicable provisions of the PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- e) statement of deviations:
    - i. quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;
    - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations

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

Further, the Audit Committee mandatorily reviews the following information:

- a) management discussion and analysis of financial condition and results of operations;
  - b) management letters/letters of internal control weaknesses issued by the statutory auditors;
  - c) internal audit reports relating to internal control weaknesses; and
  - d) the appointment, removal, and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.
- 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 the 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:

Following is the composition of the Audit Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Mukeshbhai Patel*	Non-executive Independent Director	Chairman
2.	Mr. Sudhirbhai Nanavati*	Non-executive Independent Director	Member
3.	Mr. Sandeepbhai Singhi*	Non-executive Independent Director	Member
4.	Dr. Gauri Trivedi#	Non-executive Independent Director	Member

\* Ceased to be Chairman/Members of the Audit Committee with effect from March 31, 2024 in view of the completion of their final and second term as Independent Directors of the Company.

# The Board appointed Dr. Gauri Trivedi as a Member of the Audit Committee in their meeting held on May 26, 2023, with effect from May 27, 2023.

During the year under review total 4 (Four) meetings of the Audit Committee were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. 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. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Mr. Mukeshbhai Patel (Chairman)	Yes	Yes	Yes	No
2.	Mr. Sudhirbhai Nanavati	Yes	No	Yes	Yes
3.	Mr. Sandeepbhai Singhi	No	Yes	Yes	Yes
4.	Dr. Gauri Trivedi	N.A.	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

The Committee invites such of the executives, particularly the head of the finance function, representatives of the Statutory Auditors and Internal Auditors, and any such other executives, 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 AGM held on September 21, 2023, 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:

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

- identification of persons who are qualified to become directors and who may be appointed in senior

management in accordance with the criteria laid down, and to recommend to the Board their appointment and removal;

- shall specify the manner for effective evaluation of the performance of the Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee, or by an independent external agency and review its implementation and compliance;
- 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;
- formulation of criteria for evaluation of the performance of independent directors and the board of directors;
- devising a policy on diversity of the board of directors;
- 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;
- recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

### Composition, Meetings, and Attendance:

Following is the composition of the Nomination and Remuneration Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Sudhirbhai Nanavati*	Non-executive Independent Director	Chairman
2.	Mr. Mukeshbhai Patel*	Non-executive Independent Director	Member
3.	Mr. Sandeepbhai Singhi*	Non-executive Independent Director	Member

\* Ceased to be Chairman/Members of the Nomination and Remuneration Committee with effect from March 31, 2024 in view of the completion of their final and second term as Independent Directors of the Company.

The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review total of four (04) meetings of the Nomination and Remuneration Committee were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. 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. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Mr. Sudhirbhai Nanavati (Chairman)	Yes	No	Yes	Yes
2.	Mr. Mukeshbhai Patel	Yes	Yes	Yes	No
3.	Mr. Sandeepbhai Singhi	No	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

Mr. Sudhirbhai Nanavati, the Chairman of the Nomination and Remuneration Committee and the Independent Director of the Company was present at the previous AGM held on September 21, 2023, to answer the queries of the shareholders of the Company.

#### Nomination and Remuneration Policy:

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

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

The remuneration is paid by the Company by way of salary, benefits, perquisites, allowances, and commission to the Managing Directors 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 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 Board and Committee meetings as mentioned in this Report. The Company has not paid any commission to the Independent / non-executive Directors.

#### Applicability of the policy:

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

Further, in accordance with the Nomination and Remuneration Policy adopted by the Company, the evaluation of the Board, its committees, and Individual

Directors will be carried out either by the Board, by the Nomination and Remuneration Committee, or by an independent external agency and review its implementation and compliance, as applicable, in the following manner:

#### a) Evaluation of performance and Independence Review Procedures:

The Committee shall determine a process for evaluating the performance of every Board Member, the Committees of the Board, and the Board on an annual basis and shall carry out the performance evaluation in terms of the process determined. The Committee may also authorize the Board or appoint an independent external agency to carry out the performance evaluation in terms of the process determined and shall further review its implementation and compliance. The Committee shall also review its own performance on an annual basis.

- Annual Evaluation:** The Board will determine the independence of the independent director on an annual basis upon the declaration made by such independent director.
- Determination of Director's Independence:** The Board shall determine the independence of the candidate to the position of independent director prior to appointment in case his/her appointment is considered between two AGMs of the Company.
- 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 the whole-time 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 components.

**c) Evaluation Criteria for the Independent Directors:**

1. The performance evaluation of Independent Directors shall be done by the entire Board, 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 have carried out an annual evaluation of its performance, the Directors individually as well as the evaluation of the working of its Committees and individual Directors and the findings were shared with them as well as the Chairman of the Company. A structured questionnaire was prepared covering the various criteria of competencies and the responses were evaluated by the Nomination and Remuneration Committee as well as by the Board. The results reflected the high satisfactory performance of the 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 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. Sanjay Kumar Tandon is the Whole-time Director cum Chief Financial Officer, on

the Board of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board had approved the remuneration payable to the aforesaid Directors within the ceiling fixed by the shareholders as per the respective resolutions passed at the respective AGMs.

The Company has entered into agreements with Mr. Falgunbhai C. Patel (the term of appointment is from April 01, 2022, to March 31, 2027), Mr. Parthiv F. Patel (the term of appointment is from August 01, 2018, to July 31, 2023, and August 01, 2023 to July 31, 2028) and Mr. Sanjay Kumar Tandon (the term of appointment is from September 15, 2020 to September 14, 2025) for their respective employment. The Managing Directors and Whole-time Director of the Company are required to give notice of at least six (6) months and two (2) months respectively for termination of the service agreement with the Company. The Managing Directors of the Company are entitled, subject to the provisions and limitations mentioned in section 202 of the Act, to compensation from the Company for the loss of their office. However, there is no separate provision for payment of severance fees to the Whole-time Director of the Company.

The previous term of Mr. Parthiv F. Patel as Managing Director of the Company expired on July 31, 2023. The Nomination and Remuneration Committee evaluated the performance of Mr. Parthiv F. Patel and recommended his re-appointment for the further period of 5 years commencing from 1<sup>st</sup> August, 2023 to the Board. Taking into consideration Mr. Parthiv F. Patel's extensive experience and expertise in the field media industry which includes his rich experience in the management of the newspaper, periodicals, and electronic media besides investments, finance, treasury, and general administrative functions of the Company and the recommendations of Nomination and Remuneration Committee, the Board proposed his re-appointment as Managing Director of the Company for the further period of five (05) years commencing from 1<sup>st</sup> August, 2023 for the approval of the members at the 79<sup>th</sup> AGM of the Company which was subsequently approved with the requisite majority by the Members of the Company in the said AGM. Further, upon recommendation of the Nomination and Remuneration Committee and the Board, the Members of the Company in their 79<sup>th</sup> AGM approved that the remuneration payable to Mr. Parthiv F. Patel may exceed five percent of the net profit of the Company.

The Nomination and Remuneration Committee recommends the remuneration for Executive Directors to the Board, considering various factors such as the Company's performance compared to the industry, the responsibilities shouldered, individual performance and track record, and broader macroeconomic trends. On the recommendation of the Nomination and Remuneration Committee, the remuneration paid/payable by way of salary, perquisites

and allowances (fixed component), incentive, and/or commission (variable components), to its Executive Directors within the prescribed limits is approved by the Board and by the Members in the General Meeting.

**Details of remuneration paid/payable to the Executive Directors of the Company during the year ended March 31, 2024 are given below:**

(₹ In Lakhs)			
Name of the Directors	Salary	Commission*	Total Remuneration
Mr. Falgunbhai C. Patel	102.60	377.40	480.00
Mr. Parthiv F. Patel	65.23	414.76	480.00
Mr. Sanjay Kumar Tandon	35.69	0	35.69

\* Payable in Financial Year 2024-25

**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. Criteria for making payments to the Non-Executive Directors of the Company is uploaded on the website of the Company and the same can be accessed at <https://epapercdn.sandesh.com/investors/viii.%20Criteria%20of%20making%20payments%20to%20non-executive%20directors.pdf>

The Company has no pecuniary relationship or transactions with its Non-executive Independent Directors other than payment of sitting fees for attending Board and Committee meetings. Sitting fees paid to the Non-executive Independent Directors are within the overall limits prescribed under the Act, relevant rules, and Schedule V to the Act. Apart from sitting fees, Independent Directors are not being paid any salary, benefits, bonuses, pension, fixed component, performance-linked incentives, severance fees, or stock options. Details of the sitting fees paid to the Non-Executive Independent Directors during the financial year 2023-24 are as under:

Name of the Directors	Sitting Fee Paid (₹ in Lakhs)
Mr. Sudhirbhai Nanavati	1.95
Mr. Mukeshbhai Patel	2.55
Mr. Sandeepbhai Singhi	1.95
Dr. Gauri Trivedi	1.65

**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.

**Terms of Reference:**

The Terms of Reference of the Stakeholders Relationship Committee, *inter alia*, include the following:

- a) To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- b) To review the measures taken for the effective exercise of voting rights by shareholders.
- c) To review adherence to service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- d) To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

**Composition, meetings, and attendance:**

Following is the composition of the Stakeholders Relationship Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Sudhirbhai Nanavati*	Non-executive Independent Director	Chairman
2.	Mr. Mukeshbhai Patel*	Non-executive Independent Director	Member
3.	Mr. Sandeepbhai Singhi*	Non-executive Independent Director	Member

\* Ceased to be Chairman/Members of the Stakeholders Relationship Committee with effect from March 31, 2024, in view of the completion of their final and second term as Independent Directors of the Company.

The Company Secretary of the Company acts as the Secretary to the Committee.

**During the year under review, a total of four (04) meetings of the Stakeholders Relationship Committee were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. 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. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Mr. Sudhirbhai Nanavati (Chairman)	Yes	No	Yes	Yes
2.	Mr. Mukeshbhai Patel	Yes	Yes	Yes	No
3.	Mr. Sandeepbhai Singhi	No	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

Compliance Officer: Mr. Hardik Patel, 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.

**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 01.04.2023)	NIL
2.	Received during the Year from 01.04.2023 to 31.03.2024	NIL
3.	Disposed of during the Year from 01.04.2023 to 31.03.2024	NIL
4.	Unresolved at the end of the Year (as on 31.03.2024)	NIL

**D. CORPORATE SOCIAL RESPONSIBILITY 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.

**Terms of Reference:**

The Terms of Reference of the CSR Committee, *inter alia*, include the following:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by

the Company in areas or subjects, specified in Schedule VII;

- To recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy;
- To monitor the CSR Policy of the Company from time to time;
- To formulate and recommend to the Board, an annual action plan pursuant to the CSR Policy, which shall include the following:
  - The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Act;
  - The manner of execution of such projects or programmes as specified in Rule 4(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
  - The modalities of utilization of funds and implementation schedules for the projects and programmes;
  - Monitoring and reporting mechanism for the projects and programmes;
  - Details of need and impact assessment, if any, for the projects undertaken by the Company;
- Such other functions/roles as may be delegated or assigned to the Committee from time to time.

## Composition, meetings, and attendance:

Following is the composition of the CSR Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Falgunbhai C. Patel	Chairman and Managing Director	Chairman
2.	Mrs. Pannaben F. Patel	Non-executive Director	Member
3.	Mr. Mukeshbhai Patel*	Non-executive Independent Director	Member

\* Ceased to be Member of the CSR Committee with effect from March 31, 2024, in view of the completion of his final and second term as Independent Director of the Company.

The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review, a total of four (04) meetings of the CSR Committee were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. 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. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Mr. Falgunbhai C. Patel (Chairman)	Yes	Yes	Yes	Yes
2.	Mrs. Pannaben F. Patel	Yes	Yes	Yes	Yes
3.	Mr. Mukeshbhai Patel	Yes	Yes	Yes	No

Yes – Attended, No – Not Attended, N.A. – Not Applicable

## E. RISK MANAGEMENT COMMITTEE

The composition and terms of reference of the Risk Management Committee are in compliance with the provisions of Regulation 21 of the Listing Regulations.

### Terms of Reference:

The Terms of Reference of the Risk Management Committee, *inter alia*, include the following:

1. The Board shall define the role and responsibility of the Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit and such function shall specifically cover cyber security;
2. formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG-related risks), information, cyber security risks, or any other risk as may be determined by the Committee;
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks;
  - c. Business continuity plan.
3. To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;
4. To monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems;
5. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
6. To keep the Board of Directors informed about the nature and content of its discussions, recommendations, and actions to be taken;
7. The appointment, removal, and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
8. The Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;
9. To monitor and review the risk management plan;
10. The Committee shall report to the Board of Directors on all matters arising at the Committee meetings and, where applicable shall present the Committee's recommendations to the Board for its approval;
11. The Committee shall have the powers to seek information from any employee, obtain outside legal or other professional advice, and secure attendance of outsiders with relevant expertise if it considers necessary. It shall have the authority to retain and terminate consultants or advisors to assist it in fulfilling its responsibilities and to set and pay the compensation of these advisors without consulting or obtaining approval from any officer of the Company. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

**Composition, meetings, and attendance:**

Following is the composition of the Risk Management Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Falgunbhai C. Patel	Chairman and Managing Director	Chairman
2.	Mr. Parthiv F. Patel	Managing Director	Member
3.	Mr. Sanjay Kumar Tandon	Whole Time Director	Member
4.	Mr. Mukeshbhai Patel*	Non-executive Independent Director	Member
5.	Dr. Gauri Trivedi#	Non-executive Independent Director	Member

\* Ceased to be a Member of the Risk Management Committee with effect from March 31, 2024, in view of the completion of his final and second term as Independent Director of the Company.

# The Board appointed Dr. Gauri Trivedi as a Member of the Committee in its meeting held on May 26, 2023, with effect from May 27, 2023.

The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review, a total of four (04) meetings of the Risk Management Committee were held on May 26, 2023, August 12, 2023, November 08, 2023, and February 10, 2024. The attendance of the Members of the Risk Management Committee is as under:

Sr. No.	Name of the Members	Date-wise attendance of Risk Management Committee Meeting during the F.Y. 2023-24			
		26.05.2023	12.08.2023	08.11.2023	10.02.2024
1.	Mr. Falgunbhai C. Patel (Chairman)	Yes	Yes	Yes	Yes
2.	Mr. Parthiv F. Patel	Yes	Yes	Yes	Yes
3.	Mr. Sanjay Kumar Tandon	Yes	Yes	Yes	Yes
4.	Mr. Mukeshbhai Patel	Yes	Yes	Yes	No
5.	Dr. Gauri Trivedi	N.A.	Yes	Yes	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

**F. 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 require 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 assigns to it. The Committee has overall responsibility for review and follow-up on the action taken on the Board decisions and also attends to any other responsibility as may be entrusted by the Board to investigate any activity within terms of reference.

**Composition, meetings, and attendance:**

Following is the composition of the Executive Committee as on March 31, 2024:

Sr. No.	Name	Designation	Position
1.	Mr. Falgunbhai C. Patel	Chairman and Managing Director	Chairman
2.	Mr. Parthiv F. Patel	Managing Director	Member
3.	Mr. Sanjay Kumar Tandon	Whole Time Director	Member

The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review, one meeting of the Executive Committee was held on March 13, 2024. 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. 2023-24
		13.03.2024
1.	Mr. Falgunbhai C. Patel (Chairman)	Yes
2.	Mr. Parthiv F. Patel	Yes
3.	Mr. Sanjay Kumar Tandon	Yes

Yes – Attended, No – Not Attended, N.A. – Not Applicable

## IV. INDEPENDENT DIRECTORS' MEETING:

In accordance with Schedule IV of the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations, the Company's Independent Directors meet once a year, without attendance of non-independent directors and members of management, to review the performance of the Chairman, Non-Independent Directors, and the Board as a whole. The meeting of the Independent Directors was held on February 10, 2024, 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's 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. The Independent Directors also review the quality, content, and timeliness of information flow between the Company's management and the Board, which is required for them to fulfill their duties efficiently and prudently. While reviewing it in light of the aforementioned norms, the Independent Directors expressed their satisfaction with the same, opining that it was appropriate and commensurate with the size of the Company's business and activities.

## V. OTHER DISCLOSURES:

### a) 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 on dealing with Related Party Transactions, which includes clear threshold limits duly approved by the board of directors and such policy is being reviewed by the Board at least once every three (03) years and is being updated accordingly. 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 and also the Board for approval and review, and the interested Directors neither participate in the discussions nor do they vote on such matters when such matters come 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: <https://epapercdn.sandesh.com/investors/v.%20RPT%20Policy.pdf>.

The Company, on the date of publication of its standalone and consolidated financial results for the half year, discloses the half-yearly related party transactions on a consolidated basis, in the format specified by the Securities and Exchange Board of India ("SEBI") to the stock exchanges, and also publishes the same on the website of the Company ([www.sandesh.com](http://www.sandesh.com)).

### b) 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 penalties or strictures were imposed by the Stock Exchanges, SEBI, or any other Statutory Authority, on any matter related to capital markets, during the Financial Years 2021-22, 2022-23, and 2023-24.

### c) Disclosure on Accounting Treatment:

The Financial Statements, both standalone and consolidated, have been prepared in accordance with Indian Accounting Standards (IND-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Act and applicable rules framed thereunder. The Financial Statements are prepared on a going-concern basis and are presented in Indian Rupees. The Financial Statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value. All values are rounded off to the nearest Lakh except when otherwise indicated. All possible details are mentioned in the Notes to Accounts forming part of the Financial Statements.

### d) Details of Loans and advances in the nature of loans to firms/companies in which directors are interested:

The Company has not given any loans or advances to any firm/company in which its directors are interested. No loan has been granted to the subsidiary of the Company during the Financial Year under reporting.

### e) Agreements relating to the Company:

There are no agreements with any party that impact the management or control of the Company, or impose any restriction or create any liability upon the Company.

### f) Vigil Mechanism & Whistle Blower Policy:

The Company has adopted a Vigil Mechanism and Whistle Blower Policy and it 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 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 victimization. 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 reviews the concerns raised, if any, under the policy and tracks 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.

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

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

**Discretionary Requirements:**

The following is the status of compliance with the discretionary requirements, as prescribed in Schedule II under Part E of the Listing Regulations, for the financial year under review:

- 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 the reimbursement of expenses incurred in the 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 website 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 the audit report:** The Company's financial statements for the Financial Year 2023-24 do not contain any modified audit opinion.
- iv. **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** Shri Falgunbhai C. Patel is the Chairman and Managing Director of the Company.

- v. **Reporting of Internal Auditor:** In its internal audit structure, the Company has engaged an experienced 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 mechanisms on a real-time basis. The Internal Auditors of the Company report to the Audit Committee of the Board.

**h) Subsidiary companies:**

In compliance with 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: <https://epapercdn.sandesh.com/investors/ix.%20Policy%20for%20determining%20Material%20Subsidiary.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 a 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.

**i) Website:**

The Company ensures dissemination of applicable information under Regulation 46 of the Listing Regulations on the Company's website i.e. [www.sandesh.com](http://www.sandesh.com).

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

**j) Code of Conduct:**

The Board has laid down the Code of Conduct for all 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 with the said Code by all Directors and Senior Management of the Company, to whom the Code is applicable, is separately attached to this Report.

**k) Material, financial and commercial transactions:**

No material, financial, or 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 is no material, financial, and/or commercial transactions between them and the Company, that could have a potential conflict of interest with the Company at large.

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

In terms of the provisions of the PIT Regulations, 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.

**m) Internal Controls:**

The Company has made concerted efforts to improve its procedures, implement standard operating procedures, and delegate authority across all operational divisions. The chief financial officer of the Company is responsible for financial controls, while the Accounts Team is in charge of bookkeeping accuracy, financial statement preparation, and reporting in accordance with the Company's accounting rules. The Company has implemented various internal controls and audit mechanisms to ensure that its financial reports are accurate and fair. This procedure not only ensures that regulatory standards are followed and that statutory compliance obligations are met, but it also confirms that the Company's reporting is full, trustworthy, and intelligible. Furthermore, there is a strong emphasis on protecting investor interests through the implementation of high levels of governance and timely communication with them.

**n) Details of utilization of funds raised through Preferential allotment or Qualified Institutional Placement:**

No funds were raised through preferential allotment or Qualified Institutional Placement by the Company during the period under review and hence no disclosure is required in this regard.

**o) Compliance certificate in terms of Advisory of MIB regarding Public Service Broadcasting:**

In accordance with the Advisory on Obligation of Public Service Broadcasting and the Guidelines for Uplinking and

Downlinking of Satellite Television Channels in India, 2022, issued by the Ministry of Information and Broadcasting, your Company undertakes public service broadcasting in accordance with the aforesaid Advisory.

**p) Managing Director/CEO and CFO Certification:**

The Managing Director ("MD") and the Chief Financial Officer ("CFO") of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, a copy of which is attached to this Report. MD and CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

**q) Particulars of Senior Management Personnel:**

Sr. No.	Employee Name	Designation
1.	Mr. Rahoul Shah	Head Marketing
2.	Mr. Sameer Shah	Head Operations
3.	Mr. Dhaval Pandya*	Chief Legal Officer
4.	Mr. Manoj Goswami	Deputy General Manager
5.	Mr. Yogesh Jani	Head Production
6.	Mr. Debashish Babu	Deputy Vice President
7.	Mr. Prashant Kumar Nema	Channel Head
8.	Mr. Mayur Pathak	Editor
9.	Mr. Jayesh Thakrar	Editor
10.	Mr. Rajesh Pathak	Editor
11.	Mr. Lokendra Jain	General Manager
12.	Mr. Krishnkant Unadkat	Editor
13.	Mr. Ajay Naik	Editor
14.	Ms. Sripradha More	Senior Manager
15.	Mr. Hardik Patel**	Company Secretary
16.	Mr. Bharat Desai	Assistant General Manager
17.	Mr. Nagesh Prasad Shukla	Assistant General Manager
18.	Mr. Vinay Kumar Mishra***	Company Secretary

\*The designation of Mr. Dhaval Pandya is changed from Company Secretary to Chief Legal Officer with effect from May 27, 2023

\*\*Appointed as Company Secretary with effect from November 08, 2023

\*\*\*Appointed as Company Secretary with effect from May 27, 2023 and ceased to be Company Secretary with effect from August 12, 2023.

**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 being uploaded on the website of the Company.
b) Newspapers wherein results normally published	: In the daily English Newspaper – The Financial Express & in the daily Regional (Gujarati) Newspaper - Sandesh
c) Any website, where displayed	: BSE Limited ( <a href="http://www.bseindia.com">www.bseindia.com</a> ), National Stock Exchange of India Limited ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and The Sandesh Limited ( <a href="http://www.sandesh.com">www.sandesh.com</a> )
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

**NSE Electronic Application Processing System (“NEAPS”) and BSE Corporate Compliance and Listing Centre (“BSE Listing Centre”):**

NEAPS and the BSE Listing Centre are web-based application systems that allow listed entities to electronically file different periodic and event-based compliances such as shareholding patterns, reports on corporate governance, statements of investor complaints, results, intimation of loss of share certificate(s), intimation of issue of duplicate share certificate(s), etc. All filings made by the Company to the Stock Exchanges are done through NEAPS and the BSE Listing Centre in accordance with the respective stock exchange's regulations.

**SEBI Complaints Redress System (“SCORES”):**

The Company has a functioning SCORES system for receiving and addressing the complaints of the investors. The complaints, if any, received through SCORES are resolved in a timely manner by the Company. There is no pending complaint on the SCORES.

After exhausting the option to resolve the grievances with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the Online Dispute Resolution Portal (<https://smartodr.in/login>) established by SEBI for resolution of disputes arising in the Indian Securities Market. and the same can also be accessed through the Company's website i.e. [www.sandesh.com](http://www.sandesh.com)

**VII. GENERAL SHAREHOLDER INFORMATION:****A. General Meeting:****a. Annual General Meeting:**

- i. Date: September 27, 2024
- ii. Time: 12:30 P.M.
- iii. Venue: Virtual AGM in accordance with the details mentioned in the notice forming part of the Annual Report for Financial Year 2023-24.

The details of the 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
80 <sup>th</sup>	2022-23	21.09.2023	01:30 p.m.	Meeting conducted through VC / OAVM	No Special Resolution was proposed or passed in the 80 <sup>th</sup> AGM.
79 <sup>th</sup>	2021-22	30.09.2022	02:00 p.m.	Meeting conducted through VC / OAVM	Following Special resolution were passed: 1. To approve the remuneration of Mr. Parthiv F. Patel (DIN: 00050211), the Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations;
78 <sup>th</sup>	2020-21	29.09.2021	02:00 p.m.	Meeting conducted through VC / OAVM	Following Special resolution were passed: 1. To approve the remuneration of Mr. Falgunbhai C. Patel (DIN: 00050174), the Chairman and Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) of the Listing Regulations; 2. To approve the continuation of the directorship of Shri Sudhirbhai Nanavati (DIN: 00050236) as Non-executive Independent Director in terms of Regulation 17(1A) of the Listing Regulations; 3. To create charge, mortgage and hypothecation on all or any of the Company's movable or immovable properties, both present and future.

**b. Extra Ordinary General Meeting:**

No Extra Ordinary General Meeting was held during the Financial Year 2023-24.

**c. Postal Ballot:**

The Company had sought approval of the shareholders by way of special resolutions through the notice of the postal ballot dated February 10, 2024, for the following special resolutions:

- i. Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company;
- ii. Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company;
- iii. Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company.

All the aforesaid special resolutions were passed with the requisite majority voting results, which was announced on March 23, 2024.

The Board had appointed M/s. Sparsh Gupta & Co., Practicing Company Secretaries (Membership No. F11558 and COP: 17390) as Scrutinizer for conducting the Postal Ballot, through an e-voting process, in a fair and transparent manner and they had communicated their willingness to be appointed for the said purpose. Details of voting results are provided below:

Resolution passed through postal ballot	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company	69	58,03,426	99.9962%	4	221	0.0038%	-	-
Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company	69	58,03,426	99.9962%	4	221	0.0038%	-	-
Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company	69	58,03,426	99.9962%	4	221	0.0038%	-	-

**Procedure for postal ballot:**

The postal ballot was carried out as per the provisions of sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 23, 2023, respectively issued by Ministry of Corporate Affairs.

**Details of special resolution proposed to be conducted through postal ballot:**

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance with provisions of the Act, the Listing Regulations, or any other applicable laws.

**B. Financial Year: The Financial Year of the Company is for a period of twelve (12) months from 1<sup>st</sup> April to 31<sup>st</sup> March. Following are key financial reporting dates for the financial year 2024-25 (tentative):**

I. First quarter Results	: on or before August 14, 2024
II. Second quarter Results	: on or before November 14, 2024
III. Third quarter Results	: on or before February 14, 2025
IV. Audited Results for FY 2024-25	: on or before May 30, 2025

**C. Dividend Payment Date:**

The Board declared the Interim Dividend in their meeting held on February 10, 2024, which was paid to the shareholders on March 07, 2024. Further, the Board has not recommended Final Dividend for Financial Year 2023-24.

**D. The name and address of each Stock Exchanges at which the Company's securities are listed and confirmation about payment of the 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 2024-25 to the above stock exchanges on which equity shares of the Company are listed.

**F. Stock Code:**

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

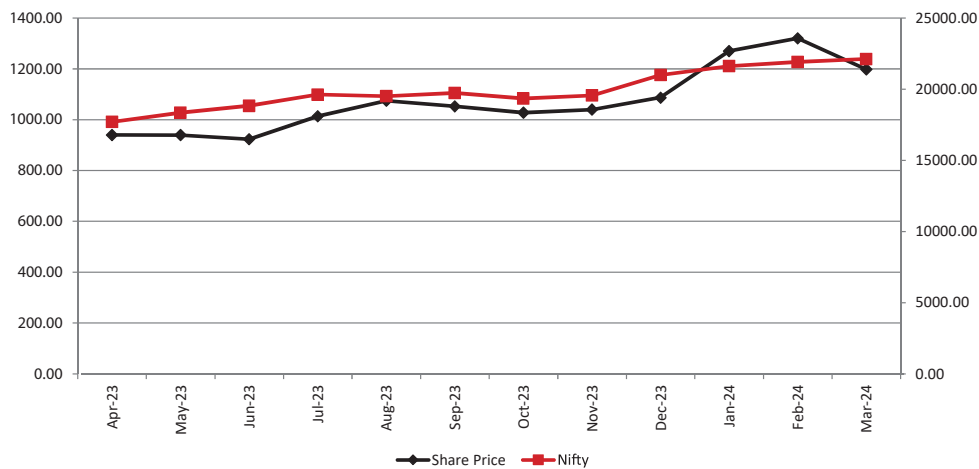
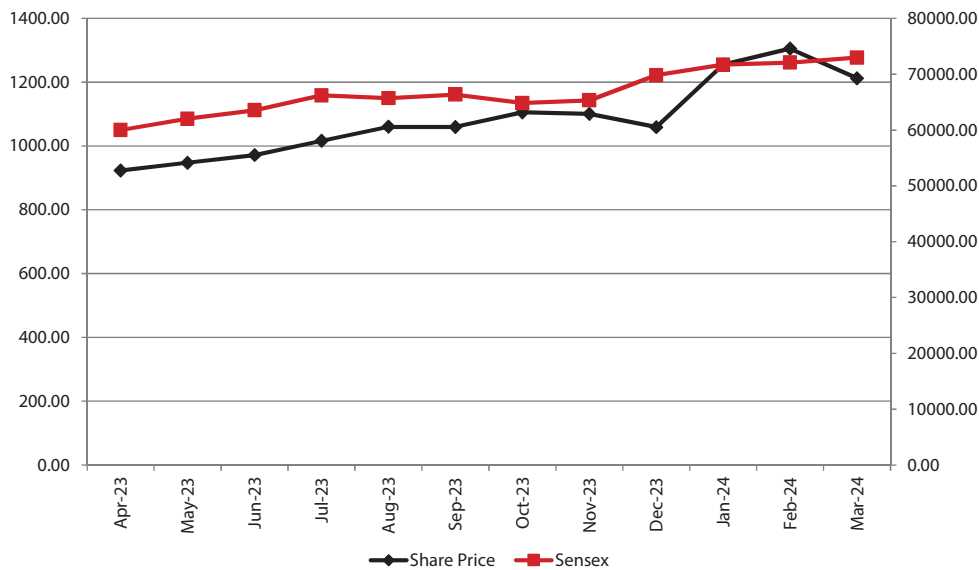
**G. Market Price Data:**

Market price data and volume of the shares of the Company traded in BSE Limited and NSE during the Financial Year 2023-24 are as under:

Month	Share price of The Sandesh Limited at Listed Stock Exchanges						BSE S&P SENSEX		NSE NIFTY 50	
	BSE			NSE			Highest	Lowest	Highest	Lowest
	(Scrip Code: 526725)			(Symbol: SANDESH)						
	Highest	Lowest	No. of shares traded	Highest	Lowest	No. of shares traded	Highest	Lowest	Highest	Lowest
(₹)	(₹)		(₹)	(₹)		(₹)	(₹)	(₹)	(₹)	
Apr-23	974.00	872.00	8,446	974.80	905.00	30,714	61,209.46	58,793.08	18089.15	17312.75
May-23	995.00	900.00	5,997	880.00	999.00	45,450	63,036.12	61,002.17	18662.45	18042.40
Jun-23	1,050.00	892.85	4,380	901.00	945.00	21,637	64,768.58	62,359.14	19201.70	18464.55
Jul-23	1,120.00	912.00	8,779	907.00	1120.00	82,240	67,619.17	64,836.16	19991.85	19234.40
Aug-23	1,140.00	980.05	8,732	983.60	1,165.00	71,430	66,658.12	64,723.63	19795.60	19223.65
Sep-23	1,120.50	999.40	7,014	995.50	1110.00	48,269	67,927.23	64,818.37	20222.45	19255.70
Oct-23	1,235.00	976.45	3,404	975.05	1080.00	22,168	66,592.16	63,092.98	19849.75	18837.85
Nov-23	1,255.00	947.00	4,381	985.40	1094.00	34,098	67,069.89	63,550.46	20158.70	18973.70
Dec-23	1,149.00	969.00	10,325	1000.00	1173.90	74,479	72,484.34	67,149.07	21801.45	20183.70
Jan-24	1,409.75	1,100.65	35,100	1103.15	1437.00	3,03,060	73,427.59	70,001.6	22124.15	21137.20
Feb-24	1,395.05	1,215.00	17,694	1240.00	1400.00	1,41,470	73,413.93	70,809.84	22297.50	21530.20
Mar-24	1,350.00	1,075.00	5,459	1071.00	1325.00	66,471	74,245.17	71,674.42	22526.60	21710.20

(The above information is compiled from the data available from the websites of BSE and NSE)

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



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

**I. Registrar & Share Transfer Agents:**

MCS Share Transfer Agent Limited  
 Regional office: 201, Shatdal Complex, 2<sup>nd</sup> Floor, Ashram Road, Ahmedabad–380009 (Gujarat).  
 Telephone No.: (079) 26580461/62/63  
 Email id: mcsstaahmd@gmail.com

**J. Share Transfer System:**

MCS Share Transfer Agent Limited is the Registrar & Share Transfer Agent of the Company for the entire functions of the share registry including the 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 Regulations 40(9) & (10) of the Listing Regulations, M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad, has certified due compliance of share transfer formalities on a yearly basis.

## I. Distribution of Shareholding as on March 31, 2024:

No. of Shares (Range)		Total No. of holders & No. of Shares			
From	To	No. of Shares	% of Shares	No of Folios	% of Holders
1	500	353914	4.68	6342	96.50
501	1000	87245	1.15	116	1.77
1001	2000	55061	0.72	40	0.61
2001	3000	45189	0.60	18	0.27
3001	4000	36582	0.48	11	0.17
4001	5000	40771	0.54	9	0.13
5001	10000	80682	1.07	11	0.17
10001	50000	168351	2.22	9	0.13
50001	100000	335092	4.43	5	0.08
100001	AND ABOVE	6366534	84.11	11	0.17
<b>TOTAL</b>		<b>7569421</b>	<b>100</b>	<b>6572</b>	<b>100</b>

## L. Dematerialization of shares and liquidity:

As on March 31, 2024, a total of 75,26,971 equity shares having a face value of ₹ 10/- each, out of a total of 75,69,421 equity shares were held in dematerialized form, which constitute 99.44% of the total Share Capital of the Company. The Promoters of the Company hold 100 % of their shareholding in dematerialized form. The Shares of the Company are regularly traded on BSE and NSE.

## M. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date, and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2024, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

## N. Categories of Shareholding as on March 31, 2024:

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	56,63,017	-	56,63,017	74.81	8
2	Mutual Fund /UTI	-	-	-	-	-
3	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institution, Non-Government Institutions)	-	-	-	-	-
4	Foreign Institutional Investors	-	-	-	-	-
5	Foreign Portfolio Investors	668	-	668	0.01	2
6	Private Body Corporates	8,81,496	11500	892996	11.80	78
7	Indian Public (Individual/ HUF)	919269	30800	950069	12.55	6264
8	NRIs/ OCBs	7301	150	7451	0.10	89
9	GDR	-	-	-	-	-
10	Investor Education and Protection Fund	51770	-	51770	0.68	1
11	Unclaimed or Suspense or Escrow Account	3450	-	3450	0.05	1
	<b>GRAND TOTAL</b>	<b>75,26,971</b>	<b>42,450</b>	<b>75,69,421</b>	<b>100.00</b>	<b>6,443</b>

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

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

## P. Fees paid to Statutory Auditors:

M/s. S G D G & Associates LLP (Firm Registration No W100188, LLPIN: AAI-3248), Chartered Accountants, Ahmedabad, retiring Statutory Auditors of the Company was appointed as Statutory Auditors of the Company to hold office from 75<sup>th</sup> Annual General Meeting of the Company till 80<sup>th</sup> Annual General Meeting of the Company.

The Company's current Statutory Auditors are M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad, who have been appointed to hold the office from the conclusion of the 80<sup>th</sup> Annual General Meeting till the conclusion of the 85<sup>th</sup> Annual General Meeting.

Total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to the Statutory Auditors of the Company and other firms in the network entity of which the Statutory Auditors are a part, during the year ended March 31, 2024, are as follows:

Sr. No.	Payment of Statutory Auditors	₹ in Lakhs
1	For Statutory Audit	12.75
2	For Taxation Matters	05.90
3	For Other Services	0.05
<b>Total</b>		<b>18.70</b>

**Q. Directors not debarred:**

A certificate has been received from M/s. Jignesh A. Maniar & Associates, Company Secretaries in Practice, Ahmedabad, certifying that for the Financial Year ended March 31, 2024, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or other statutory authority and the same forms part of this report.

**R. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, for the Financial Year 2023-24:**

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

**S. Plant / Press Locations:**

The Company has following press units:

- "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad - 380054 (Gujarat)
- "Satyesh Bhavan", B/h. Jalaram Temple, Bahucharaji Road, Karelibaug, Baroda - 390018 (Gujarat)
- "Satyesh Bhavan", Dakoriya Mill Compound, Near Gurudev Petrol Pump, Khatodara GIDC, Bamroli Road, Surat -395002 (Gujarat)
- "Sandesh Bhavan", Opp. Sat Hanuman, Navagam, Rajkot-Ahmedabad Highway, Rajkot - 360006 (Gujarat)
- Sandesh Karyalay, "Satyesh Bhavan", Ruvapari Road, Bhavanagar - 364001 (Gujarat)
- Godown No. 3, Gujarat State Warehousing Corporation, Near Atmaram Circle & Bajaj Showroom, Bhuj Madhapar Road, Bhuj - 370001 (Gujarat)

**T. 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.: 079-40004175/279,  
Email: [investorsgrievance@sandesh.com](mailto:investorsgrievance@sandesh.com) and [cs@sandesh.com](mailto:cs@sandesh.com)

**ii. Registrar & Share Transfer Agent:**

MCS Share Transfer Agent Limited  
201, Shatdal Complex, 2<sup>nd</sup> Floor, Ashram Road, Ahmedabad-380009 (Gujarat).  
Telephone No. (079) 26580461/ 462 / 463  
Email ID: [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com)

**U. Compliance with requirements of the Corporate Governance:**

The Company is in compliance with the provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations, as applicable.

**V. Disclosure of certain type of agreements binding listed entities:**

As per Schedule III, Para A, Clause 5A of the Listing Regulations, there were no agreements impacting the management or control of the Company or imposing any restriction or creating any liability upon the Company.

**W. Details of non-compliance of any requirement of Corporate Governance Report:**

The Company has complied with the requirements of the Corporate Governance Report of Paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations in the respective places in this Report.

**X. List of all credit ratings obtained by the Company along with any revisions thereto during the Financial Year, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad:**

The Company has not issued any debt instrument or any fixed deposit programme or any scheme involving the mobilization of funds and hence, has not obtained any credit ratings during the Financial Year 2023-24.

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

Pursuant to Regulation 39 and provisions of Schedule VI of the Listing Regulations, unclaimed shares were transferred to "unclaimed suspense account". The voting rights on the below shares shall remain frozen till the rightful owner of such shares claims the shares.

The information on unclaimed shares for the Financial Year 2023-24 is hereby given as below:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares at the beginning of the year	20	3450
Number of shareholders who approached the Company during the year	0	0
Number of shareholders to whom shares were released during the year	0	0
Number of shares transferred to IEPF Authority during the year	0	0
Aggregate number of shareholders and the outstanding shares at the end of the year	20	3450

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

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

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

The details of the shares and unpaid/ unclaimed dividend transferred to IEPF by the Company in the Financial Year 2023-24 are as below:

For Financial Year	Transfer of unpaid/unclaimed dividend (Amount in ₹)	Transfer of Shares (in Nos.)
2015-16	3,62,280/-	1304

**The Members who have a claim on above transferred unpaid/unclaimed dividend and/or shares are requested to follow the below process:**

- Submit self-attested copies of documents provided in the helpkit of Form No. IEPF-5 which is available on the website of IEPF (<http://www.iepf.gov.in>) to the Company/Registrar and Share Transfer Agent of the Company;
- After verification of the aforesaid documents submitted, the Company will issue an entitlement letter;
- File Form No. IEPF-5 on the IEPF website and send a self-attested copy of Form No. IEPF-5 along with the acknowledgment thereof, indemnity bond, and entitlement letter to the Company;
- On receipt of the physical documents mentioned above, the Company will submit an e-verification report, for further processing by the IEPF Authority.

No claims shall lie against the Company in respect of the dividend/shares so transferred.

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

Financial Year	Date of Declaration	Last date for claiming the unpaid/unclaimed dividend
2017-18	15-03-2018	14-03-2025
2018-19	18-03-2019	17-03-2026
2019-20	18-03-2020	17-03-2027
2020-21	12-03-2021	11-03-2028
2021-22	14-03-2022	13-03-2029
2022-23	17-03-2023	16-03-2030
2023-24	11-03-2024	10-03-2031

**For and on behalf of the Board of Directors,**

**Falgunbhai C. Patel**

Chairman & Managing Director  
(DIN: 00050174)

Date: August 13, 2024

Place: Ahmedabad

**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, 2024, received from the Members of the Board and Senior Management Personnel, a declaration of compliance with the Code of Conduct of Board of Directors and Senior Management as applicable to them.

Place: Ahmedabad  
Date: August 13, 2024

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

## PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of the conditions of Corporate Governance by THE SANDESH LIMITED (**hereinafter referred to as 'the Company'**) for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

The compliance of the 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 representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations for the year ended March 31, 2024.

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 & Associate**  
Company Secretaries  
(C. P. No. : 6996)

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

UDIN: F003468F000406596

Date: 20/05/2024  
Place: Ahmedabad

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that **none of the Directors on the Board of the Company, as stated below for the Financial Year ended on 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:**

Sr. No	Name of Director	DIN	Date of appointment in Company*
1	Shri Falgunbhai Chimanbhai Patel	00050174	27th November, 1974
2	Shri Parthiv Falgunbhai Patel	00050211	14th March, 2002
3	Smt. Pannaben Falgunbhai Patel	00050222	29th October, 2010
4	Shri Sudhir Nanavati**	00050236	31st January, 2001
5	Dr. Gauri Surendra Trivedi	06502788	15th September, 2020
6	Shri Mukesh Mangalbhai Patel**	00053892	30th March, 2005
7	Shri Sandeep Mohanraj Singhi**	01211070	09th November, 2012
8	Shri Sanjay Kumar Tandon	00055918	15th September, 2020

\*The date of appointment is as per the MCA Portal.

\*\*Shri Sudhir Nanavati, Shri Mukesh Mangalbhai Patel, and Shri Sandeep Mohanraj Singhi ceased to be Independent Directors of the Company with effect from 31st March, 2024 (after closure of business hours) due to completion of their second and final term as an Independent Directors.

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

For, **Jignesh A. Maniar & Associates**  
Company Secretaries

**Jignesh A. Maniar**

Proprietor

F.C.S. No. 3468

C. P. No. 6996

UDIN: F003468F000398379

Place: Ahmedabad

Date: 18/05/2024

# Management Discussion & Analysis

## Indian Economy

India's remarkable GDP growth of 7.6% surpassed all expectations owing to strong factory output and increased private consumption.

In FY24 (April-February), IIP growth has averaged 6%. All the eight constituent sectors registered positive growth during the financial year. The manufacturing sector demonstrated robust performance driven by significant upticks in output and new orders, leading to improved profitability margins for companies across diverse industries.

The foreign exchange reserves further supported the strengthened economic environment. These reserves facilitated smooth international trade by supporting export competitiveness.

India's exports reached a record US\$ 776.68 billion in FY24, with a marginal increase over the previous year's US\$ 776.40 billion. The growth was primarily driven by the resilience of services exports, compensating for a 3.11% contraction observed in merchandise exports.

India experienced a remarkable rise in goods and services tax (GST) collection, with a notable 11.7% increase, reaching a substantial sum of ₹ 20.14 lakh crore. This surge in GST revenue is indicative of a robust economic environment.

The RBI predicted a 7% growth in GDP for FY25, owing to expectations of a normal monsoon, easing inflationary pressures and the sustained momentum in both the manufacturing and services sectors.

## Industry Structure and Development

In India, evolving consumer preferences, increased internet access, and emerging technologies are shaping the Media and Entertainment industry (M&E). Various segments of the Indian M&E sector, such as films, television, advertising, print and digital media, have witnessed tremendous growth in the last few years. The key growth drivers were

	2019	2022	2023	2024E	2026E	CAGR 2023-2026
Television	787	709	696	718	766	3.2%
Digital Media	308	571	654	751	955	13.5%
Print	296	250	260	271	288	3.4%
Out of Home media	39	37	42	47	54	9.3%

(All figures are gross of taxes (INR in billion) for calendar years |EY estimates)

**Television:** TV advertising dropped 6.5% in 2023. This decline is due to less spending by gaming and D2C companies, which hit the revenue of premium channels. The overall amount of advertising on TV (ad volume) also fell by 3% due to a weak HSM market (Hindi Speaking Markets).

**Internet Penetration:** India has more than 820 million active internet users, of which more than half are from rural hubs. In 2023, internet penetration grew 8% year-on-year.

**Digital Payments:** India recorded about 131 billion Unified Payments Interface (UPI) transactions with a total value of ₹200 trillion in FY24 against 83.7 crore transactions worth ₹139 trillion in FY23.

**Mobile Data Prices:** India ranked 5th amongst 233 countries in cheap mobile data prices, with 1 GB of data costing US\$ 0.17. Additionally, India has the 3rd lowest average data tariff/GB.

The Indian M&E sector surged by ₹ 173 billion (8.1%) in 2023, reaching ₹ 2.32 trillion (US\$ 27.9 billion). Experts predict this momentum will continue, with the M&E sector reaching ₹ 2.55 trillion by 2024 and a whopping ₹ 3.08 trillion by 2026 (a steady 10% annual growth).

In 2023, the broadcast ministry announced that it would increase the incentive for foreign film production to 40% with an increased cap limit of ₹ 30 crore. The Indian media and entertainment sector will undergo a revolutionary shift if this can be leveraged skillfully.

## Cinematic Tourism Policy 2022-27

The 'Cinematic Tourism Policy 2022-27' by the Gujarat government, designed to position the state as a favoured destination for filmmakers across Bollywood, Hollywood, and regional cinema, has received significant enthusiasm from the entertainment sector.

Since its launch in September 2022, the policy has facilitated investments in film production, studio facilities, and educational institutions for acting. Notably, it has also secured Gujarat as the venue for the prestigious Filmfare Awards.

Overall, the initiative has resulted in the signing of MoUs totalling ₹1,022 crore for film production, studio infrastructure, and acting education.

There were some positive developments. Subscription revenue increased after three years of decline, driven by price hikes. Linear viewership grew by 2% compared to 2022. There has been an appreciable jump in smart TVs connected to the internet, doubling from 10 million new weekly subscriptions in 2022 to 19-20 million in 2023. This indicates a changing trend in how people watch TV.

**Digital Media:** Categories such as infotainment and music have seen a notable decline in popularity due to the shift towards digital platforms. In advertising, between 800,000 and one million small and medium-sized enterprises (SMEs) and niche advertisers invested over ₹ 200 billion in digital media. Their focus was primarily on performance-based advertising across platforms such as Google, Meta and various e-commerce channels. Digital media now constitutes 51% of total advertising expenditure, a significant increase from the pre-pandemic level of 31%. This shift underscores the growing prominence of digital channels as the primary advertising medium in India.

**Print Media:** In contrast to the global pattern, the print industry in India demonstrated resilience and growth. Advertising revenues saw a 4% increase in 2023, driven by a significant rise in premium ad formats. Print media continued to serve as a preferred platform for wealthier and non-metro audiences. Additionally, subscription revenues experienced a 3% rise, buoyed by the upward trajectory of cover prices.

**OOH (Out-of-Home):** In 2023, out-of-home (OOH) media experienced a significant 13% growth, surpassing its 2019 levels. This growth comprised various mediums, including traditional, transit, and digital. Premium properties and prime locations primarily drove the surge in growth. The number of active digital OOH screens exceeded 100,000, constituting 9% of the entire segment's revenues. Traditional OOH media retained its position as the largest segment, accounting for 62% of revenues, while transit media made up the remaining 38%.

## Opportunities, Challenges & Outlook

### 1) NEWSPAPER

**Challenges:** Many free online news sources make it difficult for newspapers to charge for their content. Additionally, social media platforms have become a major source of news for many people.

The 24/7 news cycle: Newspapers are based on a slower news cycle, with in-depth articles and investigative journalism. Online news is like a non-stop feed with constant updates, especially breaking news. This speed makes it hard for newspapers to keep pace with their online counterparts.

**Opportunities:** Not everyone has access to reliable internet or the latest devices. Newspapers provide a crucial source of

information for people living in areas with limited internet connectivity, such as rural areas.

The increasing literacy rates in rural areas will cause the investment in newspapers to grow. Often, the greatest increase in circulation of newspapers has been in areas with increasing literacy rather than increasing economic power. They can report on community problems, hold local authorities accountable and give a voice to rural concerns. This can empower rural readers, fostering community and shared purpose.

Also, for some readers, there's a unique value in holding a physical newspaper. It allows for focused reading, free from distractions and creates a permanent news report in print.

**Outlook:** The print media is expected to reach a steady state with a loyal reader base as it is expected to grow to ₹ 288 billion by 2026 at a CAGR of 3.4%.

### 2) DIGITAL MEDIA

**Opportunities:** India's digital media is exploding with opportunities as it offers faster, more targeted content creation and distribution. With the rise of internet users, especially in regional areas, there's a huge demand for fresh content. Businesses will continue to use this to their advantage by creating engaging video content, promoting products through influencer marketing and leveraging advertising opportunities on these platforms.

Audiobooks fuel digital media growth by offering entertainment and information on the go. This convenience, especially with mobile apps, attracts new users to digital media and keeps them engaged for longer.

Podcasts are another entertaining and informative audio format driving digital media growth in India. This convenience, along with the wide variety available on mobile apps, expands the digital media experience.

**Challenges:** With the increasing digital media consumption, concerns regarding data privacy are also rising. It becomes imperative for platforms to prioritise trust and transparency in their operations to address these apprehensions effectively.

Additionally, understanding and complying with copyright laws and licensing agreements for music, movies, and other creative content can be complex and expensive.

Digital media has the potential to cause distraction due to its constant accessibility and the availability of a diverse variety of content. The instant gratification digital media provides, coupled with its addictive nature, can lead to reduced focus, productivity and attention span.

**Outlook:** The digital segment is expected to grow to ₹955 billion by 2026 at a 13.5% CAGR. Digital advertising will grow at a 13.5% CAGR to reach ₹842 billion on the back of improved

governance. E-commerce advertising will grow the fastest to reach ₹ 150 billion by 2026, while entertainment and sports OTT platforms will reach ₹80 to ₹90 billion in advertising.

### 3) TELEVISION

**Challenges:** With streaming services readily available on laptops, phones and tablets, viewers are no longer confined to watching content on a large television screen in the living room, disrupting the traditional 'family TV time' dynamic. This can make the traditional television screen seem less impressive, especially for younger generations who haven't grown up with the 'big screen' experience.

With viewers juggling multiple streaming services, there's a risk of subscription fatigue. Broadcasting channels offering their streaming platforms might struggle to compete with established players or find a unique selling proposition to convince viewers to add yet another subscription.

Previously, TV broadcasting channels made money by running advertisements between shows. Fewer people watching TV shows will result in low Television Rating Points (TRPs) and reduced Target Rating Points (TRPs) for advertisers. Under such circumstances, advertisers may not be willing to pay much for ad slots, causing a decrease in the TV company's advertising revenue.

**Opportunities:** While internet access might be a barrier for some, television remains widely accessible, especially for free-to-air channels. This ensures a broader range of people can access news, entertainment and educational content. Besides increasing accessibility, television provides a comforting escape and an opportunity to unwind.

Moreover, renowned television channels have established a solid reputation for their commitment to news reporting and investigative journalism, serving as a trusted source of information amidst the prevalence of frequent online misinformation.

**Outlook:** By 2026, the revenue generated from television is projected to soar to ₹ 765 billion, exhibiting a CAGR of 3.2%. Concurrently, there will be a notable expansion in the total number of TV screens, surging from 182 million recorded in 2023 to an estimated 202 million by 2026. This growth trajectory signifies a major shift in the composition of TV screens, with connected TVs poised to dominate the landscape.

#### OOH (OUT-OF-HOME)

**Challenges:** While out-of-home (OOH) advertising has high visibility, its capacity for meaningful engagement is somewhat restricted. The transient nature of OOH media means audiences often have only a brief moment to process the message. Moreover, accurately assessing the effectiveness of OOH campaigns presents a considerable challenge.

Unlike online advertisements, which offer measurable metrics, quantifying the impact of a billboard or bus ad can be difficult. Additionally, prime locations for OOH advertising, such as busy streets or popular transit hubs, often come with a high rental fee. This barrier can make OOH advertising less cost-effective.

**Opportunities:** A prominent OOH presence creates a perception of brand legitimacy. Dynamic digital displays are replacing static billboards. This allows for more targeted advertising, with content that can change based on the time of day, weather or even what people are looking at (through facial recognition).

Programmatic buying has streamlined the process of buying and selling OOH ad space. This automated approach makes it faster and more efficient and allows for data-driven decisions.

**Outlook:** The importance of the OOH sector has increased in terms of enabling advertisers to reach rich audiences, particularly those who have moved to ad-free video and audio options. The segment is expected to grow at a CAGR of 9% to reach ₹ 54.3 billion by 2026.

#### Internal Control Systems & Their Adequacy

The Company's internal control systems are adequate, considering the size and nature of its operations. They conform to the regulatory and statutory requirements, assuring the recording of all transactions and ensuring reportage of the financial information in a timely and reliable manner.

The Company has a well-defined risk management framework that is implemented as an integral part of its business processes. The Company has installed an 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. The risk management system includes recording, monitoring, and controlling internal enterprise business risks and addressing them through informed and objective strategies.

Further, the Company's Board of Directors has adopted a Risk Management Policy, and it has identified various risks with mitigation plans for every one of those identified risks. Its comprehensive risk management system ensures that all risks are timely identified, assessed, and mitigated by the Risk Management Policy.

The Audit Committee of the Board of Directors of the Company periodically reviews the internal control system as well as internal audit reports issued by the Internal Auditors of the Company.

The Company has formulated a robust whistleblower policy for receiving and redressing employee complaints. During the year under review, no employee was denied access to the Audit Committee or its Chairman.

### Developments on the Human Resources/Industrial Relations Front

At Sandesh, we recognise that our employees are not just workers but the very foundation of our achievements. We foster a continuous learning culture and empower our human capital to tackle challenges, think creatively and bring fresh ideas to the table. This investment in our workforce translates directly to a competitive advantage, allowing us to deliver exceptional results. It's the talent, passion and collaborative spirit of our people that truly sets us apart.

We believe our commitment to our employees extends beyond just recognition. We actively cultivate a work environment that prioritises well-being. This means making employee-centric decisions that reduce stress and promote calmness while always ensuring the health and safety of our entire team. Further, we are firmly committed to upholding the highest standards of conduct, adhering to the PoSH Act, 2013, to foster a safe and respectful work environment for all.

As of March 31, 2024, the Company has 451 dedicated and highly motivated people. They work to the best of their abilities and make major contributions to the organisation's growth, development and profitability, as well as to their personal growth, because of our employee-friendly HR policies and favourable working conditions.

### Discussions of Financial Performance with Respect to Operational Performance

#### Summary Financial Information

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	32,018.84	33,921.72	32,208.83	34,075.94
Other Income	16,552.37	4,246.59	16,577.96	4,266.92
Total Revenue	48,571.21	38,168.31	48,786.79	38,342.86
Operating Expenditure other than Depreciation and Financial Cost	23,820.19	24,365.87	24,032.51	24,582.07
EBIDTA	24,751.02	13,802.44	24,754.28	13,760.79
EBIDTA Margin	50.96%	36.16%	50.74%	35.89%
Finance Cost	25.67	14.96	25.67	14.96
Depreciation & Amortization Expenses	650.16	571.57	662.75	587.70
Total Expenditure	24,496.02	24,952.40	24,720.93	25,184.73
Exceptional Item	12.63	195.76	12.63	195.76
Profit Before Tax	24,087.82	13,411.67	24,078.49	13,353.89
Provision for Current Tax, Deferred Tax & Other Tax Expenses	5218.63	3209.73	5219.92	3212.55
Profit After Tax	18,869.19	10,201.94	18,858.57	10,141.34
PAT Margin	38.85%	26.73%	38.66%	26.45%
Dividend as % of Paid –up share Capital	50%	50%	N.A	N.A.

Previous year figures have been regrouped/re-arranged wherever considered necessary.

#### Fixed Assets

The investment in the fixed assets at the end of the Financial Year 2023-24 ₹ 6045.15 Lakhs.

## Summary Financial Ratio

Particular	2023-24	2022-23	% Change	Reasons for Change
Debtors Turnover (times)	7.31	8.27	-11.55%	-
Inventory Turnover (times)	16.33	10.50	55.56%	Ratio is improved due to decrease in average inventory during the current year compared to the previous financial year.
Interest Coverage Ratio (times)	-	-	-	-
Current Ratio (times)	17.57	10.56	66.37%	Ratio is improved due to increase in current Investment, bank balance and fixed deposits in current year compared to previous financial year.
Debt Equity Ratio (times)	-	-	-	-
Return on Capital employed (%)	20.73%	13.25%	56.52%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
Net Profit Margin (%)	58.93%	30.07%	95.95%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
Return on Net worth (%)	16.34%	10.22%	59.98%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.

### Risk Management

Risk is integral to any business. Sandesh's risk management framework seeks to identify and address the existing and emerging risks proactively. The mechanism goes beyond the traditional formulation and involves all key managers of the Company.

It has a formal monitoring process at the unit and the Company levels to identify and categorise new risks depending on their calculated impact and probability, map them to the responsibilities of select managers, and counter them with an efficient mitigation strategy.

Some of the key risks and their mitigation strategies are discussed below:

#### Competition Risk

National media houses also cover local news, competing for the same audience.

**Mitigation:** The Company differentiates its content by focusing on specific topics or groups within the local community. It invests in high-quality journalism and provides exclusive coverage of local events and issues that matter most to its audience.

#### Independence Risk

External influences can compromise editorial independence, leading to biased reporting and loss of credibility.

**Mitigation:** The Company adheres to ethical reporting standards and avoids sensationalism or clickbait methods. It provides accurate, well-researched, and balanced news to maintain the integrity of the material.

#### Financial Risk

Financial instability is due to fluctuating local economic conditions.

**Mitigation:** The Company maintains a diversified revenue model with multiple income streams such as subscriptions, advertising and sponsored content.

#### Technology Risk

Rapid advancements in technology require constant updates in infrastructure and platforms to stay competitive.

**Mitigation:** The Company embraces new digital tools for content creation, distribution, and audience engagement. It continuously monitors technological trends to anticipate changes and adapt proactively.

#### Reputation Risk

Local controversies or misunderstandings could damage public perception and trust.

**Mitigation:** Over nine decades, the Company has established a strong reputation for credibility, earning the trust and loyalty of its readers and viewers.

#### 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 because 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, which are included herein, and the notes thereto.

# INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To  
The Members of  
**The Sandesh Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **The Sandesh Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Accuracy of recognition, measurement, presentation, and disclosures of advertisement revenue.</b></p> <p>Revenue from advertisement is considered as key audit matter as there is a risk of accuracy of recognition and measurement in the standalone financial statements considering following aspects:</p> <ul style="list-style-type: none"> <li>- Advertisement revenue from print media               <ul style="list-style-type: none"> <li>• Pricing terms of the advertisement revenue in the newspaper are complex and prices, generally, are changed on a periodic basis.</li> <li>• Number of parties involved, and number of transactions are huge.</li> </ul> </li> <li>- Advertisement revenue from other platforms               <ul style="list-style-type: none"> <li>• Pricing terms are non-standardized and are different on customer-to-customer basis.</li> </ul> </li> </ul>	<p><b>Principal audit procedure:</b></p> <ul style="list-style-type: none"> <li>- Our approach was a combination of test of internal controls, analytical and substantive procedures which included the following:               <ul style="list-style-type: none"> <li>• Evaluated the design of internal control.</li> <li>• For evaluation of operative effectiveness of internal control, tested the advertisement considering the accuracy of pricing, invoice amount and tax thereon, place, edition and customer.</li> <li>• Tested the relevant information technology system in respect of recording and measurement of advertisement revenue.</li> <li>• In case of advertisement in newspaper and on hoardings, tested the location, date and content of actual advertisement published in the newspaper and site respectively.</li> <li>• Verification of invoices on sample basis.</li> </ul> </li> </ul>

Sr. No.	Key Audit Matter	Auditor's Response
2	<p><b>Valuation of Investments (other than investment in subsidiary company and investment measured at amortized cost) in equity shares of companies and units of mutual funds and recognition of unrealized gain on fair valuation of such investments.</b></p> <p>The Company has investments of Rs. 89,928.16 lakhs (other than investment in subsidiary company and investments measured at amortized cost) which constitute 66.86 % of total assets as at March 31, 2024 and measured at fair value.</p> <p>As value of investments is substantial unrealized gain on such investments have significant impact on profitability of the company during the year, these are considered as key audit matters.</p>	<p><b>Principal audit procedure:</b></p> <p>Our approach was a combination of test of internal controls, and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>- Evaluated the design of control.</li> <li>- For evaluation of operative effectiveness of internal control:                             <ul style="list-style-type: none"> <li>• Verified contract note on purchase and sales of equity shares and units of mutual fund.</li> <li>• Re-compute realized gain on derecognition of such investments and unrealized gain on fair valuation of such investments held as at year-end.</li> <li>• Verified the holding statements of such investments as at year-end.</li> <li>• For investment in equity shares of private limited company, evaluated the independent valuer's report considering how the valuation is done, and significant judgement made in his report.</li> </ul> </li> </ul>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements, Consolidated Financial Statements and our auditor's reports thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

When we read the Final Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### **Other Matter**

The Standalone Financial Statements of the Company for the year ended March 31, 2023, were audited by predecessor auditor whose report dated May 26, 2023 expressed an unmodified opinion on those Standalone Financial Statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 37 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.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), which

the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The interim dividend declared and paid by the company during the year is in accordance with Section 123 of the Act, as applicable.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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

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

Place: Ahmedabad  
Date: May 29, 2024

**Krishnakant Solanki**  
Partner  
Membership No. 110299  
UDIN: 24110299BKUTE6116

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## ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of The Sandesh Limited of even date)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls with reference to the Financial Statements of **The Sandesh Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the period ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the Financial Statements of the Company 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 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 Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements 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 the ICAI and the SA 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 with reference to the Financial Statements 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 with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, 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 with reference to the Financial Statements

A Company's internal financial control with reference to the Financial Statements 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 with reference to the Financial Statements 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 with reference to the Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal

financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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.

For, **Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Registration No. 106041W/W100136

**Krishnakant Solanki**

Partner

Membership No. 110299

UDIN: 24110299BKCUTE6116

Place: Ahmedabad

Date: May 29, 2024

**ANNEXURE - B**  
**TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of The Sandesh Limited of even date)

**Report on Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of the Company**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain property, plant and equipment have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals. In our opinion the coverage and procedure of such physical verification by the management is appropriate. No material discrepancies noticed on such physical verification.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, during the year, from bank on the basis of security of current assets. No material discrepancies were noticed between quarterly returns / statements of current assets and current liabilities submitted by the Company with the bank and the books of accounts.
- (iii) During the year, the Company has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties. During the year, the Company has made investments in companies and other parties and also granted secured loan to partnerships firm and other parties in respect of which:
- a) (i) Aggregate amount of loan provided to subsidiary is Rs. Nil and balance outstanding at the balance sheet date is Rs. Nil.
- (ii) During the year, aggregate amount of loan provided to parties other than subsidiary is Rs. 61.39 Lakhs and balance outstanding at the balance sheet date is Rs. 29.58 Lakhs.
- b) In our opinion, terms and conditions of grant of loans and investments made, during the year, prima facie, are not prejudicial to the interest of the Company.
- c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest, wherever applicable, have been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
- d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) In our opinion, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The Company is not required to maintain cost records as per section 148(1) of the Companies Act, 2013. Hence, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, the Company is generally regular in depositing the undisputed statutory dues, including goods and service tax, provident fund, employee's state insurance, income tax, duty of customs, and other material statutory dues, as applicable, with appropriate authorities.
- (b) In our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (c) There are no dues of goods and service tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income tax and as at March 31, 2024 which have not been deposited on account of dispute, are as follows:

Name of statute	Nature of dues	Amount (Rs. in Lakhs)	Year to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax & Interest thereon	33.66	Financial Year 2020 - 21	Commissioner of Income Tax (Appeals)
Gujarat VAT Act, 2003	Tax	33.50	Financial Year 2010-11	Deputy Commissioner (SGST)

- (viii) (a) The Company does not have any transactions related to previously unrecorded income in the books of the account that have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.
- (ix) (a) The Company has not defaulted in repayment of loan and payment of interest thereon to the lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) The Company has not taken any term loan during the year and therefore, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised any loans during the year and therefore reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, paragraph 3 (x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section 12 of section 143 of the Act has been filed in Form ADT - 4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government of India, during the year and up to the date of this report.
- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has adequate internal audit system commensurate with size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures.

- (xv) 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.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The Group does not have any CIC as part of the group. Therefore, paragraph 3(xvi)(d) is not applicable.
- (xvii) The company has not incurred any cash losses during the financial year covered by our audit and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) a) There are no unspent amounts towards Corporate Social Responsibility (herein after referred as "CSR") on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) In respect of ongoing projects, the Company has transferred unspent CSR amount as at the end of the previous financial year and current financial year to a special account within a period of 30 days from the end of the said financial year and current financial year respectively in compliance with the provision of section 135(6) of the Act.

For, **Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Registration No. 106041W/W100136

**Krishnakant Solanki**

Partner

Membership No. 110299

UDIN: 24110299BKCUTE6116

Place: Ahmedabad

Date: May 29, 2024

## Balance Sheet as at March 31, 2024

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>A ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	5.1	6 045.15	6 333.67
(b) Capital work-in-progress	5.2	104.19	-
(c) Investment property	6	4 888.57	4 738.57
(d) Intangible assets	7	58.68	64.84
(e) Financial assets			
(i) Investments	8A	30 728.20	28 554.75
(ii) Loans	9A	213.33	7 550.00
(iii) Others	10	3 161.06	6 468.06
(f) Other non-current assets	11	429.37	396.08
<b>Total non-current assets</b>		<b>45 628.55</b>	<b>54 105.97</b>
<b>(2) Current assets</b>			
(a) Inventories	12	1 854.32	1 767.82
(b) Financial assets			
(i) Investments	8B	66 693.88	37 685.47
(ii) Trade receivables	13	4 738.90	4 018.40
(iii) Cash and cash equivalents	14	6 330.24	4 358.01
(iv) Bank balances other than (iii)above	15	157.12	628.48
(v) Loans	9B	7 586.25	7 162.81
(c) Current tax asset (net)	33	19.69	178.53
(d) Other current assets	16	1 483.91	1 414.09
<b>Total current assets</b>		<b>88 864.31</b>	<b>57 213.61</b>
<b>Total assets</b>		<b>1 34 492.86</b>	<b>1 11 319.58</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
(a) Equity share capital	17	756.94	756.94
(b) Other equity	18	1 25 049.53	1 04 356.66
<b>Total equity</b>		<b>1 25 806.47</b>	<b>1 05 113.60</b>
<b>II LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Provisions	21A	27.61	20.77
(b) Deferred tax liabilities (net)	33	3 600.07	766.47
<b>Total non-current liabilities</b>		<b>3 627.68</b>	<b>787.24</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	20		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		991.27	1 002.88
(ii) Others	22	2 644.50	2 815.29
(b) Other current liabilities	23	1 391.97	1 567.92
(c) Provisions	21B	30.97	32.65
<b>Total current liabilities</b>		<b>5 058.71</b>	<b>5 418.74</b>
<b>Total equity and liabilities</b>		<b>1 34 492.86</b>	<b>1 11 319.58</b>

### Material Accounting Policies and Notes to Standalone Financial Statements.

As per our report of even date attached.

For and on behalf of the Board,

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Statement of Profit and Loss for the year ended March 31, 2024

(₹ in lakhs, except per share data)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>I</b> Revenue from operations	24	32 018.84	33 921.72
<b>II</b> Other income	25	16 552.37	4 246.59
<b>III Total revenue (I + II)</b>		<b>48 571.21</b>	<b>38 168.31</b>
<b>IV Expenses ::</b>			
a Cost of material consumed	26	11 008.29	12 975.84
b Changes in inventories / Cost of goods sold	27	24.21	669.57
c Employee benefits expense	28	3 547.81	3 499.06
d Finance cost	29	25.67	14.96
e Depreciation and amortization expenses	5	650.16	571.57
f Other expenses	30	9 239.88	7 221.40
<b>Total expenses (IV)</b>		<b>24 496.02</b>	<b>24 952.40</b>
<b>V Profit before exceptional item and tax (III - IV)</b>		<b>24 075.19</b>	<b>13 215.91</b>
<b>VI</b> Exceptional items	31	12.63	195.76
<b>VII Profit before tax (V + VI)</b>		<b>24 087.82</b>	<b>13 411.67</b>
<b>VIII Tax Expenses ::</b>			
a Current tax	33	2 385.03	2 799.99
b Deferred tax	33	2 833.60	409.74
<b>Total tax expense</b>		<b>5 218.63</b>	<b>3 209.73</b>
<b>IX Profit for the Year (VII - VIII)</b>		<b>18 869.19</b>	<b>10 201.94</b>
<b>Other comprehensive income</b>			
a (i) Items that will not be reclassified to profit or loss			
a) Remeasurement of defined benefit obligations	28	29.70	14.65
b) Equity Instrument through Other Comprehensive Income		2 172.45	648.41
(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		-	-
<b>X Total Other Comprehensive Income</b>		<b>2 202.15</b>	<b>663.06</b>
<b>XI Total Comprehensive Income (IX + X) (Comprising Profit and Other Comprehensive Income for the Period)</b>		<b>21 071.34</b>	<b>10 865.00</b>
<b>XII</b> Paid up Equity Share Capital (Face value of ₹ 10/- each)		756.94	756.94
<b>XIII</b> Reserves excluding Revaluation Reserves as at Balance sheet date		1 25 049.53	1 04 356.66
<b>XIV Earnings per Equity Share:</b>	32		
Basic- ₹ Per Share		249.28	134.78
Diluted - ₹ Per Share		249.28	134.78

### Material Accounting Policies and Notes to Standalone Financial Statements.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Standalone Statement of Cash Flow for the year ended March 31, 2024

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net profit before tax</b>	24 087.82	13 411.67
<b>Adjustments for</b>		
Depreciation and amortization	650.16	571.57
(Profit) on sale of property plant and equipment	(12.63)	(195.76)
Interest income	(1 022.33)	(1 183.76)
Dividend income	(236.22)	(179.98)
Changes in fair value of financial assets at fair value through profit or loss	(15 274.99)	(2 460.16)
Finance Cost	25.67	14.96
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>8 217.48</b>	<b>9 978.54</b>
<b>Adjustments for</b>		
Trade and other receivables	(249.14)	(440.73)
Inventories	(86.50)	1 623.22
Payables, other financial liabilities and provision	(323.49)	(523.74)
Loans, other financial assets and other assets	10 117.12	334.02
<b>CASH GENERATED FROM OPERATIONS</b>	<b>17 675.47</b>	<b>10 971.31</b>
Direct Taxes Paid	(2 226.19)	(2 559.74)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>15 449.28</b>	<b>8 411.57</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment including work in progress	(464.43)	(271.07)
Sale of property, plant and equipment	17.39	238.08
Investments (net)	(13 884.42)	(11 937.34)
Interest income	1 022.33	1 183.76
Dividend income	236.22	179.98
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(13 072.91)</b>	<b>(10 606.59)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Cost	(25.67)	(14.96)
Dividend paid (including Dividend Distribution Tax)	(378.47)	(378.47)
Repayment of Borrowings	-	(10.00)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES</b>	<b>(404.14)</b>	<b>(403.43)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>1 972.23</b>	<b>(2 598.45)</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>4 358.01</b>	<b>6 956.45</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>6 330.24</b>	<b>4 358.01</b>

### Material Accounting Policies and Notes to Standalone Financial Statements.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Standalone Statement of Changes in Equity for the year ended March 31, 2024

<b>A Equity Share Capital</b>		(₹ in lakhs)	
Particulars	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	
Balance at the beginning of the reporting period	756.94	756.94	
Changes during the year	-	-	
<b>Balance at the reporting period</b>	<b>756.94</b>	<b>756.94</b>	

<b>B Other Equity</b>						(₹ in lakhs)	
Particulars	Reserves and Surplus				Other comprehensive income	Total	
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Equity Instrument through Other Comprehensive Income		
<b>Balance as at April 01, 2023</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>53 090.54</b>	<b>364.26</b>	<b>1 04 356.66</b>	
<b>Profit for the year</b>	-	-	-	18 869.19	-	18 869.19	
<b>Items of the OCI for the year, net of tax</b>							
Remeasurement benefit of defined benefit plans	-	-	-	29.70	-	29.70	
Fair Value Gain on investment in equity instrument through OCI	-	-	-	-	2 172.45	2 172.45	
Dividends	-	-	-	(378.47)	-	(378.47)	
<b>Balance as at March 31, 2024</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>71 610.96</b>	<b>2 536.71</b>	<b>1 25 049.53</b>	
<b>Balance as at April 01, 2022</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>43 252.42</b>	<b>(284.15)</b>	<b>93 870.13</b>	
<b>Profit for the year</b>	-	-	-	10 201.94	-	10 201.94	
<b>Items of the OCI for the year, net of tax</b>							
Remeasurement benefit of defined benefit plans	-	-	-	14.65	-	14.65	
Fair Value Gain on investment in equity instrument through OCI	-	-	-	-	648.41	648.41	
Dividends	-	-	-	(378.47)	-	(378.47)	
<b>Balance as at March 31, 2023</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>53 090.54</b>	<b>364.26</b>	<b>1 04 356.66</b>	

## Standalone Statement of Changes in Equity for the year ended March 31, 2024

### Nature and purpose of reserves

#### a Capital reserve

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

#### b Securities premium

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

#### c General reserve

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

#### d Equity Instrument through Other Comprehensive Income

The Company has elected to recognise changes in the fair value of investments in equity shares of the company, wherein KMP having control, in other comprehensive income. These changes are accumulated within the Equity Instrument Through Other Comprehensive reserve within the equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

### Material Accounting Policies and Notes to Standalone Financial Statements.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Notes to the Financial Statements for the year ended March 31, 2024

### 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, and also runs Gujarati news channel "Sandesh Telecast", "OOH".

The financial statements are approved for issue by the Company's Board of Directors on May 29, 2024

### 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 plan assets

#### 2.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

#### 2.4 Current and non-current classification of assets and liabilities:

The Standalone Assets and Liabilities and the Standalone Statement of Profit and Loss, including notes, are prepared and presented as per the requirements of Schedule III (Division II) to the Companies Act, 2013. All assets and liabilities have been classified and disclosed as current and non-current as per the Company's normal operating cycle and other criteria set out in Schedule III. Based on the nature of products and the time between the acquisition of assets for processing and their realization into cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current-on current classification of asset and liabilities.

### 2.5 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:

- 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 MATERIAL 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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of discounts as part of the contract in normal course of company's activities.

#### 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 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, other than plant and machinery, is provided on written down value method and depreciation on plant and machinery is provided on Straight line method (SLM) basis as per the useful life prescribed under Schedule II to the Companies Act, 2013.

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

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

### 3.3 Intangible assets

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

#### a Advertisement right

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

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

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

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

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

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

#### b Other intangible assets

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

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

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

## Notes to the Financial Statements for the year ended March 31, 2024

The useful lives of intangible assets are assessed as either finite or infinite. 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 amortized on a pro-rata basis from the date on which such assets are ready to use.

Intangible assets with an infinite useful life are not amortized. 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 except for trade receivables which are initially measured at transaction price.

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.

Trade receivable that do not contain significant financing component are measured at transaction price.

Regular 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 value through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

## Notes to the Financial Statements for the year ended March 31, 2024

### iv Financial liabilities

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

### v Investment in subsidiary

Investment in subsidiary is 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

## Notes to the Financial Statements for the year ended March 31, 2024

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 investment in subsidiary

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 – investment in subsidiary

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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 3.9 Lease

#### Company as lessee

The Company's lease asset classes primarily consist of leases for Office building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Advance lease payment made for the entire life of the lease is amortized over a lease period.

#### Company as lessor

##### Operating lease

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the term of the relevant lease. In case of modification of contractual terms, the same is accounted as a new lease, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

### 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.

As per Company's policy, no leave is expected to be carried forward.

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 on occurrence or non-occurrence of one or more uncertain future events

## Notes to the Financial Statements for the year ended March 31, 2024

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 on occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

### 3.14 Foreign Currency

#### a Initial recognition

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

#### b Conversion

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

#### c Exchange difference

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

### 3.15 Cash and cash equivalent

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

### 3.16 Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares

outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 3.17 Inventories

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

### 3.18 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.

### 3.19 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.

### 3.20 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:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1st, 2024.

## Notes to the Financial Statements for the year ended March 31, 2024

### 5 PROPERTY, PLANT AND EQUIPMENT

#### 5.1 Property, Plant and Equipment consist of :

Particulars	(₹ in lakhs)										Total	
	Land	Buildings Freehold	Buildings Leasehold	Plant & Equipment	Electric Fittings	Furniture & Fixtures	Office Equipment	Vehicles				
<b>a Gross Block</b>												
Balance as at April 01, 2022	1 200.47	1 851.24	26.68	5 501.56	57.24	132.88	113.45	395.33			9 278.85	
Additions	52.34	727.68	-	253.81	-	44.74	54.21	-			1 132.78	
Deductions	-	25.08	-	514.24	-	1.31	3.65	8.55			552.83	
Balance as at March 31, 2023	1 252.81	2 553.84	26.68	5 241.13	57.24	176.31	164.01	386.78			9 858.80	
Additions	-	47.73	-	122.18	1.79	90.87	81.17	13.80			357.54	
Deductions	-	3.09	-	9.19	-	27.83	3.75	1.37			45.23	
Balance as at March 31, 2024	1 252.81	2 598.48	26.68	5 354.12	59.03	239.35	241.43	399.21			10 171.11	
<b>b Accumulated Depreciation</b>												
Balance as at April 01, 2022	-	492.44	6.15	2 427.58	42.87	108.07	90.71	304.62			3 472.44	
Additions	-	67.90	1.00	449.23	0.76	6.62	12.08	25.61			563.20	
Deductions	-	13.84	-	483.79	-	1.29	3.47	8.12			510.51	
Balance as at March 31, 2023	-	546.50	7.15	2 393.02	43.63	113.40	99.32	322.11			3 525.13	
Additions	-	95.37	0.95	471.84	0.65	24.93	37.03	13.23			644.00	
Other Adjustments	-	-	-	2.70	-	-	-	-			2.70	
Deductions	-	2.17	-	6.68	-	26.73	3.64	1.25			40.47	
Balance as at March 31, 2024	-	639.70	8.10	2 855.48	44.28	111.60	132.71	334.09			4 125.96	
<b>c Net Block</b>												
Balance as at March 31, 2023	1 252.81	2 007.34	19.53	2 848.11	13.61	62.91	64.69	64.67			6 333.67	
Balance as at March 31, 2024	1 252.81	1 958.78	18.58	2 498.64	14.75	127.75	108.72	65.12			6 045.15	

5.1.1 Company has elected to measure all its property, plant and equipment 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.

5.1.2 The company has not carried out revaluation of PPE.

### 5.2 Capital Work in Progress

Particulars	(₹ in lakhs)				As on March 31, 2024
	As on April 01, 2022	Addition	Transferred to PPE	Addition	
Capital Work in Progress	-	-	-	388.06	104.19
<b>TOTAL</b>	-	-	-	<b>388.06</b>	<b>104.19</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 5.2.1 Ageing Schedule

As on March 31, 2024:

(₹ in lakhs)

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	104.19	-	-	-	104.19
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>104.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>104.19</b>

As on March 31, 2023:

(₹ in lakhs)

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note :** There is no project whose completion is overdue or has exceed its cost compared to its original plan.

## 6 INVESTMENT PROPERTIES

### 6.1 Investment properties consist of :

(₹ in lakhs)

No.	Particulars	Land	Buildings	Total
<b>a</b>	<b>Gross Block</b>			
	<b>Balance as at April 01, 2022</b>	<b>4 031.90</b>	<b>1 130.84</b>	<b>5 162.74</b>
	Additions	-	-	-
	Deductions	392.61	31.56	424.17
	<b>Balance as at March 31, 2023</b>	<b>3 639.29</b>	<b>1 099.28</b>	<b>4 738.57</b>
	Additions	-	150.00	150.00
	Deductions	-	-	-
	<b>Balance as at March 31, 2024</b>	<b>3 639.29</b>	<b>1 249.28</b>	<b>4 888.57</b>
<b>b</b>	<b>Accumulated Depreciation</b>			
	<b>Balance as at April 01, 2022</b>	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	<b>Balance as at March 31, 2023</b>	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	<b>Balance as at March 31, 2024</b>	-	-	-
<b>c</b>	<b>Net Block</b>			
	<b>Balance as at March 31, 2023</b>	<b>3 639.29</b>	<b>1 099.28</b>	<b>4 738.57</b>
	<b>Balance as at March 31, 2024</b>	<b>3 639.29</b>	<b>1 249.28</b>	<b>4 888.57</b>

**6.2** The 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 6.3 Fair value of investment properties

Particulars	(₹ in lakhs)	
	As on March 31, 2024	As on March 31, 2023
Investment properties	14 796.26	6 657.28

Refer note no. 35 for disclosure on fair value.

#### Estimation of fair value

The Company obtains independent valuation report for its investment property once in every three years. For the current year's fair value, valuation was done on March 31, 2024. Last year's fair value was considered based on valuation done on March 31, 2021. 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

Particulars	(₹ in lakhs)	
	2023-24	2022-23
a Rental Income	12.65	8.08
b Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period;	5.62	8.97
c Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period.	6.64	6.07
<b>Total</b>	<b>24.91</b>	<b>23.12</b>

## 7 INTANGIBLE ASSETS

### 7.1 Intangible assets consist of :

No.	Particulars	(₹ in lakhs)			
		Tenancy Rights	Software	Advertisement Rights	Total
<b>a</b>	<b>Gross Block</b>				
	<b>Balance as at April 01, 2022</b>	<b>56.00</b>	<b>9.70</b>	<b>353.07</b>	<b>418.77</b>
	Additions	-	2.86	-	2.86
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2023</b>	<b>56.00</b>	<b>12.56</b>	<b>353.07</b>	<b>421.63</b>
	Additions	-	-	-	-
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2024</b>	<b>56.00</b>	<b>12.56</b>	<b>353.07</b>	<b>421.63</b>
<b>b</b>	<b>Accumulated Depreciation</b>				
	<b>Balance as at April 01, 2022</b>	-	<b>9.11</b>	<b>339.31</b>	<b>348.42</b>
	Additions	-	0.16	8.21	8.37
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2023</b>	-	<b>9.27</b>	<b>347.52</b>	<b>356.79</b>
	Additions	-	1.07	5.09	6.16
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2024</b>	-	<b>10.34</b>	<b>352.61</b>	<b>362.95</b>
<b>c</b>	<b>Net Block</b>				
	<b>Balance as at March 31, 2023</b>	<b>56.00</b>	<b>3.29</b>	<b>5.55</b>	<b>64.84</b>
	<b>Balance as at March 31, 2024</b>	<b>56.00</b>	<b>2.22</b>	<b>0.46</b>	<b>58.68</b>

- 7.2 The Company has elected to measure all its intangible assets 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 8 INVESTMENTS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
<b>8A Non Current Investments</b>		
<b>a Investments carried at cost</b>		
<b>In wholly owned subsidiary company</b>		
<b>Equity shares - Unquoted</b>		
Sandesh Digital Private Limited (10,000 shares of ₹ 10/- each)	1.00	1.00
	<b>1.00</b>	<b>1.00</b>
<b>b Investments carried at fair value through other comprehensive income (*)</b>		
<b>Equity shares - Unquoted</b>		
Investment in Equity shares - Unquoted	23 234.28	21 061.84
	<b>23 234.28</b>	<b>21 061.84</b>
<b>c Investments carried at amortized cost (*)</b>		
Investment in Bonds - Quoted	5 451.97	5 451.14
Investment in Government securities - Quoted	2 040.94	2 040.76
National Saving Certificates	0.01	0.01
	<b>7 492.92</b>	<b>7 491.91</b>
<b>Total Non - Current Investments (A)</b>	<b>30 728.20</b>	<b>28 554.75</b>
<b>8B Current Investments</b>		
<b>a Investments carried at fair value through profit or loss (*)</b>		
Equity shares - Quoted	29 070.35	11 466.95
Mutual Fund - Unquoted	37 623.53	26 218.52
<b>Total Current Investments (B)</b>	<b>66 693.88</b>	<b>37 685.47</b>
<b>Total of (A+B)</b>	<b>97 422.08</b>	<b>66 240.22</b>
Aggregate amount of quoted investments	36 563.26	18 958.85
Aggregate amount of market value of quoted investments	36 563.26	18 958.85
Aggregate amount of unquoted investments	60 858.82	47 281.37
Aggregate amount of impairment in value of investments	-	-

(\*) Refer Note 34 & 35 for financial Instruments and fair value and measurements

### 9 LOANS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
<b>9A Non Current Financial Assets</b>		
<b>Secured, considered good</b>		
Inter - corporate deposits	213.33	7 550.00
	<b>213.33</b>	<b>7 550.00</b>
<b>9B Current Financial Assets</b>		
<b>Secured, considered good</b>		
Inter - corporate deposits	7 556.67	7 128.40
<b>Unsecured, considered good</b>		
Employees	29.58	34.41
	<b>7 586.25</b>	<b>7 162.81</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 10 OTHERS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
a Security deposits (Unsecured, Considered good)	372.13	385.82
b Bank Fixed Deposits having maturity more than 12 Months	2 788.93	6 082.24
	<b>3 161.06</b>	<b>6 468.06</b>
Held as margin money	1 934.27	2 463.25

### 11 OTHER NON-CURRENT ASSETS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
Capital Advance	429.37	396.08
	<b>429.37</b>	<b>396.08</b>

### 12 INVENTORIES

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
a Raw Materials	1 416.75	1 326.55
b Stock-in-trade	1.14	1.18
c Constructed Property	58.07	71.83
d Stores and Spares	378.36	368.26
	<b>1 854.32</b>	<b>1 767.82</b>

### 13 TRADE RECEIVABLES

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Trade Receivables (A)</b>		
Trade Receivables considered good - Secured	402.54	896.67
Trade Receivables considered good - Unsecured	4 332.99	3 076.66
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	0.76
<b>Total</b>	<b>4 735.53</b>	<b>3 974.09</b>
Less: Allowance for bad and doubtful	-	0.76
<b>Total (A)</b>	<b>4 735.53</b>	<b>3 973.33</b>
<b>Unbilled Revenue (B)</b>	3.37	45.07
<b>Total (A+B)</b>	<b>4 738.90</b>	<b>4 018.40</b>

Refer Note 34 for financial Instruments

Refer Note 39 for Related party balances

## Notes to the Financial Statements for the year ended March 31, 2024

### 13.1 Trade Receivable ageing schedule:

As on March 31, 2024:

(₹ in lakhs)

Particulars	Outstanding for following period from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	3.37	1 056.84	3 392.17	281.20	5.32	-	-	4 738.90
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>3.37</b>	<b>1 056.84</b>	<b>3 392.17</b>	<b>281.20</b>	<b>5.32</b>	<b>-</b>	<b>-</b>	<b>4 738.90</b>
Less: Allowance for bad and doubtful								
(vii) Allowance for doubtful - Undisputed Trade receivables	-	-	-	-	-	-	-	-
(viii) Allowance for doubtful - Disputed Trade receivables	-	-	-	-	-	-	-	-
<b>Net Trade Receivables</b>	<b>3.37</b>	<b>1 056.84</b>	<b>3 392.17</b>	<b>281.20</b>	<b>5.32</b>	<b>-</b>	<b>-</b>	<b>4 738.90</b>

As on March 31, 2023:

(₹ in lakhs)

Particulars	Outstanding for following period from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	45.07	811.26	2 917.04	245.03	-	-	-	4 018.40
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	0.76	-	-	0.76
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>45.07</b>	<b>811.26</b>	<b>2 917.04</b>	<b>245.03</b>	<b>0.76</b>	<b>-</b>	<b>-</b>	<b>4 019.16</b>
Less: Allowance for bad and doubtful								
(vii) Allowance for doubtful - Undisputed Trade receivables	-	-	-	-	0.76	-	-	0.76
(viii) Allowance for doubtful - Disputed Trade receivables	-	-	-	-	-	-	-	-
<b>Net Trade Receivables</b>	<b>45.07</b>	<b>811.26</b>	<b>2 917.04</b>	<b>245.03</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4 018.40</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 14 CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>a Balances with Banks</b>		
In current accounts	2 852.82	817.76
In fixed deposits	3 370.43	3 438.29
<b>b Cash on Hand</b>	106.99	101.96
	<b>6 330.24</b>	<b>4 358.01</b>

### 15 BANK BALANCES OTHER THAN ABOVE

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Earmarked Bank Balances - Unpaid Dividends accounts	50.55	56.66
Fixed Deposit Held as Margin Money	106.57	571.82
	<b>157.12</b>	<b>628.48</b>

### 16 OTHER CURRENT ASSETS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
a Advances - For Supply of Goods and Services	1 216.50	1 178.77
b Prepaid Expenses	267.41	235.32
	<b>1 483.91</b>	<b>1 414.09</b>

### 17 EQUITY SHARE CAPITAL

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>a Authorized :</b>		
1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each	1 500.00	1 500.00
<b>b Issued &amp; Subscribed :</b>		
75,69,421 (P.Y. 75,69,421) Equity shares of Rs 10/- each	756.94	756.94
<b>c Paid up :</b>		
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 ₹ 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.



## Notes to the Financial Statements for the year ended March 31, 2024

### 18 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:

Particulars	(₹ in lakhs)	
	March 31, 2024	March 31, 2023
Equity	756.94	756.94
Other Equity	1 25 049.53	1 04 356.66
<b>Total</b>	<b>1 25 806.47</b>	<b>1 05 113.60</b>

The Company does not have any externally imposed capital requirement.

### 19 DIVIDENDS

The Company has paid interim dividend at the rate of ₹ 5/- per equity share for the year ended March 31, 2024 (Previous year at the rate of ₹ 5/- per share)

### 20 TRADE PAYABLES

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Total outstanding dues of micro enterprises and small enterprises -</b>		
Trade payables others	-	-
<b>Total outstanding dues of creditors other than micro enterprises and small enterprises:-</b>		
Trade payables	991.27	1 002.88
<b>Total</b>	<b>991.27</b>	<b>1 002.88</b>

Refer Note 34 for financial Instruments

Refer Note 39 for Related party balances

#### 20.1 Trade Payable ageing schedule:

Particulars	Outstanding for following period from due date of payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	486.91	256.96	247.16	0.22	0.02	-	991.27
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
<b>Total</b>	<b>486.91</b>	<b>256.96</b>	<b>247.16</b>	<b>0.22</b>	<b>0.02</b>	<b>-</b>	<b>991.27</b>

## Notes to the Financial Statements for the year ended March 31, 2024

**As at 31 March 2023:** (₹ in lakhs)

Particulars	Outstanding for following period from due date of payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	197.60	215.53	342.92	0.20	0.09	1.65	757.99
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	244.89	-	244.89
<b>Total</b>	<b>197.60</b>	<b>215.53</b>	<b>342.92</b>	<b>0.20</b>	<b>244.98</b>	<b>1.65</b>	<b>1 002.88</b>

### Disclosure in respect of Micro and Small Enterprises :

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
i The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-
ii The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
iv The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
v The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The above information has been determined in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company.	-	-

## 21 PROVISIONS

### 21A Non Current

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee Benefits - Gratuity	27.61	20.77
	<b>27.61</b>	<b>20.77</b>

### 21B Current

(₹ in lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee Benefits - Gratuity	30.97	32.65
	<b>30.97</b>	<b>32.65</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 22 OTHERS

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
a Unpaid Dividend	50.23	56.34
b Deposits from Agents and Others	1 096.28	1 105.52
c Others	1 497.99	1 653.43
	<b>2 644.50</b>	<b>2 815.29</b>

### 23 OTHER CURRENT LIABILITIES

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
a Advance From Customer	1 245.74	1 350.35
b Statutory Dues	49.44	71.75
c Other Payables	96.79	145.82
	<b>1 391.97</b>	<b>1 567.92</b>

### 24 REVENUE FROM OPERATIONS

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Operating revenues</b>		
i Sale of Publications	7 282.56	7 644.88
ii Revenue from Advertisements	22 226.73	23 378.08
iii Other Income	622.04	683.36
iv Bad Debt Recovery	134.42	159.34
v Provision / Liability No Longer Required	227.00	94.35
	<b>30 492.75</b>	<b>31 960.01</b>
<b>b Other operating revenues</b>		
i Interest from financial asset measured at amortized cost	1 457.36	1 366.24
ii Sale of Trading Goods	0.49	1.17
iii Sale of Constructed Property	68.24	594.30
	<b>1 526.09</b>	<b>1 961.71</b>
<b>Total (a + b)</b>	<b>32 018.84</b>	<b>33 921.72</b>

### 25 OTHER INCOME

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
i Interest from financial asset measured at amortized cost	1 022.93	1 184.50
ii Dividend income from investment measured at FVTPL and FVTOCI	236.22	179.98
iii Profit on Sale of Conversion of Land	9.86	387.73
iv Net gain on investments carried at FVTPL	15 274.99	2 460.16
v Miscellaneous Income	8.37	34.22
	<b>16 552.37</b>	<b>4 246.59</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 26 COST OF MATERIAL CONSUMED

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Newsprint Consumed	11 008.29	12 975.84
	<b>11 008.29</b>	<b>12 975.84</b>

### 27 CHANGES IN INVENTORIES / COST OF GOODS SOLD

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of goods sold - real estate	23.63	665.00
COGS Trading	-	4.31
Changes in inventory	0.58	0.26
	<b>24.21</b>	<b>669.57</b>

### 28 EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a Salaries and wages	3 423.97	3 398.35
b Contribution	94.95	91.55
c Staff Welfare Expenses	28.89	9.16
	<b>3 547.81</b>	<b>3 499.06</b>

#### 28.1 Employee Benefits Note

#### 28.2 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

Particulars	(₹ in lakhs)	
	2023-24	2022-23
Employer's Contribution to Superannuation Fund	10.14	10.14
Employer's Contribution to Employee State Insurance Corporation Fund	5.30	5.15
Employer's Contribution to Pension Fund	42.72	40.95
Employer's Contribution to Provident Fund	36.79	35.31
<b>Total</b>	<b>94.95</b>	<b>91.55</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 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	$15 / 26 \times \text{Salary} \times \text{Duration of Service}$
Salary definition	Basic Salary including Dearness Allowance (if any)
Benefit ceiling	Benefit ceiling of ₹ 20,00,000 was 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

\* Benefit ceiling is applied only for employees other than Managing Director & Chairman & Managing Director

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 then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow 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 then 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 cash flows.

#### 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 28.6 Reconciliation of defined benefit obligations

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Defined benefit obligations as at beginning of the year	411.94	402.10
Current service cost	32.59	32.35
Interest cost	18.45	18.13
Actuarial Loss/(Gain) due to change in financial assumptions	(16.68)	-
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience	(21.47)	(22.26)
Benefits Paid	(14.16)	(18.38)
<b>Defined benefit obligations as at end of the year</b>	<b>410.67</b>	<b>411.94</b>

### 28.7 Reconciliation of Plan Asset

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Plan Asset as at beginning of the year	358.52	367.49
Interest Income	16.18	17.02
Return on plan assets excluding amounts included in interest income	(8.45)	(7.61)
Contribution paid by employer	-	-
Benefits paid	(14.16)	(18.38)
<b>Plan Asset as at end of the year</b>	<b>352.09</b>	<b>358.52</b>

### 28.8 Funded Status

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Present Value of Benefit Obligation at the end of the Period	410.67	411.94
Fair Value of Plan Assets at the end of the Period	352.09	358.52
<b>Funded Status / Deficit</b>	<b>58.58</b>	<b>53.43</b>

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

Particulars	(₹ in lakhs)	
	2023-24	2022-23
Current service cost	32.59	32.35
Net Interest cost	2.27	1.11
<b>Net amount recognized</b>	<b>34.86</b>	<b>33.46</b>

### 28.10 Other Comprehensive income for the period

Particulars	(₹ in lakhs)	
	2023-24	2022-23
<b>Components of actuarial gain/losses on obligations:</b>		
Due to Change in financial assumptions	(16.68)	-
Due to change in demographic assumption	-	-
Due to experience adjustments	(21.47)	(22.26)
Return on plan assets excluding amounts included in interest income	8.45	7.61
<b>Amounts recognized in Other Comprehensive Income</b>	<b>(29.70)</b>	<b>(14.65)</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 28.11 Break up of Plan Assets

Particulars	(₹ in lakhs)	
	31.03.2024	31.03.2023
Policy of Insurance /Bonds of PSU/Equity Share of listed companies	50.00%	50.00%
Others (Including bank balance)	50.00%	50.00%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

### 28.12 Actuarial Assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate	7.20%	6.10%
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
Rate of Return on Plan Assets	7.2% p.a	6.10% p.a

### 28.13 Sensitivity Analysis for Actuarial Assumption

As at 31.03.2024	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase	Decrease	Increase in Assumptions		Decrease in Assumptions	
	%	%	₹ in lakhs	%	₹ in lakhs	%
Discount Rate	0.50%	0.50%	(6.89)	-1.68%	7.30	1.78%
Salary Growth Rate	0.50%	0.50%	7.47	1.82%	(7.10)	-1.73%
Withdrawal rate	10.00%	10.00%	1.26	0.31%	(1.35)	-0.33%

As at 31.03.2023	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase	Decrease	Increase in Assumptions		Decrease in Assumptions	
	%	%	₹ in lakhs	%	₹ in lakhs	%
Discount Rate	0.50%	0.50%	(7.56)	-1.83%	8.03	1.95%
Salary Growth Rate	0.50%	0.50%	8.14	1.98%	(7.72)	-1.87%
Withdrawal rate	10.00%	10.00%	0.84	0.20%	(0.89)	-0.22%

#### 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 28.15 Maturity Profile of the Defined Benefit Obligation

As at March 31, 2024	₹ in lakhs	%
Year 1	230.38	39.90%
Year 2	26.09	4.50%
Year 3	28.07	4.90%
Year 4	25.38	4.40%
Year 5	16.77	2.90%
Year 6 to Year 10	97.72	16.90%
As at March 31, 2023	₹ in lakhs	%
Year 1	218.95	39.30%
Year 2	26.94	4.80%
Year 3	24.29	4.40%
Year 4	26.16	4.70%
Year 5	24.33	4.40%
Year 6 to Year 10	81.29	14.60%

### 29 FINANCE COST

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Interest Expenses on Financial liabilities carried at Amortized Cost</b>		
i To Bank	0.09	-
ii To Other	15.73	14.96
<b>b Interest expense - other</b>	9.85	-
	<b>25.67</b>	<b>14.96</b>

### 30 OTHER EXPENSES

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a Power and fuel	366.76	334.24
b Stores and spares consumed	1 376.90	1 308.55
c Feature, Newsgathering and purashkar expenses	688.30	607.98
d Audit Remuneration*	17.95	13.23
e License fees	1 468.38	396.84
f Distribution Expenses	461.93	451.60
g Taxi Expenses	441.47	436.84
h Selling Expenses	1 852.92	1 736.76
i CSR Expenses	172.79	145.82
j Miscellaneous Expenses	2 392.48	1 789.54
	<b>9 239.88</b>	<b>7 221.40</b>
<b>* Payment to the Auditors</b>		
a For Statutory Audit	12.00	12.00
b For Taxation Matters	5.90	1.00
c For Other Services	0.05	0.23
	<b>17.95</b>	<b>13.23</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 31 EXCEPTIONAL ITEMS

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a Profit on sale of PPE	12.63	195.76
	<b>12.63</b>	<b>195.76</b>

### 32 EARNING PER SHARE:

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a Net Profit after Tax	18 869.19	10 201.94
b Weighted Average Shares (Nos. in Lakhs)	75.69	75.69
c Basic and Diluted Earning per Share (in Rupees)	249.28	134.78

### 33 INCOME TAX EXPENSE

#### 33.1 Income tax expense in the statement of profit and loss comprises of:

Particulars	(₹ in lakhs)	
	2023 - 24	2022 - 23
Current income tax	2 365.00	2 807.33
Adjustments in respect of current tax of earlier years	20.03	(7.34)
<b>Total current income tax</b>	<b>2 385.03</b>	<b>2 799.99</b>
Deferred tax	2 833.60	409.74
<b>Total deferred tax expense / (income)</b>	<b>2 833.60</b>	<b>409.74</b>
<b>Total tax expense</b>	<b>5 218.63</b>	<b>3 209.73</b>

#### 33.2 The details of income tax assets and liabilities and Deferred tax liabilities :

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Income tax assets - Current	19.69	178.53
Deferred tax liabilities	3 600.07	766.47

#### 33.3 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

Particulars	(₹ in lakhs)	
	2023 - 24	2022 - 23
<b>Accounting profit before tax</b>	<b>24 087.82</b>	<b>13 411.67</b>
Normal tax rate	25.17%	25.17%
<b>Tax liability on accounting profit</b>	<b>6 062.42</b>	<b>3 375.45</b>
Exempted Income / Other adjustment	(68.33)	(98.48)
Expenses Disallowed	110.61	71.33
Tax effect of differential tax rates	9.31	(969.68)
Tax Effect on Ind AS impact	(3 749.02)	401.38
Adjustments in respect of current tax of earlier years	20.03	19.99
Deferred tax expense / (income)	2 833.60	409.74
<b>Income tax expenses as per normal tax rate</b>	<b>5 218.63</b>	<b>3 209.73</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 33.4 Details of each type of recognized temporary differences

(₹ in lakhs)

Particulars	Recognized DTA / DTL in balance sheet	
	As at March 31, 2024	As at March 31, 2023
<b>Deferred tax liability</b>		
Property, plant and equipment	533.52	504.91
Investments	3 081.29	275.19
<b>Total Deferred tax liability</b>	<b>3 614.81</b>	<b>780.10</b>
<b>Deferred tax asset</b>		
Employee benefits	14.74	13.44
Provision for Doubtful Debt	-	0.19
<b>Total Deferred tax asset</b>	<b>14.74</b>	<b>13.63</b>
<b>Net Deferred Tax Liability Recognized</b>	<b>3 600.07</b>	<b>766.47</b>

**Note :** The company has not considered deferred tax effect on temporary differences of those assets on which it is probable that such temporary difference will not reverse in foreseeable future.

## 34 FINANCIAL INSTRUMENTS

### Disclosure of Financial Instruments by Category

As at March 31, 2024

(₹ in lakhs)

Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
<b>Financial asset</b>						
Investment in equity instruments	8A - 8B	29 070.35	23 234.28	-	52 304.63	52 304.63
Investment in mutual fund	8B	37 623.53	-	-	37 623.53	37 623.53
Investment in Bonds	8A	-	-	5 451.97	5 451.97	5 451.97
Investment in Government securities	8A	-	-	2 040.94	2 040.94	2 040.94
Investment in NSC	8A	-	-	0.01	0.01	0.01
Loans	9A-9B	-	-	7 799.58	7 799.58	7 799.58
Other Financial Asset	10	-	-	3 161.06	3 161.06	3 161.06
Trade Receivable	13	-	-	4 738.90	4 738.90	4 738.90
Cash and cash equivalent	14	-	-	6 330.24	6 330.24	6 330.24
Bank balance other than above	15	-	-	157.12	157.12	157.12
<b>Total Financial assets</b>		<b>66 693.88</b>	<b>23 234.28</b>	<b>29 679.82</b>	<b>1 19 607.98</b>	<b>1 19 607.98</b>
<b>Financial liability</b>						
Trade Payables	20	-	-	991.27	991.27	991.27
Other financial liabilities	22	-	-	2 644.50	2 644.50	2 644.50
<b>Total Financial Liabilities</b>		-	-	<b>3 635.77</b>	<b>3 635.77</b>	<b>3 635.77</b>

## Notes to the Financial Statements for the year ended March 31, 2024

As at March 31, 2023						(₹ in lakhs)
Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
<b>Financial asset</b>						
Investment in equity instrument	8A - 8B	11 466.95	21 061.84	-	32 528.79	32 528.79
Investment in mutual fund	8B	26 218.52	-	-	26 218.52	26 218.52
Investment in Bonds	8A	-	-	5 451.14	5 451.14	5 451.14
Investment in Government securities	8A	-	-	2 040.76	2 040.76	2 040.76
Investment in NSC	8A	-	-	0.01	0.01	0.01
Loans	9A-9B	-	-	14 712.81	14 712.81	14 712.81
Other Financial Asset	10	-	-	6 468.06	6 468.06	6 468.06
Trade Receivable	13	-	-	4 018.40	4 018.40	4 018.40
Cash and cash equivalent	14	-	-	4 358.01	4 358.01	4 358.01
Bank balance other than above	15	-	-	628.48	628.48	628.48
<b>Total Financial assets</b>		<b>37 685.47</b>	<b>21 061.84</b>	<b>37 677.67</b>	<b>96 424.98</b>	<b>96 424.98</b>
<b>Financial liability</b>						
Trade Payables	20	-	-	1 002.88	1 002.88	1 002.88
Other financial liabilities	22	-	-	2 815.29	2 815.29	2 815.29
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>3 818.17</b>	<b>3 818.17</b>	<b>3 818.17</b>

### 35 FAIR VALUE MEASUREMENT

Fair Value Measurement of Financial asset and Financial liabilities

#### 35.1 Fair value hierarchy

As at March 31, 2024						(₹ in lakhs)
Particulars	Note No.	Level 1	Level 2	Level 3	Total	
<b>As at March 31, 2024</b>						
<b>Financial Assets Measured at FVTPL - Recurring FVM</b>						
Investment in equity instrument	8A - 8B	29 070.35	-	23 234.28	52 304.63	
Investment in mutual fund	8B	-	37 623.53	-	37 623.53	
<b>Financial Assets Measured through Amortized Cost Method</b>						
Investment in Bonds	8A	5 451.97	-	-	5 451.97	
Investment in Government securities	8A	2 040.94	-	-	2 040.94	
<b>Total of Financial Assets</b>		<b>36 563.26</b>	<b>37 623.53</b>	<b>23 234.28</b>	<b>97 421.07</b>	
<b>Non financial assets measured at cost</b>						
Investment properties	6	-	4 888.57	-	4 888.57	
<b>Total of Non Financial Assets</b>		<b>-</b>	<b>4 888.57</b>	<b>-</b>	<b>4 888.57</b>	
<b>As at March 31, 2023</b>						
<b>Financial Assets Measured at FV - Recurring FVM</b>						
Investment in equity instrument	8A - 8B	11 466.95	-	21 061.84	32 528.79	
Investment in mutual fund	8B	-	26 218.52	-	26 218.52	
<b>Financial Assets Measured through Amortized Cost Method</b>						
Investment in Bonds	8A	5 451.14	-	-	5 451.14	
Investment in Government securities	8A	2 040.76	-	-	2 040.76	
<b>Total of Financial Assets</b>		<b>18 958.85</b>	<b>26 218.52</b>	<b>21 061.84</b>	<b>66 239.21</b>	
<b>Non financial assets measured at cost</b>						
Investment properties	6	-	4 738.57	-	4 738.57	
<b>Total of Non Financial Assets</b>		<b>-</b>	<b>4 738.57</b>	<b>-</b>	<b>4 738.57</b>	

## Notes to the Financial Statements for the year ended March 31, 2024

**35.2** The Fair value of current financial assets and current trade payables measured at amortized 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.

**35.3** The carrying amount of non - current financial assets and non - current financial liabilities measured at amortized 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.

**35.4** There are no transfer between level 1, level 2 and level 3 during the year.

### 35.5 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.

**35.6** The fair value of investment in equity shares of Applewoods Estate private Limited is based on cost approach. Fair value of net assets used as unobservable input to determine the fair value. 1% change in the unobservable input used in fair valuation has insignificant impact.

#### Reconciliation of level 3 fair value measurement is as follows:

(₹ in lakhs)

Particulars	March 31, 2024
Balance at the beginning of the year	21 061.40
Addition during the year	-
Fair value gain included in OCI	2 172.45
Balance at the end of the year	23 233.85

## 36 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.

### A Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk, 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, 2024 no material outstanding amount is payable for purchase of imported material.

#### ii Other Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Group is exposed to price risk mainly because of investments in mutual funds classified as fair value through profit and loss. The company measures risk through sensitivity analysis. The Company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

## Notes to the Financial Statements for the year ended March 31, 2024

The Company's exposure to price risk due to investments in mutual fund is as follows:

Particulars	(₹ in lakhs)	
	March 31, 2024	March 31, 2023
Investments in Mutual Funds	37 623.53	26 218.52
Investment in Equity Instruments	29 070.35	11 466.95
Investment in equity instruments carried at FVTOCI	23 234.28	21 061.84

### Sensitivity Analysis

#### Investments in Mutual Funds

Particulars	(₹ in lakhs)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	140.77	98.10
NAV decreases by 0.5%	(140.77)	(98.10)

#### Investment in Equity Instruments

Particulars	(₹ in lakhs)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	108.77	42.90
NAV decreases by 0.5%	(108.77)	(42.90)

#### Investment in equity instruments carried at FVTOCI

Particulars	(₹ in lakhs)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	86.93	78.80
NAV decreases by 0.5%	(86.93)	(78.80)

### B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The 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:

As at March 31, 2024	(₹ in lakhs)	
	Carrying Amount	upto 1 year
<b>Non Derivative Financial Liability</b>		
Trade Payables	991.27	991.27
Other financial liabilities	2 644.50	2 644.50
As at March 31, 2023	(₹ in lakhs)	
	Carrying Amount	upto 1 year
<b>Non Derivative Financial Liability</b>		
Trade Payables	1 002.88	1 002.88
Other financial liabilities	2 815.29	2 815.29

## Notes to the Financial Statements for the year ended March 31, 2024

### 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 company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from investment in mutual funds, cash and cash equivalent and other balances with bank is limited as the counterparties are banks and recognised financial institution with high credit ratings.

The maximum exposure to the credit risk at the reporting date from trade receivables amounting to ₹4738.9 lakhs as on March 31, 2024 and ₹ 4018.4 lakhs as on March 31, 2023.

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

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Contingent Liabilities</b>		
i Claims against the company not acknowledged as debt	1 500.00	1 500.00
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 except in one case wherein Civil Court passed order to pay the compensation amount of ₹ 1500 lakhs. Against this Order, the Company has filed petition before the Hon'ble Gujarat High Court. The matter is now pending before the High Court. 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 Matter	33.67	33.67
iii Disputed VAT Matter	34.00	34.00
<b>b Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for.	3 564.75	3 564.75

### 38 DETAILS OF LOAN GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

Loans given and investments made are shown under the respective heads.

Loans have been utilised by the recipient for their business purpose.

There are no corporate guarantees given by the company in respect of loans as at March 31, 2024.

## Notes to the Financial Statements for the year ended March 31, 2024

### 39 RELATED PARTIES DISCLOSURE: (\*)

#### 39.1 Related party :

##### (a) Name of Key Management Personnel :

1	Falgunbhai C. Patel	Chairman & Managing Director
2	Parthiv F. Patel	Managing Director
3	Pannaben F. Patel	Director
4	Sanjay kumar Tandon	Whole Time Director & CFO
5	Dr. Gauri Surendra Trivedi	Independent Director
6	Mukesh Patel	Independent Director
7	Sudhir Nanavati	Independent Director
8	Sandeep Singhi	Independent Director
9	Dhaval Pandya	Company Secretary (Till May 26, 2023)
10	Vinaykumar Mishra	Company Secretary (From May 27, 2023 To August 19, 2023)
11	Hardik Patel	Company Secretary (From November 8, 2023)

##### (b) Wholly owned Subsidiary :

1	Sandesh Digital Private Limited
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##### (c) Enterprise over which Key Managerial Personnel having control or significant influence:

1	Saintfoin Enterprise LLP
2	Scabious Enterprise LLP
3	Satyesh Prochem LLP
4	Falgunbhai C. Patel (HUF)
5	Applewoods Estate Private Limited
6	Acquest Estate Private Limited
7	Satyesh Brinechem Private Limited
8	Lilavatiben Chimanbhai Patel Charitable Trust
9	Dhanali Enterprise Private Limited
10	FSR Infracon LLP
11	Lakshmi Vishnu Trust
12	Excel Investments Association

##### (d) Post - employment benefit plan entities

Sandesh Superannuation Fund

##### (e) Relatives of Key Managerial Personnel:

Rita Patel

(\*) The disclosure contains the name of only those related parties with whom transactions are entered during the year.

## Notes to the Financial Statements for the year ended March 31, 2024

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

(₹ in lakhs)					
Sr. No.	Name of the related party	Relationship	Nature of Transaction & Balances	For the year ended March 31, 2024	For the year ended March 31, 2023
1.	Falgunbhai C. Patel	Chairman & Managing Director	Repayment of Loan	-	5.00
			<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	456.74	541.74
			Post Employment Benefit	23.26	23.26
			Dividend Paid	17.04	17.04
			<b>Balance at the year end</b>		
2.	Parthiv F. Patel	Managing Director	Remuneration Payable	383.90	468.90
			Repayment of Loan	-	5.00
			<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	475.16	560.15
			Post Employment Benefit	4.84	4.85
			Dividend Paid	49.77	49.77
3.	Pannaben F. Patel	Director	<b>Balance at the year end</b>		
			Remuneration Payable	419.76	504.75
4.	Sanjay kumar Tandon	Whole Time Director & CFO	Dividend Paid	12.28	12.28
5.	Dhaval Pandya Till May 26, 2023	Company Secretary	<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	3.32	19.87
			Post Employment Benefit	-	0.33
			<b>Balance at the year end</b>		
			Remuneration Payable	-	1.66
			<b>Short Term Employee Benefit</b>		
6.	Vinaykumar Mishra From May 27, 2023 To August 19, 2023	Company Secretary	Remuneration Expenses	2.80	-
			Post Employment Benefit	0.05	-
			<b>Balance at the year end</b>		
			Remuneration Payable	-	-
			<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	2.51	-
7.	Hardik Patel From November 8, 2023	Company Secretary	Post Employment Benefit	0.19	-
			<b>Balance at the year end</b>		
			Remuneration Payable	0.52	-
			<b>Short Term Employee Benefit</b>		
			License fees income	21.10	17.30
			<b>Balance at the year end</b>		
8.	Sandesh Digital Private Limited	Wholly Owned Subsidiary	License Fees receivable	3.06	1.22
			Investment in Share	1.00	1.00
			<b>Balance at the year end</b>		
9.	Saintfoin Enterprise LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	14.94	14.94
			Rent income	0.60	-
10.	Scabious Enterprise LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	21.04	21.04
			Rent income	0.60	-

## Notes to the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Sr. No.	Name of the related party	Relationship	Nature of Transaction & Balances	For the year ended March 31, 2024	For the year ended March 31, 2023
11.	Satyesh Prochem LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	158.30	158.30
			Rent income	0.60	-
12.	Dhanali Enterprise Private Limited	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
13.	FSR Infracon LLP	Enterprise over which Key Managerial Personnel having control	Rent income	0.35	-
14.	Lakshmi Vishnu Trust	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
15.	Excel Investments Association	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
16.	Falgunbhai C. Patel (HUF)	Enterprise over which Key Managerial Personnel having control	Dividend Paid	9.27	9.27
17.	Applewoods Estate Private Limited	Enterprise over which Key Managerial Personnel having control	Advertisement Revenue	5.40	4.51
			Repayment of Deposit	-	8.69
			Dividend Received	41.37	41.37
			<b>Balance at the year end</b>		
			Investment in Shares	23 233.85	21 061.40
			Deposit	10.26	10.26
18.	Acquest Estate Private Limited	Enterprise over which Key Managerial Personnel having significant influence	Maintenance Expense	6.29	5.93
			<b>Balance at the year end</b>		
			Maintenance Deposit	127.79	127.79
19.	Sandesh Superannuation Fund	Post - employment benefit plan entities	Contribution to Fund	10.14	10.14
20.	Rita Patel	Relatives of Key Managerial Personnel	Dividend Paid	0.52	0.52
21.	Satyesh Brinechem Private Limited	Enterprise over which Key Managerial Personnel having control	Advertisement Revenue	0.31	5.40
			Rent income	6.00	-
22.	Lilavatiben Chimanbhai Patel Charitable Trust	Enterprise over which Key Managerial Personnel having control	Contribution for CSR Expenditure	221.82	143.78
23.	Dr. Gauri Surendra Trivedi	Independent Director	Director Sitting Fees	1.65	1.40
24.	Mukesh Patel	Independent Director	Director Sitting Fees	2.55	1.40
25.	Sudhir Nanavati	Independent Director	Director Sitting Fees	1.95	1.05
26.	Sandeep Singhi	Independent Director	Director Sitting Fees	1.95	1.40

## Notes to the Financial Statements for the year ended March 31, 2024

### 39.3 Disclosure requirement as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	2023-24	2022-23
<b>Loan given to wholly owned subsidiary</b>		
Outstanding Balance at the year end	-	-
Maximum amount Outstanding during the year	-	-

### 40 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act. CSR expenditure is contain the following:

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Gross amount required to be spent by the company during the year.	172.79	145.82
2 Amount approved by the Board to be spent during the year	172.79	145.82
3 Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	221.82	143.78
(ii) On purposes other than (i) above		
4 The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year *	96.79	145.82
5 The total of previous years' shortfall amounts	-	-
6 The reason for above shortfalls (if any)	Pertains to ongoing project of Old Age Home	Pertains to ongoing project of Old Age Home
7 Details of related party transactions in relation to CSR expenditure - contribution to trust controlled by KMP in relation to CSR expenditure as per relevant accounting standard	221.82	143.78
8 Nature of CSR activities undertaken by the Company	Pertains to ongoing project of Old Age Home	Pertains to ongoing project of Old Age Home
<b>9 Provision for CSR Expenses:</b>		
Opening Balance	145.82	143.55
Add: Provision created during the period	96.79	145.82
Less: Provision utilised during the period	(145.82)	(143.55)
<b>Closing Balance</b>	<b>96.79</b>	<b>145.82</b>
<b>Details of expenditure incurred for CSR activities :</b>		
Ongoing project of Old Age Home	221.82	143.78
<b>Total</b>	<b>221.82</b>	<b>143.78</b>

\*The unspent amount relates to the ongoing project and the same has been transferred to a special account opened by the company in that behalf for the financial year in scheduled bank called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy as per the requirements under section 135 of Companies Act, 2013 read with relevant rules and regulations.

## Notes to the Financial Statements for the year ended March 31, 2024

### 41 RATIOS ANALYSIS

Sr. No.	Particulars	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance %	Reason for variance
1	Current Ratio (times)	Current Assets	Current Liabilities	17.57	10.56	66.37%	Ratio is improved due to increase in current Investment , bank balance and fixed deposits in current year compared to previous financial year.
2	Debt-Equity Ratio (times)	Debt consists of borrowings	Shareholder's Equity	-	-	-	
3	Debt Service Coverage Ratio (times)	Earning available for Debt service	Debt Service	-	-	-	
4	Net profit ratio (%)	Net Profit after tax	Revenue from operations	58.93%	30.07%	95.95%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
5	Return on Equity Ratio (%)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	16.34%	10.22%	59.98%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
6	Return on Capital employed (%)	Profit before tax + Interest on borrowings	Avg. Capital Employed=Tangible Net Worth + Total Debt + Deferred Tax Liability	20.73%	13.25%	56.52%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
7	Return on investment (%)	Income generated from investments	Average investment	21.61%	4.25%	408.81%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
8	Trade Receivables turnover ratio (times)	Net Credit Sales	Average Trade Receivable	7.31	8.27	-11.55%	
9	Trade payables turnover ratio (times)	Net Credit Purchases	Average Trade Payables	13.40	14.56	-7.96%	
10	Inventory turnover ratio (times)	Cost of Goods sold or sales	Average Inventory	16.33	10.50	55.56%	Ratio is improved due to decrease in average inventory during the current year compared to the previous financial year.
11	Net capital turnover ratio (times)	Revenue from operations	Working Capital	0.38	0.65	-41.66%	Ratio is declined due to increase in current Investment , bank balance and fixed deposits in current year compared to previous financial year.

## Notes to the Financial Statements for the year ended March 31, 2024

**42** In accordance with Ind AS 108, Operating Segments, the company has disclosed the segment information in the consolidated financial statements.

### **43 ADDITIONAL REGULATORY INFORMATION DISCLOSURES**

#### **43.1 Loans and advances granted to specified person:**

The Company has not given any loans and advances in nature of loan to promoters, directors, KMPs and related parties.

#### **43.2 Relationship with struck off companies:**

The Company does not have any transaction and balance outstanding with struck off companies.

#### **43.3 Willful Defaulter**

The Company is not declared as willful defaulter by any bank or financial institution or other lender.

#### **43.4 Utilisation of borrowed funds**

The Company has not taken any borrowings from Banks / Financial Institutions during the period.

#### **43.5 Registration of charges or satisfaction with Registrar of Companies (ROC)**

During the year, no charge and satisfaction are required to be registered with ROC in respect of borrowings / facilities. At the year end, no charge or satisfaction is to be registered with ROC beyond statutory period.

#### **43.6 Details of Benami Property held**

The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence no proceedings initiated or pending against the company under the said Act and Rules.

#### **43.7 Utilisation of borrowed funds, share premium and other funds**

The Company has not given any advance or loan or invested funds from borrowed funds or share premium or any other sources with the understanding that intermediary would directly or indirectly lend or invest in other person or equity identified in any manner whatsoever by or on behalf of the company as ultimate beneficiaries or provide any guarantee or security or the like to on behalf of ultimate beneficiaries.

The Company has not received any fund from any person or entity with the understanding that the Company would directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiary) or provided any guarantee or security or the like on behalf of the ultimate beneficiary.

#### **43.8 Compliance with number of layers of companies**

In respect of Investment in subsidiary, the company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.

### **44 ADDITIONAL DISCLOSURES**

#### **44.1 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

#### **44.2 Undisclosed Income**

There is no transaction, which has not been recorded in books of accounts, that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961.

**45** Figures for the previous periods have been regrouped / re-arranged, wherever considered necessary.

### **Material Accounting Policies and Notes to Standalone Financial Statements.**

As per our report of even date attached.

#### **For, Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### **Krishnakant Solanki**

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### **Falgunbhai C. Patel**

(DIN: 00050174)

Chairman & Managing Director

#### **Sanjay Kumar Tandon**

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### **Parthiv F. Patel**

(DIN: 00050211)

Managing Director

#### **Hardik Patel**

Company Secretary

# INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

To  
The Members of  
**The Sandesh Limited**

## **Report on the Audit of the Consolidated Financial Statements Opinion**

We have audited the accompanying Consolidated Financial Statements of **The Sandesh Limited** ("the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2024, of the consolidated profit and total comprehensive income,

consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## **Basis for Opinion**

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

## **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Accuracy of recognition, measurement, presentation and disclosures of advertisement revenue.</b></p> <p>Revenue from advertisement is considered as key audit matter as there is a risk of accuracy of recognition and measurement in the consolidated financial statements considering following aspects:</p> <ul style="list-style-type: none"> <li>- Advertisement revenue from print media                             <ul style="list-style-type: none"> <li>• Pricing terms of the advertisement revenue in the newspaper are complex and prices, generally, are changed on a periodic basis.</li> <li>• Number of parties involved, and number of transactions are huge.</li> </ul> </li> <li>- Advertisement revenue from other platforms                             <ul style="list-style-type: none"> <li>• Pricing terms are non-standardized and are different on customer-to-customer basis.</li> </ul> </li> </ul>	<p><b>Principal audit procedure:</b></p> <ul style="list-style-type: none"> <li>- Our approach was a combination of test of internal controls, analytical and substantive procedures which included the following:                             <ul style="list-style-type: none"> <li>• Evaluated the design of internal control.</li> <li>• For evaluation of operative effectiveness of internal control, tested the advertisement considering the accuracy of pricing, invoice amount and tax thereon, place, edition and customer.</li> <li>• Tested the relevant information technology system in respect of recording and measurement of advertisement revenue.</li> <li>• In case of advertisement in newspaper and on hoardings, tested the location, date and content of actual advertisement published in the newspaper and site respectively.</li> <li>• Verification of invoices on sample basis.</li> <li>• Performed analytical procedures to verify the discount given on advertisement.</li> </ul> </li> <li>- Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the consolidated financial statements in terms of Ind AS 115.</li> </ul>
2	<p><b>Valuation of Investments (other than investment measured at amortized cost) in equity shares of companies and units of mutual funds and recognition of unrealized gain on fair valuation of such investments.</b></p> <p>The Holding Company has investments of Rs. 89,928.16 lakhs (other than investments measured at amortized cost) which constitute 66.66% of total assets as at March 31, 2024 and measured at fair value.</p> <p>As value of investments is substantial unrealized gain on such investments have significant impact on profitability of the group during the year, these are considered as key audit matters.</p>	<p><b>Principal audit procedure:</b></p> <p>Our approach was a combination of test of internal controls, and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>- Evaluated the design of control.</li> <li>- For evaluation of operative effectiveness of internal control:                             <ul style="list-style-type: none"> <li>• Verified contract note on purchase and sales of equity shares and units of mutual fund.</li> <li>• Re-compute realized gain on derecognition of such investments and unrealized gain on fair valuation of such investments held as at year-end.</li> <li>• Verified the holding statements of such investments as at year-end.</li> <li>• For investment in equity shares of private limited company, evaluated the independent valuer's report considering how the valuation is done, and significant judgement made in his report.</li> </ul> </li> </ul>

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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

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

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

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

When we read the Final Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

### **Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of the preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary which is incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### Other Matter

- We did not audit the financial statement of subsidiary whose financial statements reflect total assets of Rs. 411.19 Lakhs as at March 31, 2024, total revenues of Rs. 237.65 Lakhs, total net loss after tax of Rs. 10.62 Lakhs, total comprehensive income of (Rs. 10.41 Lakhs) and net cash outflow is Rs. 1.03 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements, in respect of subsidiary, whose financial statements have not been audited by us. These financial statements have been audited by other auditor whose report has been furnished to us

by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

- Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.
- The Consolidated Financial Statements of the Company for the year ended March 31, 2023, were audited by predecessor auditor whose report dated May 26, 2023 expressed an unmodified opinion on those Consolidated Financial Statements.

#### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit 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, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of Holding Company as on March 31, 2024 taken on board by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary incorporated in India, none of directors of the Group's companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “**Annexure – A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements – Refer Note 37 to the Consolidated Financial Statements.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Group.

iv. (a) The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of report of other auditor on separate financial statements of subsidiary incorporated in India, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

the Holding Company and its subsidiary (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of report of other auditor on separate financial statements of subsidiary incorporated in India, no funds (which are material either individually or in the aggregate) have been received by the Holding Company and its subsidiary from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by other auditor of the subsidiary which is incorporated in India, whose financial statements are audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The interim dividend declared and paid by the Holding company during the year is in accordance with Section 123 of the Act, as applicable.

vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary which is company incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiary have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of

the above referred subsidiary did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by other auditor of subsidiary included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in this CARO report.

Place: Ahmedabad

Date: May 29, 2024

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

**Krishnakant Solanki**  
Partner  
Membership No. 110299  
UDIN: 24110299BKCUF3443

## ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

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

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

In conjunction with our audit of the Financial Statements of the Holding Company as of for the year ended March 31, 2024, we have audited the internal financial controls with reference to the Financial Statements of **The Sandesh Limited** ("the Holding Company") and its subsidiary which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the companies included in the Group, 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 respective 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 respective 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 Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to Financial Statements 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 the 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 with reference to the Financial Statements 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 with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, 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 Holding Company's internal financial controls system with reference to the Financial Statements.

### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to the Financial Statements 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 with reference to the Financial Statements 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 with reference to the Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to the Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Financial Statements 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 has, in all material respects, an adequate internal financial controls system with reference to the Financial Statements and such internal financial controls with reference to the Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding 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 ICAI.

Place: Ahmedabad  
Date: May 29, 2024

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

**Krishnakant Solanki**  
Partner  
Membership No. 110299  
UDIN: 24110299BKCUTF3443

## Consolidated Balance Sheet as at March 31, 2024

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>A ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	5.1	6 055.10	6 341.43
(b) Capital work-in-progress	5.2	104.19	-
(c) Investment property	6	4 888.57	4 738.57
(d) Intangible assets	7	65.74	77.72
(e) Financial assets			
(i) Investments	8A	30 727.20	28 553.75
(ii) Loans	9A	213.33	7 550.00
(iii) Others	10A	3 161.06	6 468.06
(f) Other non-current assets	11	429.37	396.08
<b>Total non-current assets</b>		<b>45 644.56</b>	<b>54 125.61</b>
<b>(2) Current assets</b>			
(a) Inventories	12	1 854.32	1 767.82
(b) Financial assets			
(i) Investments	8B	66 990.65	38 026.82
(ii) Trade receivables	13	4 809.74	4 042.21
(iii) Cash and cash equivalents	14	6 343.14	4 371.94
(iv) Bank balances other than (iii)above	15	157.12	628.48
(v) Loans	9B	7 589.02	7 168.56
(vi) Others	10B	0.10	0.10
(c) Current tax asset (net)	33	22.59	181.26
(d) Other current assets	16	1 487.24	1 416.00
<b>Total current assets</b>		<b>89 253.92</b>	<b>57 603.19</b>
<b>Total assets</b>		<b>1 34 898.48</b>	<b>1 11 728.80</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
(a) Equity share capital	17	756.94	756.94
(b) Other equity	18	1 25 427.20	1 04 744.74
<b>Total equity</b>		<b>1 26 184.14</b>	<b>1 05 501.68</b>
<b>II LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Provisions	21A	29.51	22.57
(b) Deferred tax liabilities (net)	33	3 608.10	773.14
<b>Total non-current liabilities</b>		<b>3 637.61</b>	<b>795.71</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	20		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		992.33	1 005.68
(ii) Others	22	2 657.36	2 827.58
(b) Other current liabilities	23	1 396.03	1 565.31
(c) Provisions	21B	31.01	32.84
<b>Total current liabilities</b>		<b>5 076.73</b>	<b>5 431.41</b>
<b>Total equity and liabilities</b>		<b>1 34 898.48</b>	<b>1 11 728.80</b>

### Material Accounting Policies and Notes to Consolidated Financial Statements.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Statement of Consolidated Profit and Loss for the year ended March 31, 2024

(₹ in lakhs, except per share data)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>I</b> Revenue from operations	24	32 208.83	34 075.94
<b>II</b> Other income	25	16 577.96	4 266.92
<b>III Total revenue (I + II)</b>		<b>48 786.79</b>	<b>38 342.86</b>
<b>IV Expenses ::</b>			
a Cost of material consumed	26	11 008.29	12 975.84
b Changes in inventories / Cost of goods sold	27	24.21	669.57
c Employee benefits expense	28	3 699.99	3 650.05
d Finance cost	29	25.67	14.96
e Depreciation and amortization expenses	5	662.75	587.70
f Other expenses	30	9 300.02	7 286.61
<b>Total expenses (IV)</b>		<b>24 720.93</b>	<b>25 184.73</b>
<b>V Profit before exceptional item and tax (III - IV)</b>		<b>24 065.86</b>	<b>13 158.13</b>
<b>VI</b> Exceptional items	31	12.63	195.76
<b>VII Profit before tax (V + VI)</b>		<b>24 078.49</b>	<b>13 353.89</b>
<b>VIII Tax Expenses ::</b>			
a Current tax	33	2 384.96	2 800.40
b Deferred tax	33	2 834.96	412.15
<b>Total tax expense</b>		<b>5 219.92</b>	<b>3 212.55</b>
<b>IX Profit for the Year (VII - VIII)</b>		<b>18 858.57</b>	<b>10 141.34</b>
<b>Other comprehensive income</b>			
a (i) Items that will not be reclassified to profit or loss			
a) Remeasurement of defined benefit obligations	28	29.91	14.73
b) Equity Instrument through Other Comprehensive Income		2 172.45	649.24
(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		-	-
<b>X Total Other Comprehensive Income</b>		<b>2 202.36</b>	<b>663.97</b>
<b>XI Total Comprehensive Income (IX + X) (Comprising Profit and Other Comprehensive Income for the Period)</b>		<b>21 060.93</b>	<b>10 805.31</b>
<b>XII Net profit attributable to</b>			
a) Owners of the company		18 858.57	10 141.34
b) Non Controlling Interest		-	-
<b>XIII Other Comprehensive income attributable to</b>			
a) Owners of the company		2 202.36	663.97
b) Non Controlling Interest		-	-
<b>XIV Total Comprehensive income attributable to</b>			
a) Owners of the company		21 060.93	10 805.31
b) Non Controlling Interest		-	-
<b>XV</b> Paid up Equity Share Capital (Face value of ₹ 10/- each)		756.94	756.94
<b>XVI</b> Reserves excluding Revaluation Reserves as at Balance sheet date		1 25 049.53	1 04 356.66
<b>XVII Earnings per Equity Share:</b>	32		
Basic- ₹ Per Share		249.14	133.98
Diluted - ₹ Per Share		249.14	133.98

### Material Accounting Policies and Notes to Standalone Financial Statements.

As per our report of even date attached.

For and on behalf of the Board,

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman &amp; Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director &amp; CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Consolidated Statement of Cash Flow for the year ended March 31, 2024

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	24 078.49	13 353.89
<b>Adjustments for</b>		
Depreciation and amortization	662.75	587.70
(Profit) on sale of property plant and equipment	( 12.63)	( 195.76)
Interest income	( 1 022.66)	( 1 184.06)
Dividend income	( 236.22)	( 179.98)
Changes in fair value of financial assets at fair value through profit or loss	( 15 299.68)	( 2 476.94)
Finance Cost	25.67	14.96
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>8 195.72</b>	<b>9 919.81</b>
<b>Adjustments for</b>		
Trade and other receivables	( 296.17)	( 427.85)
Inventories	( 86.50)	1 623.22
Payables, other financial liabilities and provision	( 317.64)	( 523.58)
Loans, other financial assets and other assets	10 118.68	336.53
<b>CASH GENERATED FROM OPERATIONS</b>	<b>17 614.09</b>	<b>10 928.13</b>
Direct Taxes Paid	( 2 226.27)	( 2 557.48)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>15 387.82</b>	<b>8 370.65</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment including work in progress	( 473.39)	( 284.30)
Sale of property, plant and equipment	17.39	238.08
Investments (net)	( 13 815.36)	( 11 876.42)
Interest income	1 022.66	1 184.06
Dividend income	236.22	179.98
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>( 13 012.48)</b>	<b>( 10 558.60)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Cost	( 25.67)	( 14.96)
Dividend paid (including Dividend Distribution Tax)	( 378.47)	( 378.47)
Repayment of Borrowings	-	( 10.00)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES</b>	<b>( 404.14)</b>	<b>( 403.43)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>1 971.20</b>	<b>( 2 591.38)</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>4 371.94</b>	<b>6 963.32</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>6 343.14</b>	<b>4 371.94</b>

### Material Accounting Policies and Notes to Consolidated Financial Statements.

As per our report of even date attached.

For and on behalf of the Board,

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Consolidated Statement of Changes in Equity for the year ended March 31, 2024

### A Equity Share Capital

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the reporting period	756.94	756.94
Changes during the year	-	-
<b>Balance at the reporting period</b>	<b>756.94</b>	<b>756.94</b>

### B Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus				Other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Equity Instrument through Other Comprehensive Income	
<b>Balance as at April 01, 2023</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>53 477.83</b>	<b>365.05</b>	<b>1 04 744.74</b>
<b>Profit for the year</b>	-	-	-	18 858.57	-	18 858.57
<b>Items of the OCI for the year, net of tax</b>						
Remeasurement benefit of defined benefit plans	-	-	-	29.91	-	29.91
Fair Value Gain on investment in equity instrument through OCI	-	-	-	-	2 172.45	2 172.45
Dividends	-	-	-	( 378.47)	-	( 378.47)
<b>Balance as at March 31, 2024</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>71 987.84</b>	<b>2 537.50</b>	<b>1 25 427.20</b>
<b>Balance as at April 01, 2022</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>43 700.23</b>	<b>(284.19)</b>	<b>94 317.90</b>
<b>Profit for the year</b>	-	-	-	10 141.34	-	10 141.34
<b>Items of the OCI for the year, net of tax</b>						
Remeasurement benefit of defined benefit plans	-	-	-	14.73	-	14.73
Fair Value Gain on investment in equity instrument through OCI	-	-	-	-	649.24	649.24
Dividends	-	-	-	( 378.47)	-	( 378.47)
<b>Balance as at March 31, 2023</b>	<b>0.44</b>	<b>1 316.63</b>	<b>49 584.79</b>	<b>53 477.83</b>	<b>365.05</b>	<b>1 04 744.74</b>

## Consolidated Statement of Changes in Equity for the year ended March 31, 2024

### Nature and purpose of reserves

#### a Capital reserve

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

#### b Securities premium

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

#### c General reserve

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

#### d Equity Instrument through Other Comprehensive Income

The Company has elected to recognise changes in the fair value of investments in equity shares of the company, wherein KMP having control, in other comprehensive income. These changes are accumulated within the Equity Instrument Through Other Comprehensive reserve within the equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

### Material Accounting Policies and Notes to Consolidated Financial Statements.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

## Notes to the Financial Statements for the year ended March 31, 2024

### 1 Group overview

The Consolidated financial statements (herein after referred to as “financial statements”) comprise financial statements of The Sandesh Limited (the Parent) and its subsidiary (collectively referred as Group) for the year ended March 31, 2024.

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

The Parent Company belongs to the Regional Print Media Industry and is a publisher of “SANDESH” a premier Gujarati daily newspaper in Gujarat Region, to carry on the business of editing, printing and publishing newspapers and periodicals, and also belongs to the Gujarati news channel “Sandesh Telecast”, “OOH”.

The financial statements are approved for issue by the Company’s Board of Directors on May 29, 2024.

### 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 plan assets

#### 2.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

#### 2.4 Current and non-current classification of assets and liabilities:

The Consolidated Assets and Liabilities and the Consolidated Statement of Profit and Loss, including notes, are prepared and presented as per the requirements of Schedule III (Division II) to the Companies Act, 2013. All assets and liabilities have been classified and disclosed as current

and non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III. Based on the nature of products and the time between the acquisition of assets for processing and their realization into cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current-on current classification of asset and liabilities.

### 2.5 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:

- 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 Material accounting policies

#### 3.1 Revenue Recognition

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

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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 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.

### 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.

### b Display of advertisement on web-pages

The subsidiary earns revenue from display of advertisement on web-pages of Sandesh Properties and sites.

The rendering of advertisement services based on user view impressions or click on display of advertisement on web-pages of Sandesh properties and sites and hence performance obligation satisfies at a point in time.

The advertisement fee is charged as per the agreed terms of contract with customers.

### 3.1.2 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 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.

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, other than plant and machinery, is provided on written down value method and depreciation on plant and machinery is provided on Straight line method (SLM) basis as per the useful life prescribed under Schedule II to the Companies Act, 2013.

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

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

### 3.3 Intangible assets

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

## Notes to the Financial Statements for the year ended March 31, 2024

### 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.

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 infinite. 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 amortized on a pro-rata basis from the date on which such assets are ready to use.

Intangible assets with an infinite useful life are not amortized. 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.

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.

Trade receivable that do not contain significant financing component are measured at transaction price.

## Notes to the Financial Statements for the year ended March 31, 2024

Regular 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 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.

##### 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 value 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 subsidiary

Investments in subsidiary is 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:

## Notes to the Financial Statements for the year ended March 31, 2024

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

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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 3.8.2 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 group 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 Lease

#### Company as lessee

The Group's lease asset classes primarily consist of leases for Office building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease

incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Advance lease payment made for the entire life of the lease is amortized over a lease period.

#### Company as lessor

##### Operating lease

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the term of the relevant lease. In case of modification of contractual terms, the same is accounted as a new lease, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

### 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.

As per Group's policy, no leave is expected to be carried forward.

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

## Notes to the Financial Statements for the year ended March 31, 2024

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 on 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 on occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. The Group does not recognize a contingent asset but discloses its existence in the financial statements.

### 3.14 Foreign Currency

#### a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional

currency and the foreign currency at the date of the transaction.

#### b Conversion

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

#### c Exchange difference

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

### 3.15 Cash and cash equivalent

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

### 3.16 Earnings per share

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

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

### 3.17 Inventories

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

### 3.18 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.

#### 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

## Notes to the Financial Statements for the year ended March 31, 2024

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.

### 3.19 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.

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

### 3.21 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.

### 3.22 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:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1st, 2024.

## Notes to the Financial Statements for the year ended March 31, 2024

### 5 Property, Plant and Equipment

#### 5.1 Property, Plant and Equipment consist of :

Particulars	Land		Buildings		Plant & Equipment	Electric Fittings	Furniture & Fixtures	Office Equipment	Vehicles	Total
	Freehold	Leasehold	Freehold	Leasehold						
<b>a Gross Block</b>										
Balance as at April 01, 2022	1 200.47	1 851.24	26.68	5 516.05	57.24	132.88	114.22	395.33	9 294.11	
Additions	52.34	727.68	-	258.64	-	44.74	54.21	-	1 137.61	
Deductions	-	25.08	-	514.24	-	1.31	3.65	8.55	552.83	
Balance as at March 31, 2023	1 252.81	2 553.84	26.68	5 260.45	57.24	176.31	164.78	386.78	9 878.89	
Additions	-	47.73	-	131.14	1.79	90.87	81.17	13.80	366.50	
Deductions	-	3.09	-	9.19	-	27.83	3.75	1.37	45.23	
Balance as at March 31, 2024	1 252.81	2 598.48	26.68	5 382.40	59.03	239.35	242.20	399.21	10 200.16	
<b>b Accumulated Depreciation</b>										
Balance as at April 01, 2022	-	492.44	6.15	2 431.84	42.87	108.07	90.78	304.62	3 476.77	
Additions	-	67.90	1.00	456.92	0.76	6.62	12.39	25.61	571.20	
Deductions	-	13.84	-	483.79	-	1.29	3.47	8.12	510.51	
Balance as at March 31, 2023	-	546.50	7.15	2 404.97	43.63	113.40	99.70	322.11	3 537.46	
Additions	-	95.37	0.95	478.44	0.65	24.93	37.20	13.23	650.77	
Other Adjustments	-	-	-	2.70	-	-	-	-	2.70	
Deductions	-	2.17	-	6.68	-	26.73	3.64	1.25	40.47	
Balance as at March 31, 2024	-	639.70	8.10	2 874.03	44.28	111.60	133.26	334.09	4 145.06	
<b>c Net Block</b>										
Balance as at March 31, 2023	1 252.81	2 007.34	19.53	2 855.48	13.61	62.91	65.08	64.67	6 341.43	
Balance as at March 31, 2024	1 252.81	1 958.78	18.58	2 508.37	14.75	127.75	108.94	65.12	6 055.10	

5.1.1 Company has elected to measure all its property, plant and equipment 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.

5.1.2 The company has not carried out revaluation of PPE.

#### 5.2 Capital Work in Progress

Particulars	As on April 01, 2022		As on March 31, 2023		As on March 31, 2024	
	Addition	Transferred to PPE	Addition	Transferred to PPE/ transfer to expenses	Addition	As on March 31, 2024
Capital Work in Progress	-	-	-	283.87	388.06	104.19
<b>TOTAL</b>	-	-	-	<b>283.87</b>	<b>388.06</b>	<b>104.19</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 5.2.1 Ageing Schedule

As on March 31, 2024:

(₹ in lakhs)

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	104.19	-	-	-	104.19
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>104.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>104.19</b>

As on March 31, 2023:

(₹ in lakhs)

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note :** There is no project whose completion is overdue or has exceed its cost compared to its original plan.

## 6 Investment Properties

### 6.1 Investment properties consist of :

(₹ in lakhs)

No.	Particulars	Land	Buildings	Total
<b>a</b>	<b>Gross Block</b>			
	<b>Balance as at April 01, 2022</b>	<b>4 031.90</b>	<b>1 130.84</b>	<b>5 162.74</b>
	Additions	-	-	-
	Deductions	392.61	31.56	424.17
	<b>Balance as at March 31, 2023</b>	<b>3 639.29</b>	<b>1 099.28</b>	<b>4 738.57</b>
	Additions	-	150.00	150.00
	Deductions	-	-	-
	<b>Balance as at March 31, 2024</b>	<b>3 639.29</b>	<b>1 249.28</b>	<b>4 888.57</b>
<b>b</b>	<b>Accumulated Depreciation</b>			
	<b>Balance as at April 01, 2022</b>	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	<b>Balance as at March 31, 2023</b>	-	-	-
	Additions	-	-	-
	Deductions	-	-	-
	<b>Balance as at March 31, 2024</b>	-	-	-
<b>c</b>	<b>Net Block</b>			
	<b>Balance as at March 31, 2023</b>	<b>3 639.29</b>	<b>1 099.28</b>	<b>4 738.57</b>
	<b>Balance as at March 31, 2024</b>	<b>3 639.29</b>	<b>1 249.28</b>	<b>4 888.57</b>

**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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 6.3 Fair value of investment properties

Particulars	(₹ in lakhs)	
	As on March 31, 2024	As on March 31, 2023
Investment properties	14 796.26	6 657.28

Refer note no. 35 for disclosure on fair value.

#### Estimation of fair value

The Group obtains independent valuation report for its investment property once in every three years. For the current year's fair value, valuation was done on March 31, 2024. Last year's fair value was considered based on valuation done on March 31, 2021. The best evidence of fair value is current price in active market for similar properties.

- 6.4 The Group 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

Particulars	(₹ in lakhs)	
	2023-24	2022-23
a Rental Income	12.65	8.08
b Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period;	5.62	8.97
c Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period.	6.64	6.07
<b>Total</b>	<b>24.91</b>	<b>23.12</b>

## 7 Intangible assets

### 7.1 Intangible assets consist of :

No.	Particulars	(₹ in lakhs)			
		Tenancy Rights	Software	Advertisement Rights	Total
<b>a</b>	<b>Gross Block</b>				
	<b>Balance as at April 01, 2022</b>	<b>56.00</b>	<b>9.70</b>	<b>353.07</b>	<b>418.77</b>
	Additions	-	23.86	-	23.86
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2023</b>	<b>56.00</b>	<b>33.56</b>	<b>353.07</b>	<b>442.63</b>
	Additions	-	-	-	-
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2024</b>	<b>56.00</b>	<b>33.56</b>	<b>353.07</b>	<b>442.63</b>
<b>b</b>	<b>Accumulated Depreciation</b>				
	<b>Balance as at April 01, 2022</b>	-	<b>9.11</b>	<b>339.31</b>	<b>348.42</b>
	Additions	-	8.28	8.21	16.49
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2023</b>	-	<b>17.39</b>	<b>347.52</b>	<b>364.91</b>
	Additions	-	6.89	5.09	11.98
	Deductions	-	-	-	-
	<b>Balance as at March 31, 2024</b>	-	<b>24.28</b>	<b>352.61</b>	<b>376.89</b>
<b>c</b>	<b>Net Block</b>				
	<b>Balance as at March 31, 2023</b>	<b>56.00</b>	<b>16.17</b>	<b>5.55</b>	<b>77.72</b>
	<b>Balance as at March 31, 2024</b>	<b>56.00</b>	<b>9.28</b>	<b>0.46</b>	<b>65.74</b>

- 7.2 The Group 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.

## Notes to the Financial Statements for the year ended March 31, 2024

### 8 Investments

(₹ in lakhs)

Particulars	As at March 31, 2024	As At March 31, 2023
<b>8A Non Current Investments</b>		
<b>a Investments carried at fair value through other comprehensive income (*)</b>		
<b>Equity shares - Unquoted</b>		
Investment in Equity shares - Unquoted	23 234.28	21 061.84
	<b>23 234.28</b>	<b>21 061.84</b>
<b>b Investments carried at amortized cost (*)</b>		
Investment in Bonds - Quoted	5 451.97	5 451.14
Investment in Government securities - Quoted	2 040.94	2 040.76
National Saving Certificates	0.01	0.01
	<b>7 492.92</b>	<b>7 491.91</b>
<b>Total Non - Current Investments (A)</b>	<b>30 727.20</b>	<b>28 553.75</b>
<b>8B Current Investments</b>		
<b>a Investments carried at fair value through profit or loss (*)</b>		
Equity shares - Quoted	29 070.35	11 466.95
Mutual Fund - Unquoted	37 920.30	26 559.87
<b>Total Current Investments (B)</b>	<b>66 990.65</b>	<b>38 026.82</b>
<b>Total of (A+B)</b>	<b>97 717.85</b>	<b>66 580.57</b>
Aggregate amount of quoted investments	36 563.26	18 958.85
Aggregate amount of market value of quoted investments	36 563.26	18 958.85
Aggregate amount of unquoted investments	61 154.59	47 621.72
Aggregate amount of impairment in value of investments	-	-

(\*) Refer Note 34 & 35 for financial Instruments and fair value and measurements

### 9 Loans

(₹ in lakhs)

Particulars	As at March 31, 2024	As At March 31, 2023
<b>9A Non Current Financial Assets</b>		
<b>Secured, considered good</b>		
Inter - corporate deposits	213.33	7 550.00
	<b>213.33</b>	<b>7 550.00</b>
<b>9B Current Financial Assets</b>		
<b>Secured, considered good</b>		
Inter - corporate deposits	7 556.67	7 128.40
<b>Unsecured, considered good</b>		
Employees	32.35	40.16
	<b>7 589.02</b>	<b>7 168.56</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 10 Others

#### 10A Non-current Other Financial Assets

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
a Security deposits (Unsecured, Considered good)	372.13	385.82
b Bank Fixed Deposits having maturity more than 12 Months	2 788.93	6 082.24
	<b>3 161.06</b>	<b>6 468.06</b>
Held as margin money	1 934.27	2 463.25

#### 10B Current Other Financial Assets

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
Other Receivable	0.10	0.10
	<b>0.10</b>	<b>0.10</b>

### 11 Other non-current assets

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
Capital Advance	429.37	396.08
	<b>429.37</b>	<b>396.08</b>

### 12 Inventories

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As At March 31, 2023
a Raw Materials	1 416.75	1 326.55
b Stock-in-trade	1.14	1.18
c Constructed Property	58.07	71.83
d Stores and Spares	378.36	368.26
	<b>1 854.32</b>	<b>1 767.82</b>

### 13 Trade Receivables

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Trade Receivables (A)</b>		
Trade Receivables considered good - Secured	402.54	896.67
Trade Receivables considered good - Unsecured	4 403.83	3 100.47
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	0.76
<b>Total</b>	<b>4 806.37</b>	<b>3 997.90</b>
Less: Allowance for bad and doubtful	-	0.76
<b>Total (A)</b>	<b>4 806.37</b>	<b>3 997.14</b>
<b>Unbilled Revenue (B)</b>	3.37	45.07
<b>Total (A+B)</b>	<b>4 809.74</b>	<b>4 042.21</b>

Refer Note 34 for financial Instruments  
Refer Note 39 for Related party balances

## Notes to the Financial Statements for the year ended March 31, 2024

### 13.1 Trade Receivable ageing schedule:

As on March 31, 2024: (₹ in lakhs)

Particulars	Outstanding for following period from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	3.37	1 082.17	3 434.10	281.31	8.79	-	-	4 809.74
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>3.37</b>	<b>1 082.17</b>	<b>3 434.10</b>	<b>281.31</b>	<b>8.79</b>	<b>-</b>	<b>-</b>	<b>4 809.74</b>
Less: Allowance for bad and doubtful								
(vii) Allowance for doubtful - Undisputed Trade receivables	-	-	-	-	-	-	-	-
(viii) Allowance for doubtful - Disputed Trade receivables	-	-	-	-	-	-	-	-
<b>Net Trade Receivables</b>	<b>3.37</b>	<b>1 082.17</b>	<b>3 434.10</b>	<b>281.31</b>	<b>8.79</b>	<b>-</b>	<b>-</b>	<b>4 809.74</b>

As on March 31, 2023: (₹ in lakhs)

Particulars	Outstanding for following period from due date of payment							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	45.07	824.36	2 920.53	252.25	-	-	-	4 042.21
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	0.76	-	-	0.76
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>45.07</b>	<b>824.36</b>	<b>2 920.53</b>	<b>252.25</b>	<b>0.76</b>	<b>-</b>	<b>-</b>	<b>4 042.97</b>
Less: Allowance for bad and doubtful								
(vii) Allowance for doubtful - Undisputed Trade receivables	-	-	-	-	0.76	-	-	0.76
(viii) Allowance for doubtful - Disputed Trade receivables	-	-	-	-	-	-	-	-
<b>Net Trade Receivables</b>	<b>45.07</b>	<b>824.36</b>	<b>2 920.53</b>	<b>252.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4 042.21</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 14 Cash and Cash Equivalents

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>a Balances with Banks</b>		
In current accounts	2 860.71	826.41
In fixed deposits	3 375.43	3 443.29
<b>b Cash on Hand</b>	107.00	102.24
	<b>6 343.14</b>	<b>4 371.94</b>

### 15 Bank balances other than above

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Earmarked Bank Balances - Unpaid Dividends accounts	50.55	56.66
Fixed Deposit Held as Margin Money	106.57	571.82
	<b>157.12</b>	<b>628.48</b>

### 16 Other Current Assets

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
a Advances - For Supply of Goods and Services	1 219.83	1 180.68
b Prepaid Expenses	267.41	235.32
	<b>1 487.24</b>	<b>1 416.00</b>

### 17 Equity Share Capital

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>a Authorized :</b>		
1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each	1 500.00	1 500.00
<b>b Issued &amp; Subscribed :</b>		
75,69,421 (P.Y. 75,69,421) Equity shares of Rs 10/- each	756.94	756.94
<b>c Paid up :</b>		
75,69,421 (P.Y. 75,69,421) Equity Shares of ₹ 10/- each	756.94	756.94

#### d Rights, preferences and restrictions :

- i The Group 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.



## Notes to the Financial Statements for the year ended March 31, 2024

### 18 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 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:

Particulars	(₹ in lakhs)	
	March 31, 2024	March 31, 2023
Equity	756.94	756.94
Other Equity	1 25 427.20	1 04 744.74
<b>Total</b>	<b>1 26 184.14</b>	<b>1 05 501.68</b>

The Company does not have any externally imposed capital requirement.

### 19 Dividends

The Parent Company has paid interim dividend at the rate of Rs. 5/- per equity share for the year ended March 31, 2024 (Previous year at the rate of Rs. 5/- Per share)

### 20 Trade Payables

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Total outstanding dues of micro enterprises and small enterprises -</b>		
Trade payables others	-	-
<b>Total outstanding dues of creditors other than micro enterprises and small enterprises:-</b>		
Trade payables	992.33	1 005.68
Unbilled dues	-	-
<b>Total</b>	<b>992.33</b>	<b>1 005.68</b>

Refer Note 34 for financial Instruments

Refer Note 39 for Related party balances

#### 20.1 Trade Payable ageing schedule:

Particulars	(₹ in lakhs)						Total
	Outstanding for following period from due date of payment						
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	486.91	257.29	247.89	0.22	0.02	-	992.33
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
<b>Total</b>	<b>486.91</b>	<b>257.29</b>	<b>247.89</b>	<b>0.22</b>	<b>0.02</b>	<b>-</b>	<b>992.33</b>

Particulars	(₹ in lakhs)						Total
	Outstanding for following period from due date of payment						
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	197.60	217.94	343.08	0.43	0.09	1.65	760.79
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	244.89	-	244.89
<b>Total</b>	<b>197.60</b>	<b>217.94</b>	<b>343.08</b>	<b>0.43</b>	<b>244.98</b>	<b>1.65</b>	<b>1 005.68</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### Disclosure in respect of Micro and Small Enterprises :

		(₹ in lakhs)	
Particulars	As at March 31, 2024	As at March 31, 2023	
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-
ii	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
v	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The above information has been determined in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company.		-	-

## 21 Provisions

### 21A Non Current

		(₹ in lakhs)	
Particulars	As at March 31, 2024	As at March 31, 2023	
Employee Benefits - Gratuity	29.51	22.57	
	<b>29.51</b>	<b>22.57</b>	

### 21B Current

		(₹ in lakhs)	
Particulars	As at March 31, 2024	As at March 31, 2023	
Employee Benefits - Gratuity	31.01	32.84	
	<b>31.01</b>	<b>32.84</b>	

## 22 Others

		(₹ in lakhs)	
Particulars	As at March 31, 2024	As at March 31, 2023	
a Unpaid Dividend	50.23	56.34	
b Deposits from Agents and Others	1 096.28	1 105.52	
c Others	1 510.85	1 665.72	
	<b>2 657.36</b>	<b>2 827.58</b>	

## Notes to the Financial Statements for the year ended March 31, 2024

### 23 Other Current Liabilities

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
a Advance From Customer	1 245.74	1 350.35
b Statutory Dues	53.50	69.14
c Other Payables	96.79	145.82
	<b>1 396.03</b>	<b>1 565.31</b>

### 24 Revenue From Operations

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Operating revenues</b>		
i Sale of Publications	7 282.56	7 644.88
ii Revenue from Advertisements	22 416.72	23 532.30
iii Other Income	622.04	683.36
iv Bad Debt Recovery	134.42	159.34
v Provision / Liability No Longer Required	227.00	94.35
	<b>30 682.74</b>	<b>32 114.23</b>
<b>b Other operating revenues</b>		
i Interest from financial asset measured at amortized cost	1 457.36	1 366.24
ii Sale of Trading Goods	0.49	1.17
iii Sale of Constructed Property	68.24	594.30
	<b>1 526.09</b>	<b>1 961.71</b>
<b>Total (a + b)</b>	<b>32 208.83</b>	<b>34 075.94</b>

### 25 Other Income

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
i Interest from financial asset measured at amortized cost	1 023.26	1 184.80
ii Interest on income tax refund	0.08	-
iii Dividend income from investment measured at FVTPL and FVTOCI	236.22	179.98
iv Profit on Sale of Conversion of Land	9.86	387.73
v Net gain on investments carried at FVTPL	15 299.68	2 476.94
vi Miscellaneous Income	8.86	37.47
	<b>16 577.96</b>	<b>4 266.92</b>

### 26 Cost of material consumed

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Newsprint Consumed	11 008.29	12 975.84
	<b>11 008.29</b>	<b>12 975.84</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 27 Changes in inventories / Cost of goods sold

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of goods sold - real estate	23.63	665.00
Changes in inventory	0.58	4.57
	<b>24.21</b>	<b>669.57</b>

### 28 Employee Benefits Expense

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a Salaries and wages	3 571.76	3 545.20
b Contribution	99.02	95.37
c Staff Welfare Expenses	29.21	9.48
	<b>3 699.99</b>	<b>3 650.05</b>

#### 28.1 Employee Benefits Note

#### 28.2 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

Particulars	(₹ in lakhs)	
	2023-24	2022-23
Employer's Contribution to Superannuation Fund	10.28	10.14
Employer's Contribution to Employee State Insurance Corporation Fund	8.02	7.77
Employer's Contribution to Pension Fund	43.92	42.10
Employer's Contribution to Provident Fund	36.80	35.32
<b>Total</b>	<b>99.02</b>	<b>95.33</b>

#### 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 Rs. 20,00,000 was 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

\* Benefit ceiling is applied only for employees other than Managing Director & Chairman & Managing Director

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

## Notes to the Financial Statements for the year ended March 31, 2024

### 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 then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow 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 then 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 cash flows.

#### 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

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Defined benefit obligations as at beginning of the year	413.94	403.71
Current service cost	33.73	33.54
Interest cost	18.59	18.24
Actuarial Loss/(Gain) due to change in financial assumptions	( 16.63)	(0.08)
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-
Actuarial Loss/(Gain) due to experience	( 21.73)	( 22.26)
Benefits Paid	( 15.29)	( 19.21)
<b>Defined benefit obligations as at end of the year</b>	<b>412.61</b>	<b>413.94</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 28.7 Reconciliation of Plan Asset

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Plan Asset as at beginning of the year	357.68	367.48
Interest Income	16.18	17.02
Return on plan assets excluding amounts included in interest income	( 8.45)	( 7.61)
Contribution paid by employer	-	-
Benefits paid	( 14.16)	( 19.21)
<b>Plan Asset as at end of the year</b>	<b>351.25</b>	<b>357.68</b>

### 28.8 Funded Status

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Present Value of Benefit Obligation at the end of the Period	412.61	413.94
Fair Value of Plan Assets at the end of the Period	351.25	357.68
<b>Funded Status / Deficit</b>	<b>61.36</b>	<b>56.26</b>

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

Particulars	(₹ in lakhs)	
	2023-24	2022-23
Current service cost	33.73	33.54
Net Interest cost	2.41	1.22
<b>Net amount recognized</b>	<b>36.14</b>	<b>34.76</b>

### 28.10 Other Comprehensive income for the period

Particulars	(₹ in lakhs)	
	2023-24	2022-23
<b>Components of actuarial gain/losses on obligations:</b>		
Due to Change in financial assumptions	( 16.63)	(0.08)
Due to change in demographic assumption	-	-
Due to experience adjustments	( 21.73)	( 22.26)
Return on plan assets excluding amounts included in interest income	8.45	7.61
<b>Amounts recognized in Other Comprehensive Income</b>	<b>( 29.91)</b>	<b>( 14.73)</b>

### 28.11 Break up of Plan Assets

Particulars	(₹ in lakhs)	
	31.03.2024	31.03.2023
Policy of Insurance /Bonds of PSU/Equity Share of listed companies	50.00%	50.00%
Others (Including bank balance)	50.00%	50.00%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

### 28.12 Actuarial Assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate	7.20%	6.10%
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
Rate of Return on Plan Assets	7.2% p.a	6.10% p.a

## Notes to the Financial Statements for the year ended March 31, 2024

### 28.13 Sensitivity Analysis for Actuarial Assumption

As at 31.03.2024	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase	Decrease	Increase in Assumptions		Decrease in Assumptions	
	%	%	₹ in lakhs	%	₹ in lakhs	%
Discount Rate	0.50%	0.50%	( 6.99)	-1.68%	7.41	1.78%
Salary Growth Rate	0.50%	0.50%	7.57	1.82%	( 7.20)	-1.73%
Withdrawal rate	10.00%	10.00%	1.23	0.31%	( 1.32)	-0.33%

As at 31.03.2023	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase	Decrease	Increase in Assumptions		Decrease in Assumptions	
	%	%	₹ in lakhs	%	₹ in lakhs	%
Discount Rate	0.50%	0.50%	( 7.65)	-1.83%	8.12	1.95%
Salary Growth Rate	0.50%	0.50%	8.23	1.98%	( 7.81)	-1.87%
Withdrawal rate	10.00%	10.00%	0.82	0.20%	(0.89)	-0.22%

#### Limitation of method used for sensitivity analysis :

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

### 28.14 Details of Asset- Liability Matching Strategy

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

### 28.15 Maturity Profile of the Defined Benefit Obligation

As at March 31, 2024		₹ in lakhs	%
Year 1		230.42	39.90%
Year 2		26.11	4.52%
Year 3		28.14	4.87%
Year 4		25.57	4.43%
Year 5		16.97	2.94%
Year 6 to Year 10		98.55	17.07%

As at March 31, 2023		₹ in lakhs	%
Year 1		218.95	39.30%
Year 2		26.94	4.80%
Year 3		24.29	4.40%
Year 4		26.16	4.70%
Year 5		24.33	4.40%
Year 6 to Year 10		81.29	14.60%

## 29 Finance Cost

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Interest Expenses on Financial liabilities carried at Amortized Cost</b>		
i To Bank	0.09	-
ii To Other	15.73	14.96
<b>b Interest expense - other</b>	9.85	-
	<b>25.67</b>	<b>14.96</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 30 Other expenses

		(₹ in lakhs)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	
a Power and fuel	366.76	334.24	
b Stores and spares consumed	1 376.90	1 308.55	
c Feature, Newsgathering and purashkar expenses	688.30	607.98	
d Audit Remuneration*	18.70	13.98	
e License fees	1 468.38	396.84	
f Distribution Expenses	461.93	451.60	
g Taxi Expenses	441.47	436.84	
h Selling Expenses	1 852.92	1 736.76	
i CSR Expenses	172.79	145.82	
j Foreign exchange Difference	1.35	-	
k Miscellaneous Expenses	2 450.52	1 854.00	
	<b>9 300.02</b>	<b>7 286.61</b>	
<b>* Payment to the Auditors</b>			
a For Statutory Audit	12.00	12.75	
b For Taxation Matters	5.90	1.00	
c For Other Services	0.05	0.23	
	<b>17.95</b>	<b>13.98</b>	

### 31 Exceptional Items

		(₹ in lakhs)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	
a Profit on sale of PPE	12.63	195.76	
	<b>12.63</b>	<b>195.76</b>	

### 32 Earning Per Share:

		(₹ in lakhs)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	
a Net Profit after Tax	18 858.57	10 141.34	
b Weighted Average Shares (Nos. in Lakhs)	75.69	75.69	
c Basic and Diluted Earning per Share (in Rupees)	249.14	133.98	

### 33 Income Tax expense

#### 33.1 Income tax expense in the statement of profit and loss comprises of:

		(₹ in lakhs)	
Particulars	2023 - 24	2022 - 23	
Current income tax	2 365.00	2 807.33	
Adjustments in respect of current tax of earlier years	19.96	(6.93)	
<b>Total current income tax</b>	<b>2 384.96</b>	<b>2 800.40</b>	
Deferred tax	2 834.96	412.15	
<b>Total deferred tax expense / (income)</b>	<b>2 834.96</b>	<b>412.15</b>	
<b>Total tax expense</b>	<b>5 219.92</b>	<b>3 212.55</b>	

## Notes to the Financial Statements for the year ended March 31, 2024

### 33.2 The details of income tax assets and liabilities and Deferred tax liabilities :

Particulars	(₹ in lakhs)	
	As at March 31, 2024	As at March 31, 2023
Income tax assets - Current	22.59	181.26
Deferred tax liabilities	3 608.10	773.14

### 33.3 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

Particulars	(₹ in lakhs)	
	2023 - 24	2022 - 23
<b>Accounting profit before tax</b>	<b>24 078.49</b>	<b>13 353.89</b>
Normal tax rate	25.17%	25.17%
<b>Tax liability on accounting profit</b>	<b>6 060.07</b>	<b>3 360.91</b>
Exempted Income / Other adjustment	( 65.98)	( 83.94)
Expenses Disallowed	110.61	71.33
Tax effect of differential tax rates	9.31	( 969.68)
Tax Effect on Ind AS impact	( 3 749.02)	401.38
Adjustments in respect of current tax of earlier years	19.96	20.40
Deferred tax expense / (income)	2 834.96	412.15
<b>Income tax expenses as per normal tax rate</b>	<b>5 219.92</b>	<b>3 212.55</b>

### 33.4 Details of each type of recognized temporary differences

Particulars	(₹ in lakhs)	
	Recognized DTA / DTL in balance sheet	
	As at March 31, 2024	As at March 31, 2023
<b>Deferred tax liability</b>		
Property, plant and equipment	531.41	504.92
Investments	3 091.92	282.36
<b>Total Deferred tax liability</b>	<b>3 623.33</b>	<b>787.28</b>
<b>Deferred tax asset</b>		
Employee benefits	15.23	13.94
Provision for Doubtful Debt	-	0.19
<b>Total Deferred tax asset</b>	<b>15.23</b>	<b>14.14</b>
<b>Net Deferred Tax Liability Recognized</b>	<b>3 608.10</b>	<b>773.14</b>

**Note :** The Parent company has not considered deferred tax effect on temporary differences of those assets on which it is probable that such temporary difference will not reverse in foreseeable future.

## Notes to the Financial Statements for the year ended March 31, 2024

### 34 Financial Instruments

#### Disclosure of Financial Instruments by Category

As at March 31, 2024

(₹ in lakhs)

Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
<b>Financial asset</b>						
Investment in equity instruments	8A - 8B	29 070.35	23 234.28	-	52 304.63	52 304.63
Investment in mutual fund	8B	37 920.30	-	-	37 920.30	37 920.30
Investment in Bonds	8A	-	-	5 451.97	5 451.97	5 451.97
Investment in Government securities	8A	-	-	2 040.94	2 040.94	2 040.94
Investment in NSC	8A	-	-	0.01	0.01	0.01
Loans	9A-9B	-	-	7 802.35	7 802.35	7 802.35
Other Financial Asset	10A-10B	-	-	3 161.16	3 161.16	3 161.16
Trade Receivable	13	-	-	4 809.74	4 809.74	4 809.74
Cash and cash equivalent	14	-	-	6 343.14	6 343.14	6 343.14
Bank balance other than above	15	-	-	157.12	157.12	157.12
<b>Total Financial assets</b>		<b>66 990.65</b>	<b>23 234.28</b>	<b>29 766.43</b>	<b>1 19 991.36</b>	<b>1 19 991.36</b>
<b>Financial liability</b>						
Trade Payables	20	-	-	992.33	992.33	992.33
Other financial liabilities	22	-	-	2 657.36	2 657.36	2 657.36
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>3 649.69</b>	<b>3 649.69</b>	<b>3 649.69</b>

As at March 31, 2023

(₹ in lakhs)

Particulars	Note No.	FVTPL	FVTOCI	Amortized cost	Total carrying value	Fair value
<b>Financial asset</b>						
Investment in equity instrument	8A - 8B	11 466.95	21 061.84	-	32 528.79	32 528.79
Investment in mutual fund	8B	26 559.87	-	-	26 559.87	26 559.87
Investment in Bonds	8A	-	-	5 451.14	5 451.14	5 451.14
Investment in Government securities	8A	-	-	2 040.76	2 040.76	2 040.76
Investment in NSC	8A	-	-	0.01	0.01	0.01
Loans	9A-9B	-	-	14 718.56	14 718.56	14 718.56
Other Financial Asset	10A-10B	-	-	6 468.16	6 468.16	6 468.16
Trade Receivable	13	-	-	4 042.21	4 042.21	4 042.21
Cash and cash equivalent	14	-	-	4 371.94	4 371.94	4 371.94
Bank balance other than above	15	-	-	628.48	628.48	628.48
<b>Total Financial assets</b>		<b>38 026.82</b>	<b>21 061.84</b>	<b>37 721.26</b>	<b>96 809.92</b>	<b>96 809.92</b>
<b>Financial liability</b>						
Trade Payables	20	-	-	1 005.68	1 005.68	1 005.68
Other financial liabilities	22	-	-	2 827.58	2 827.58	2 827.58
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>3 833.26</b>	<b>3 833.26</b>	<b>3 833.26</b>

## Notes to the Financial Statements for the year ended March 31, 2024

### 35 Fair Value Measurement

Fair Value Measurement of Financial asset and Financial liabilities

#### 35.1 Fair value hierarchy

(₹ in lakhs)					
Particulars	Note No.	Level 1	Level 2	Level 3	Total
<b>As at March 31, 2024</b>					
<b>Financial Assets Measured at FVTPL - Recurring FVM</b>					
Investment in equity instrument	8A - 8B	29 070.35	-	23 234.28	52 304.63
Investment in mutual fund	8B	-	37 920.30	-	37 920.30
<b>Financial Assets Measured through Amortized Cost Method</b>					
Investment in Bonds	8A	5 451.97	-	-	5 451.97
Investment in Government securities	8A	2 040.94	-	-	2 040.94
<b>Total of Financial Assets</b>		<b>36 563.26</b>	<b>37 920.30</b>	<b>23 234.28</b>	<b>97 717.84</b>
<b>Non financial assets measured at cost</b>					
Investment properties	6	-	4 888.57	-	4 888.57
<b>Total of Non Financial Assets</b>		-	<b>4 888.57</b>	-	<b>4 888.57</b>
<b>As at March 31, 2023</b>					
<b>Financial Assets Measured at FV - Recurring FVM</b>					
Investment in equity instrument	8A - 8B	11 466.95	-	21 061.84	32 528.79
Investment in mutual fund	8B	-	26 559.87	-	26 559.87
<b>Financial Assets Measured through Amortized Cost Method</b>					
Investment in Bonds	8A	5 451.14	-	-	5 451.14
Investment in Government securities	8A	2 040.76	-	-	2 040.76
<b>Total of Financial Assets</b>		<b>18 958.85</b>	<b>26 559.87</b>	<b>21 061.84</b>	<b>66 580.56</b>
<b>Non financial assets measured at cost</b>					
Investment properties	6	-	4 738.57	-	4 738.57
<b>Total of Non Financial Assets</b>		-	<b>4 738.57</b>	-	<b>4 738.57</b>

**35.2** The Fair value of current financial assets and current trade payables measured at amortized 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.

**35.3** The carrying amount of non - current financial assets and non - current financial liabilities measured at amortized 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.

**35.4** There are no transfer between level 1, level 2 and level 3 during the year.

#### 35.5 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.

## Notes to the Financial Statements for the year ended March 31, 2024

**35.6** The fair value of investment in equity shares of Applewoods Estate private Limited is based on cost approach. Fair value of net assets used as unobservable input to determine the fair value. 1% change in the unobservable input used in fair valuation has insignificant impact.

**Reconciliation of level 3 fair value measurement is as follows:** (₹ in lakhs)

Particulars	March 31, 2024
Balance at the beginning of the year	21 061.40
Addition during the year	-
Fair value gain included in OCI	2 172.45
Balance at the end of the year	23 233.85

### 36 Financial Risk Management

The Group's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Group's activities. The Board of Directors oversee compliance with the Group's risk management policies and procedures, and reviews the risk management framework.

#### A Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk, 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 Group measures risk through sensitivity analysis. As on March 31, 2024 no material outstanding amount is payable for purchase of imported material.

##### ii Other Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Group is exposed to price risk mainly because of investments in mutual funds classified as fair value through profit and loss. The company 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 lakhs)

Particulars	March 31, 2024	March 31, 2023
Investments in Mutual Funds	37 920.30	26 559.87
Investment in Equity Instruments	29 070.35	11 466.95
Investment in equity instruments carried at FVTOCI	23 234.28	21 061.84

#### Sensitivity Analysis

##### Investments in Mutual Funds

(₹ in lakhs)

Particulars	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	141.88	99.38
NAV decreases by 0.5%	(141.88)	(99.38)

## Notes to the Financial Statements for the year ended March 31, 2024

### Investment in Equity Instruments

Particulars	(₹ in lakhs)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	108.77	42.90
NAV decreases by 0.5%	(108.77)	(42.90)

### Investment in equity instruments carried at FVTOCI

Particulars	(₹ in lakhs)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
NAV increases by 0.5%	86.93	78.80
NAV decreases by 0.5%	(86.93)	(78.80)

### B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Group's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The holding 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:

As at March 31, 2024	(₹ in lakhs)	
	Carrying Amount	upto 1 year
<b>Non Derivative Financial Liability</b>		
Trade Payables	992.33	992.33
Other financial liabilities	2 657.36	2 657.36

As at March 31, 2023	(₹ in lakhs)	
	Carrying Amount	upto 1 year
<b>Non Derivative Financial Liability</b>		
Trade Payables	1 005.68	1 005.68
Other financial liabilities	2 827.58	2 827.58

### 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 company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from investment in mutual funds, cash and cash equivalent and other balances with bank is limited as the counterparties are banks and recognised financial institution with high credit ratings.

The maximum exposure to the credit risk at the reporting date from trade receivables amounting to Rs.4809.74 lakhs as on March 31, 2024 and Rs.4042.21 lakhs as on March 31, 2023.

## Notes to the Financial Statements for the year ended March 31, 2024

### 37 Contingent Liabilities and Commitments (to the extent not provided for)

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a Contingent Liabilities</b>		
i Claims against the company not acknowledged as debt	1 500.00	1 500.00
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 except in one case wherein Civil Court passed order to pay the compensation amount of Rs. 1500 lakhs. Against this Order, the Company has filed petition before the Hon'ble Gujarat High Court. The matter is now pending before the High Court. 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 Matter	33.67	33.67
iii Disputed VAT Matter	34.00	34.00
<b>b Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for.	3 564.75	3 564.75

### 38 Details of Loan given, Investment made and Guarantee given covered under section 186 (4) of the Companies Act, 2013

Loans given and investments made are shown under the respective heads.

Loans have been utilised by the recipient for their business purpose.

There are no corporate guarantees given by the company in respect of loans as at March 31, 2024.

### 39 Related Parties Disclosure: (\*)

#### 39.1 Related party :

##### (a) Name of Key Management Personnel :

1	Falgunbhai C. Patel	Chairman & Managing Director
2	Parthiv F. Patel	Managing Director
3	Pannaben F. Patel	Director
4	Sanjay kumar Tandon	Whole Time Director & CFO
5	Dr. Gauri Surendra Trivedi	Independent Director
6	Mukesh Patel	Independent Director
7	Sudhir Nanavati	Independent Director
8	Sandeep Singhi	Independent Director
9	Dhaval Pandya	Company Secretary (Till May 26, 2023)
10	Vinaykumar Mishra	Company Secretary (From May 27, 2023 To August 19, 2023)
11	Hardik Patel	Company Secretary (From November 8, 2023)

## Notes to the Financial Statements for the year ended March 31, 2024

### (b) Enterprise over which Key Managerial Personnel having control or significant influence:

- 1 Saintfoin Enterprise LLP
- 2 Scabious Enterprise LLP
- 3 Satyesh Prochem LLP
- 4 Falgunbhai C. Patel (HUF)
- 5 Applewoods Estate Private Limited
- 6 Acquest Estate Private Limited
- 7 Satyesh Brinechem Private Limited
- 8 Lilavatiben Chimanbhai Patel Charitable Trust
- 9 Dhanali Enterprise Private Limited
- 10 FSR Infracon LLP
- 11 Lakshmi Vishnu Trust
- 12 Excel Investments Association

### (c) Post - employment benefit plan entities

Sandesh Superannuation Fund

### (d) Relatives of Key Managerial Personnel:

Rita Patel

(\*) The disclosure contains the name of only those related parties with whom transactions are entered during the year.

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

						(₹ in lakhs)
Sr. No.	Name of the related party	Relationship	Nature of Transaction & Balances	For the year ended March 31, 2024	For the year ended March 31, 2023	
1.	Falgunbhai C. Patel	Chairman & Managing Director	Repayment of Loan	-	5.00	
			<b>Short Term Employee Benefit</b>			
			Remuneration Expenses	456.74	541.74	
			Post Employment Benefit	23.26	23.26	
			Dividend Paid	17.04	17.04	
			<b>Balance at the year end</b>			
2.	Parthiv F. Patel	Managing Director	Remuneration Payable	383.90	468.90	
			Repayment of Loan	-	5.00	
			<b>Short Term Employee Benefit</b>			
			Remuneration Expenses	475.16	560.15	
			Post Employment Benefit	4.84	4.85	
			Dividend Paid	49.77	49.77	
3.	Pannaben F. Patel	Director	<b>Balance at the year end</b>			
			Remuneration Payable	419.76	504.75	
4.	Sanjay kumar Tandon	Whole Time Director & CFO	Dividend Paid	12.28	12.28	
			<b>Short Term Employee Benefit</b>			
			Remuneration Expenses	35.24	33.36	
			Post Employment Benefit	0.45	0.45	
			<b>Balance at the year end</b>			
			Remuneration Payable	2.97	2.80	

## Notes to the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Sr. No.	Name of the related party	Relationship	Nature of Transaction & Balances	For the year ended March 31, 2024	For the year ended March 31, 2023
5.	Dhaval Pandya Till May 26, 2023	Company Secretary	<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	3.32	19.87
			Post Employment Benefit	-	0.33
			<b>Balance at the year end</b>		
			Remuneration Payable	-	1.66
6.	Vinaykumar Mishra From May 27, 2023 To August 19, 2023	Company Secretary	<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	2.80	-
			Post Employment Benefit	0.05	-
			<b>Balance at the year end</b>		
			Remuneration Payable	-	-
7.	Hardik Patel From November 8, 2023	Company Secretary	<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	2.51	-
			Post Employment Benefit	0.19	-
			<b>Balance at the year end</b>		
			Remuneration Payable	0.52	-
8.	Saintfoin Enterprise LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	14.94	14.94
			Rent income	0.60	-
9.	Scabious Enterprise LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	21.04	21.04
			Rent income	0.60	-
10.	Satyesh Prochem LLP	Enterprise over which Key Managerial Personnel having control	Dividend Paid	158.30	158.30
			Rent income	0.60	-
11.	Dhanali Enterprise Private Limited	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
12.	FSR Infracon LLP	Enterprise over which Key Managerial Personnel having control	Rent income	0.35	-
13.	Lakshmi Vishnu Trust	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
14.	Excel Investments Association	Enterprise over which Key Managerial Personnel having control	Rent income	0.60	-
15.	Falgunbhai C. Patel (HUF)	Enterprise over which Key Managerial Personnel having control	Dividend Paid	9.27	9.27

## Notes to the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Sr. No.	Name of the related party	Relationship	Nature of Transaction & Balances	For the year ended March 31, 2024	For the year ended March 31, 2023
16.	Applewoods Estate Private Limited	Enterprise over which Key Managerial Personnel having control	Advertisement Revenue	5.40	4.51
			Repayment of Deposit	-	8.69
			Dividend Received	41.37	41.37
			<b>Balance at the year end</b>		
			Investment in Shares	23 233.85	21 061.40
17.	Acquest Estate Private Limited	Enterprise over which Key Managerial Personnel having significant influence	Deposit	10.26	10.26
			Maintenance Expense	6.29	5.93
			<b>Balance at the year end</b>		
18.	Sandesh Superannuation Fund	Post - employment benefit plan entities	Maintenance Deposit	127.79	127.79
			Contribution to Fund	10.14	10.14
19.	Rita Patel	Relatives of Key Managerial Personnel	<b>Short Term Employee Benefit</b>		
			Remuneration Expenses	-	-
			Dividend Paid	0.52	0.52
			<b>Balance at the year end</b>		
20.	Satyesh Brinechem Private Limited	Enterprise over which Key Managerial Personnel having control	Remuneration Payable	-	-
			Advertisement Revenue	0.31	5.40
			Rent income	6.00	-
			<b>Balance at the year end</b>		
21.	Lilavatiben Chimanbhai Patel Charitable Trust	Enterprise over which Key Managerial Personnel having control	Amount Receivable	-	-
			Contribution for CSR Expenditure	221.82	143.78
22.	Dr. Gauri Surendra Trivedi	Independent Director	Director Sitting Fees	1.65	1.40
23.	Mukesh Patel	Independent Director	Director Sitting Fees	2.55	1.40
24.	Sudhir Nanavati	Independent Director	Director Sitting Fees	1.95	1.05
25.	Sandeep Singhi	Independent Director	Director Sitting Fees	1.95	1.40

### 39.3 Disclosure requirement as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	2023-24	2022-23
Loan given to wholly owned subsidiary		
Outstanding Balance at the year end	-	-
Maximum amount Outstanding during the year	-	-

### 40 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act. CSR expenditure is contain the following:

## Notes to the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Gross amount required to be spent by the company during the year.	172.79	145.82
2 Amount approved by the Board to be spent during the year	172.79	145.82
3 Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	221.82	143.78
(ii) On purposes other than (i) above		
4 The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year*	96.79	145.82
5 The total of previous years' shortfall amounts	-	-
6 The reason for above shortfalls (if any)	Pertains to ongoing project of Old Age Home	Pertains to ongoing project of Old Age Home
7 Details of related party transactions in relation to CSR expenditure - contribution to trust controlled by KMP in relation to CSR expenditure as per relevant accounting standard	221.82	143.78
8 Nature of CSR activities undertaken by the Company	Pertains to ongoing project of Old Age Home	Pertains to ongoing project of Old Age Home
<b>9 Provision for CSR Expenses:</b>		
Opening Balance	145.82	143.55
Add: Provision created during the period	96.79	145.82
Less: Provision utilised during the period	(145.82)	(143.55)
<b>Closing Balance</b>	<b>96.79</b>	<b>145.82</b>
<b>Details of expenditure incurred for CSR activities :</b>		
Ongoing project of Old Age Home	221.82	143.78
<b>Total</b>	<b>221.82</b>	<b>143.78</b>

\*The unspent amount relates to the ongoing project and the same has been transferred to a special account opened by the company in that behalf for the financial year in scheduled bank called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy as per the requirements under section 135 of Companies Act, 2013 read with relevant rules and regulations.

## Notes to the Financial Statements for the year ended March 31, 2024

### 41 Ratios Analysis

Sr. No.	Particulars	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance %	Reason for variance
1	Current Ratio (times)	Current Assets	Current Liabilities	17.58	10.61	65.77%	Ratio is improved due to increase in current Investment , bank balance and fixed deposits in current year compared to previous financial year.
2	Debt-Equity Ratio (times)	Debt consists of borrowings	Shareholder's Equity	-	-	-	
3	Debt Service Coverage Ratio (times)	Earning available for Debt service	Debt Service	-	-	-	
4	Net profit ratio (%)	Net Profit after tax	Revenue from operations	58.55%	29.76%	96.74%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
5	Return on Equity Ratio (%)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	16.28%	10.11%	60.99%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
6	Return on Capital employed (%)	Profit before tax + Interest on borrowings	Avg. Capital Employed=Tangible Net Worth + Total Debt + Deferred Tax Liability	20.66%	13.14%	57.26%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
7	Return on investment (%)	Income generated from investments	Average investment	21.56%	4.25%	407.09%	Ratio is improved due to significant increase in unrealised gain of the investments during the year compared to previous financial year.
8	Trade Receivables turnover ratio (times)	Net Credit Sales	Average Trade Receivable	7.28	8.24	-11.73%	
9	Trade payables turnover ratio (times)	Net Credit Purchases	Average Trade Payables	13.38	14.53	-7.94%	
10	Inventory turnover ratio (times)	Cost of Goods sold or sales	Average Inventory	16.33	10.50	55.56%	Ratio is improved due to decrease in average inventory during the current year compared to the previous financial year.
11	Net capital turnover ratio (times)	Revenue from operations	Working Capital	0.38	0.65	-41.42%	Ratio is declined due to increase in current Investment , bank balance and fixed deposits in current year compared to previous financial year.

## Notes to the Financial Statements for the year ended March 31, 2024

### 42 INTERESTS IN SUBSIDIARIES

#### 42.1 Details of subsidiary is set out below:

Name of the entity	Relation	Place of business	For the year ended March 31, 2024	For the year ended March 31, 2023
Sandesh Digital Private Limited	Subsidiary	Ahmedabad	100%	100%

42.2 Since subsidiary is wholly owned by the parent company, summarised financial information of subsidiary is not required to be given.

#### 42.3 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.

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)	
	2023-24		2023-24		2023-24		2023-24	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit after tax	₹ in lakhs	As % of consolidated OCI	₹ in lakhs	As % of consolidated TCI	₹ in lakhs
Parent Company - The Sandesh Limited	99.70%	1 25 805.47	100.06%	18 869.19	99.99%	2 202.15	100.05%	21 071.34
Subsidiary Company - Sandesh Digital Private Limited	0.30%	378.67	-0.06%	( 10.62)	0.01%	0.21	-0.05%	( 10.41)
<b>Total</b>	<b>100.00%</b>	<b>1 26 184.14</b>	<b>100.00%</b>	<b>18 858.57</b>	<b>100.00%</b>	<b>2 202.36</b>	<b>100.00%</b>	<b>21 060.93</b>

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)	
	2022-23		2022-23		2022-23		2022-23	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit after tax	₹ in lakhs	As % of consolidated OCI	₹ in lakhs	As % of consolidated TCI	₹ in lakhs
Parent Company - The Sandesh Limited	99.63%	1 05 112.60	100.60%	10 201.94	99.86%	663.06	100.55%	10 865.00
Subsidiary Company - Sandesh Digital Private Limited	0.37%	389.08	-0.60%	( 60.60)	0.14%	0.91	-0.55%	( 59.69)
<b>Total</b>	<b>100.00%</b>	<b>1 05 501.68</b>	<b>100.00%</b>	<b>10 141.34</b>	<b>100.00%</b>	<b>663.97</b>	<b>100.00%</b>	<b>10 805.31</b>

### 43 SEGMENT INFORMATION

#### 43.1 Business segments

The Company has identified two business segments namely Media and Finance based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM').

## Notes to the Financial Statements for the year ended March 31, 2024

### 43.2 Segment information for the years ended / as at March 31, 2024 and March 31, 2023 :

Sr. No.	Particulars	(₹ in lakhs)							
		Media		Finance		Other		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>1</b>	<b>Segment Revenue</b>								
	Revenue from external customers	30 760.14	32 227.41	1 457.36	1 366.24	78.10	982.03	32 295.60	34 575.68
<b>2</b>	<b>Segment Result before exceptional items</b>	6 308.78	7 912.01	1 417.50	1 337.69	54.47	317.03	7 780.75	9 566.73
	Add: Exceptional Items	12.63	195.76	-	-	-	-	12.63	195.76
	<b>Segment result after exceptional items</b>	<b>6 321.41</b>	<b>8 107.77</b>	<b>1 417.50</b>	<b>1 337.69</b>	<b>54.47</b>	<b>317.03</b>	<b>7 793.38</b>	<b>9 762.49</b>
	Add : Unallocable income							16 491.19	3 767.18
	Less : Unallocable expense							206.08	175.78
	<b>Profit before Tax</b>							<b>24 078.49</b>	<b>13 353.89</b>
	Current Tax							2 384.96	2 800.40
	Deferred Tax							2 834.96	412.15
	<b>Profit After Tax</b>							<b>18 858.57</b>	<b>10 141.34</b>
<b>3</b>	<b>Other Information</b>								
	Segment Assets	18 742.21	15 947.47	7 770.00	14 678.40	58.07	71.83	26 570.28	30 697.70
	Add : Unallocable assets							1 08 328.20	81 031.10
	<b>Total assets</b>	<b>18 742.21</b>	<b>15 947.47</b>	<b>7 770.00</b>	<b>14,678.40</b>	<b>58.07</b>	<b>71.83</b>	<b>1 34 898.48</b>	<b>1 11 728.80</b>
	Segment Liabilities	4 954.21	5 227.24	-	-	5.01	24.58	4 959.22	5 251.82
	Add : Unallocable liabilities	-	-	-	-	-	-	3 755.12	975.30
	<b>Total liabilities</b>	<b>4 954.21</b>	<b>5 227.24</b>	<b>-</b>	<b>-</b>	<b>5.01</b>	<b>24.58</b>	<b>8 714.34</b>	<b>6 227.12</b>
	Capital Expenditure	620.69	1 153.07	-	-	-	-	620.69	1 153.07
	Depreciation and Amortization	662.75	587.70	-	-	-	-	662.75	587.70

### 43.3 Willful Defaulter

There is no transactions with single external customer which amounts to 10% or more of the Company's revenue.

## 44 ADDITIONAL REGULATORY INFORMATION DISCLOSURES

### 44.1 Loans and advances granted to specified person:

The Group has not given any loans and advances in nature of loan to promoters, directors, KMPs and related parties.

### 44.2 Relationship with struck off companies:

The Group does not have any transaction and balance outstanding with struck off companies.

### 44.3 Willful Defaulter

The Group is not declared as willful defaulter by any bank or financial institution or other lender.

## Notes to the Financial Statements for the year ended March 31, 2024

### 44.4 Utilisation of borrowed funds

The Group has not taken any borrowings from Banks / Financial Institutions during the period.

### 44.5 Registration of charges or satisfaction with Registrar of Companies (ROC)

During the year, no charge and satisfaction are required to be registered with ROC in respect of borrowings / facilities. At the year end, no charge or satisfaction is to be registered with ROC beyond statutory period.

### 44.6 Details of Benami Property held

The Group does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence no proceedings initiated or pending against the company under the said Act and Rules.

### 44.7 Utilisation of borrowed funds, share premium and other funds

The Group has not given any advance or loan or invested funds from borrowed funds or share premium or any other sources with the understanding that intermediary would directly or indirectly lend or invest in other person or equity identified in any manner whatsoever by or on behalf of the company as ultimate beneficiaries or provide any guarantee or security or the like to on behalf of ultimate beneficiaries.

The Group has not received any fund from any person or entity with the understanding that the Company would directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiary) or provided any guarantee or security or the like on behalf of the ultimate beneficiary."

### 44.8 Compliance with number of layers of companies

In respect of Investment in subsidiary, the holding company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.

## 45 ADDITIONAL DISCLOSURES

### 45.1 Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

### 45.2 Undisclosed Income

There is no transaction, which has not been recorded in books of accounts, that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961.

46 Figures for the previous periods have been regrouped / re-arranged, wherever considered necessary.

As per our report of even date attached.

#### For, Manubhai & Shah LLP

Chartered Accountants

ICAI Firm Registration No. : 106041W/W100136

#### Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date: May 29, 2024

For and on behalf of the Board,

#### Falgunbhai C. Patel

(DIN: 00050174)

Chairman & Managing Director

#### Sanjay Kumar Tandon

(DIN: 00055918)

Whole Time Director & CFO

Place : Ahmedabad

Date: May 29, 2024

#### Parthiv F. Patel

(DIN: 00050211)

Managing Director

#### Hardik Patel

Company Secretary

**Form AOC-1**

(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 or associate companies or Joint ventures

**Part "A": Subsidiaries**

(₹ in Lakhs)

1	S. No.:	1
2	Name of the subsidiary:	Sandesh Digital Private Limited
3	The date since when subsidiary was acquired	September 22, 2015
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period:	N.A.
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	N.A.
6	Share capital:	1
7	Reserves and surplus:	377.67
8	Total assets:	411.19
9	Total Liabilities:	32.52
10	Investments:	296.77
11	Turnover:	211.10
12	Profit before taxation:	(9.33)
13	Provision for taxation:	1.29
14	Profit after taxation:	(10.62)
15	Proposed Dividend:	-
16	Extent of shareholding (In percentage):	100%

**Notes:**

1. There is/are no subsidiary(s) which is/are yet to commence operations.
2. There is/are no subsidiary(s) which have been liquidated or sold during the year.

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

Not Applicable

**Notes:**

1. There is/are no associate(s) or joint venture(s) which is/are yet to commence operations.
2. There is/are no associate(s) or joint venture(s) which have been liquidated or sold during the year.

For and on behalf of the Board,

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

**Parthiv F. Patel**  
(DIN: 00050211)  
Managing Director

**Sanjay Kumar Tandon**  
(DIN: 00055918)  
Whole Time Director & CFO

**Hardik Patel**  
Company Secretary

Place : Ahmedabad  
Date: May 29, 2024

# SANDESH

**The Sandesh Limited**

(CIN - L22121GJ1943PLC000183)

**Regd. Office :**

"Sandesh Bhavan", Lad Society Road,  
B/h, Vastrapur Gam, P.O. Bodakdev,

**Ahmedabad:** 380054 (Guj.)

**Email:** [investorgrievance@sandesh.com](mailto:investorgrievance@sandesh.com)

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