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FORM - A

ANNUAL AUDIT REPORT FOR THE FINANCIAL YEAR 2013-2014

1.	Name of the Company	:	**THE SANDESH LIMITED**
2.	Annual financial statements for the year ended	:	**31ST MARCH, 2014**
3.	Type of Audit observation	:	**UN-QUALIFIED**
4.	Frequency of observation	:	**NOT APPLICABLE**
5.	To be signed by -		

FOR, THE SANDESH LIMITED,

PARTHIV PATEL
MANAGING DIRECTOR

FOR, THE SANDESH LIMITED,

SANJAY KUMAR TANDON
CHIEF FINANCIAL OFFICER

FOR, MANUBHAI & SHAH,
CHARTERED ACCOUNTANTS,
FIRM REGISTRATION NO.106041W

K.B. SOLANKI
PARTNER
MEMBERSHIP NO.110299

FOR, THE SANDESH LIMITED,

MUKESH PATEL
CHAIRMAN
AUDIT COMMITTEE

DATE : 29/05/2014
PLACE : AHMEDBAD

Sandesh
shaping tomorrow

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71st Annual Report 2013-14

THE SANDESH LIMITED

NEWS PAPER | TV CHANNEL | DIGITAL | OUTDOOR

Sandesh
shaping tomorrow

About Us

The best way to predict change is to create it. For over 90 years the Sandesh Group has been creating change with powerful ideas.

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

A strong foothold across the Media landscape:

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

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

Sandesh Digital:
The powerful ethos of Sandesh in the Print & TV landscape, is now creating ripples in the digital domain. Harnessing its power as the future of communication, we are leaping ahead by expanding and connecting our digital community to information in real time. We are among the first to launch a Gujarati news App in India, and have an expanding digital presence of over 5 million followers across all platforms.

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

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

સંદેશ | સંદેશ news | સંદેશ Spotlight Outdoor Solutions | સંદેશ MOBILE APP | Sandesh.com | અંગ્રેજી સંદેશ

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71ST ANNUAL REPORT (FINANCIAL YEAR 2013-2014)

BOARD OF DIRECTORS:

Shri Falgunbhai C. Patel	(Chairman & Managing Director)
Shri Parthiv F. Patel	(Managing Director)
Smt. Pannaben F. Patel	
Shri Mukesh Patel	(Independent Director)
Shri Sudhir Nanavati	(Independent Director)
Shri Shreyas Pandya	(Independent Director)
Shri Sandeep Singhi	(Independent Director)

COMPANY SECRETARY:
Dhaval Pandya

CORPORATE IDENTIFICATION NUMBER:
CIN: L22121GJ1943PLC000183

WEBSITE OF THE COMPANY:
www.sandesh.com

AUDITORS:
Manubhai & Shah, Chartered Accountants
(Formerly Manubhai & Co.)
2nd Floor, 'B' Wing, Premium House,
Near Gandhigram Railway Station,
Navrangpura, Ahmedabad-380009 (Gujarat-India)

BANKERS:
Yes Bank Limited

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

REGISTRAR & TRANSFER AGENT:
MCS Limited, having its regional office at
101, Shatdal Complex, 1st Floor,
Opp. Bata Show Room, Ashram Road,
Ahmedabad–380009 (Gujarat-India)
Telephone No. (079) 26582878, Fax No. (079) 26581296,
Email ID: mcsahmd@gmail.com

71st ANNUAL GENERAL MEETING

: Date :
Friday, the 26th day of September, 2014

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

: Time :
10:00 a.m.

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NOTICE

NOTICE is hereby given that SEVENTY FIRST ANNUAL GENERAL MEETING of the Members of "THE SANDESH LIMITED" will be held on Friday, the 26th day of September, 2014 at 10:00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon.

2. To declare a dividend on the equity shares of the Company.

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

4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, if any, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W) Chartered Accountants, Ahmedabad, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors apart from reimbursement of actual out-of-pocket expenses as may be incurred by them for the purpose of Audit."

SPECIAL BUSINESS:

5. To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Mukeshbhai Patel (DIN: 00053892), Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

6. To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Sudhirbhai Nanavati (DIN: 00050236), Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

7. To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Shreyasbhai Pandya (DIN: 00050244), Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

8. To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Sandeep Singhi (DIN: 01211070), Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

9. To approve borrowing limits for the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (as in force and including any statutory modification(s) or re-enactment(s) thereof) and in supersession of the earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board'), to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution and/or eligible foreign lender and/or any entity/entities and/or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for the purpose of business of the Company, for an aggregate amount not exceeding ₹ 1,500 Crore *(Rupees One Thousand*

Five Hundred Crore Only), notwithstanding that the money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and the free reserves of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought it, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

11. To revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211) and in this regard to consider and if thought it, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in modification of earlier resolution passed by the shareholders and subject to the provisions of sections 152, 196 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force and subject to the approval of the Central Government, if any required, and as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded for variation in the term of appointment of Shri Parthiv F. Patel (DIN: 00050211), Director, so as to make his office liable to retire by rotation;

RESOLVED FURTHER THAT all other terms of the appointment of Shri Parthiv F. Patel as a Director and Managing Director remain the same and unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 29, 2014
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.

2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms part of this Notice. The said Directors have furnished necessary consents / declarations for their appointment/re-appointment. Further, all the Independent Directors have affirmed that they meet the requirements specified under Clause 49 I(A)(iii) of the listing agreement in respect of their position as an "Independent Director" of the Company.

5. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

6. Copies of all documents referred to in the Notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 20.09.2014 to Friday, 26.09.2014 (both days inclusive).
8. The dividend as recommended by the Board of Directors, if approved by the Shareholders at the ensuing Annual General Meeting, shall be paid to those members/beneficial owners whose names appear on the register of members/depository records as at the closing hours of business on 19.09.2014.
9. The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. Members are requested to claim dividend, in case it remains unclaimed so far and also requested to correspond with the Company in this regard. Dividend not claimed within seven years will be transferred to Investor Education and Protection Fund.
10. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of the Annual General Meeting, to enable the Company to keep the information ready.
11. Members are requested to (a) Bring their copy of the annual report for the meeting, (b) Send to their depository participant/ Registrar, ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any. This is to avoid fraudulent encashment of dividend warrants, (c) Note that all correspondence relating to share transfers, transmission, change of address, duplicate share certificate and related matters should be addressed to Registrar and Transfer Agents of the Company, viz. MCS Limited, having its regional office at 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad–380009. Telephone No. (079) 26582878, Fax No. (079) 26581296, Email ID: mcsahmd@gmail.com, and (d) Quote their DP ID No. /Client ID No. or ledger folio number in all their correspondence.
12. Annual Report for 2013-14 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ Registrar and Share Transfer Agent unless where any Member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2013-14 along with the notice of Annual General Meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.sandesh.com and at www.nsdlindia.com for download. Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during the business hours on the working days. For any communication, the Members may also send requests to the Company's email id viz. investorsgrievance@sandesh.com.
13. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's Registrar and Share Transfer Agent in this regard.
15. The Securities and Exchange Board of India (SEBI) vide its circular dated March 21, 2013, has mandated that for making cash payments to the investors, the companies whose securities are listed on the Stock Exchanges shall use any Reserve Bank of India (RBI) approved electronic mode of payment such as ECS, RECS, NECS, NEFT, etc. The companies and the Registrar and Share Transfer Agents are required to seek relevant bank details of shareholders from depositories for making cash payment/ dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, the Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the Registrar and Share Transfer Agent for physical shares.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
17. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MCS Limited (RTA) / Company.
18. The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium/venue.
19. **VOTING THROUGH ELECTRONIC MEANS:**
    A. Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.
    B. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22.08.2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
    C. The e-voting period will commence at 9:30 a.m. on Saturday, 20.09.2014 and will end at 5:00 p.m. on Monday, 22.09.2014.
    D. The Company has appointed M/s. Jignesh A. Maniar & Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

E. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

PROCEDURE FOR E-VOTING

A. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

a) In case of Members receiving an e-mail from NSDL:

i. Open the PDF file 'TSL.Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

ii. Launch an internet browser and open https://www.evoting.nsdl.com

iii. Click on Shareholder - Login.

iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.

v. Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

vi. Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.

vii. Select 'EVEN' of The Sandesh Limited.

viii. Now you are ready for e-voting as 'Cast Vote' page opens.

ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

x. Upon confirmation, the message 'Vote cast successfully' will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at jignesh@gujoil.com with a copy marked to evoting@nsdl.co.in.

b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

i. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN(E-Voting Event Number)	USER ID	PASSWORD
——	——	——

ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

B. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

D. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, 22.08.2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.

E. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of Annual General Meeting. Accordingly, the voting period shall commence at 9:30 a.m. on Saturday, 20.09.2014 and will end at 5:30 p.m. on Monday, 22.09.2014. The e-voting module shall be disabled by NSDL at 5:30 p.m. on the same day.

F. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sandesh.com and on the website of NSDL within two days of passing or otherwise of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange.

20. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

21. In case of the Members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the Members, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 29, 2014
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

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

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

ITEM NOS. 5 to 8:

Shri Mukeshbhai Patel (DIN: 00053892), Shri Sudhirbhai Nanavati (DIN: 00050236), Shri Shreyasbhai Pandya (DIN: 00050244) and Shri Sandeep Singhi (DIN: 01211070) are the Independent Directors of the Company.

Shri Mukeshbhai Patel is on the Board of Directors of the Company since March 30, 2005, Shri Sudhirbhai Nanavati is on the Board of Directors of the Company since January 31, 2001, Shri Shreyasbhai Pandya is on the Board of Directors of the Company since December 30, 2005 and Shri Sandeep Singhi is on the Board of Directors of the Company since November 09, 2012.

All above Directors being eligible in terms of the provisions of section 149 and other applicable provisions of the Companies Act, 2013 (the Act, for short) and seeking reappointment, are proposed to be reappointed as Independent Director(s) for a term of five years upto March 31, 2019.

The Company has received notice in writing under the provisions of section 160 of the Act, from member along with the deposit of appropriate amount in each case proposing their respective candidature for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Act.

The Company has received from each of these directors respectively (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of section 149 of the Act. Each of the resolutions at Item nos. 5 to 8 seek the approval of the Members of the Company for appointment of each of them respectively as Independent Director of the Company upto March 31, 2019 pursuant to section 149 and other applicable provisions of the Act and the Rules made thereunder. In terms of provisions of Section 149(13) of the Act, none of them shall be liable to retire by rotation.

In the opinion of the Board of Directors, all these persons proposed to be appointed as Independent Directors, fulfill the conditions specified in the Act and the Rules made thereunder and they are independent of the Management.

A copy of the draft letters for the appointment of these persons as Independent Directors setting out the terms and conditions is available for inspection without any fee by the Members of the Company at the Registered Office on all working days between 11:00 am to 1:00 pm upto the date of this Annual General Meeting.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. A brief resume of each of these Independent Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this Annual Report.

Shri Mukeshbhai Patel is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Shri Mukeshbhai Patel may be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Shri Sudhirbhai Nanavati is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri Sudhirbhai Nanavati may be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Shri Shreyasbhai Pandya is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. The relatives of Shri Shreyasbhai Pandya may be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Shri Sandeep Singhi is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment. The relatives of Shri Sandeep Singhi may be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolutions set forth in Item Nos. 5 to 8 for approval by the Members of the Company.

ITEM NO. 9:

The Members of the Company had vide a resolution passed in their 61st Annual General Meeting held on September 10, 2004 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings, apart from temporary loans obtained from the bankers of the Company in the ordinary course of business, together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 200 Crore (Rupees Two Hundred Crore Only).

In accordance with the provisions of section 180(1)(c) of the Companies Act, 2013 (the Act, for short), the above said powers can be exercised by the Board of Directors of the Company only with the consent of the Members of the Company obtained by a Special Resolution.

It is necessary to obtain fresh approval of the Members of the Company by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Bankers of the Company in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

In view to meet financial requirements for the future projects as also for meeting other corporate requirements of the existing business of the Company, the borrowing limits previously sanctioned by the Members of the Company are proposed to be increased to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only).

The Board commends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 9 of the accompanying Notice of the Annual General Meeting.

ITEM NO. 10:

The existing Articles of Association ("AoA", for short) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the provisions of the Companies Act, 2013 ("the Act", for short).

The Act is now largely in force with Rules made thereunder. On September 12, 2013, the Ministry of Corporate Affairs ("MCA", for short) had notified 98 Sections for implementation and on March 26, 2014, MCA further notified most of the remaining Sections, barring those provisions which require sanction / confirmation of the National Company Law Tribunal. However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. In view of such circumstances, it is considered fit and expedient to entirely replace the existing AoA with a new set of AoA. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the Members of the Company. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10:00 a.m. and 12:00 p.m. up to the date of this Annual General Meeting.

The Board of Directors, therefore, submits the Resolution for your consideration and recommends it to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise, in the said Special Resolution.

ITEM NO. 11:

In terms of the provisions of section 152(6)(1) of the Companies Act, 2013, not less than two-third of the total number of the Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Provisions of section 149(13) of the Act provides that the retirement of the directors by rotation shall not be applicable to the independent directors and hence, while calculating the total number of the directors of the Company, independent directors shall not be included.

The Board of Directors of the Company comprises of total seven Directors out of which total four directors are independent directors and hence are not liable for determination by retirement by rotation. In order to comply with the requirement of the provisions of section 152(6)(a) of the Act, it is proposed to make the office of Shri Parthiv F. Patel (DIN: 00050211) liable to retire by rotation. Accordingly, the revised term of appointment Shri Parthiv F. Patel, with his office proposed to be rotational is now being placed before the Members of the Company for their approval. There is no other change or modification in the terms and conditions of his appointment.

A brief resume of Shri Parthiv F. Patel, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this Annual Report.

The Board of Directors, therefore, submits the Resolution at Item No. 11 for your consideration and recommends it to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Parthiv F. Patel, Shri Falgunbhai C. Patel, and Smt. Pannaben F. Patel, is deemed to be interested or concerned, financially or otherwise, in the said Special Resolution.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : May 29, 2014
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

Particulars of the Director/s seeking Appointment/Re-appointment at the ensuing Annual General Meeting pursuant to Clause-49 of the Listing Agreement :-

Name	PARTHIV PATEL
DIN Number	00050211
Date of Birth	26/07/1982
Date of Appointment	14/03/2002
Brief resume and Expertise in functional areas	Shri Parthiv Patel is the Managing Director of the Company. He has been associated with the Company for more than a decade. 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.
Educational qualification	B.A. with Business Finance from United Kingdom
Name of the other Companies in which he holds Directorship/ Committee Membership	**Other Directorship in:** 1) Dhanali Stock Holdings Private Limited 2) Autumnleaf Estates Private Limited 3) Satlon Enterprise Private Limited 4) Aarav Salt & Chemicals Private Limited 5) Aadesh Brine Private Limited **Other Commitee Membership in: NIL**

Name	SHRI MUKESH M. PATEL
DIN Number	00053892
Date of Birth	22/01/1954
Date of Appointment	30/03/2005
Expertise in functional areas	He is an Eminent International Tax Expert, an Eloquent Public Speaker, a Dedicated Professor, a Popular Columnist, a Versatile Author, an Articulate TV Anchor, an extensive Globe Trotter, an Accomplished Photographer, a Centurion Blood Donor. He enjoys the honour and distinction of having been conferred with several International Awards and Recognitions including 'Outstanding Speaker of the Twentieth Century', 'The Friend of NRIs Award', 'The Indo-Japanese Friendship Award & Imperial Medallion', 'The British Red Cross Salutation – The Cup of Joy & Life', 'Hall of Fame Acclaim on the World Academy of Speakers', 'Outstanding Young Professional of the World' , 'Honorary Fellowship of the World Assembly of Youth' and 'Honorary Life Membership of the International Tax Bar Association.' His all round contributions in diverse spheres of public life came to be featured in the biographic publication 'Trail Blazers of Gujarat.' In recognition of his dedicated contribution, noteworthy achievements and meritorious services both in his profession and in public life, he was awarded the first 'Outstanding Professional of Gujarat Award' by the All Gujarat Federation of Tax Consultants in January, 2010. He is a Visiting Professor at the Gujarat Law Society, the reputed Indian Institute of Management, Ahmedabad and the Adani Institute of Infrastructure Management, Ahmedabad and a Weekly Columnist on Direct Tax Laws in the leading dailies, he has devoted nearly 35 years for the cause of legal education and tax journalism, with the tally of his popularly read newspaper articles in Gujarati and English now nearing the 3,000 mark. His widely acclaimed annual publication in Gujarati, 'Practical Tax Planning & Ready Reckoner,' has been a record best seller ever since its release in 1979. 'Save Tax,' 'Smart Strategies for Tax Planning,' 'Practical Tax & Investment Planning,' 'Axe your Tax and Relax' and 'Tax Planning via Planning of Investments' are among the popular English Book Titles authored by him. His studied and thought provoking annual presentations on the Analysis of the Union Budget and other subjects relating to Tax and Investment Planning for the past over 30 years, which have crossed the 600 mark, are eagerly looked forward to. He conceived and anchored the first of its kind TV Serial on Tax Payer Education entitled 'Tax Free', which ran into 16 popular episodes on Doordarshan. His 16 innovative presentations in the serial 'Money Magic' on Zee Gujarati, focusing on Tax & Investment Planning, met with equally overwhelming response of the viewers. He has been regularly coordinating live discussion programmes on Expectations for the Union Budget and Post Budget Analysis on the Gujarati News Channel TV 9. Inspirational Reading and Creative Photography have been his spirited pursuits for years, which have bloomed and prospered during his extensive travel to over 75 countries, across all the six continents around the world. The Exhibition of his Photographs entitled 'Around the World through a Lens Eye,' received extensive appreciation. His Book 'Inspirational Gems to Empower your Life' and Timeless Calendar 'Enchanting Photo Classics with Inspirational A to Z Quotes' have been widely reviewed and acclaimed. As an Institution Builder, he has groomed and nurtured several leading institutions with his dynamic vision and leadership during his Presidential Tenure, prominent among them being the Ahmedabad Management Association, the Gujarat Chamber of Commerce & Industry, the Indo-Japan Friendship Association, Gujarat, the Indian Red Cross Society, Ahmedabad, the All Gujarat Federation of Tax Consultants, the Income-tax Appellate Tribunal Bar Association, the Income Tax Bar Association and the Tax Advocates Association. He has actively served on the Managing Bodies of apex organizations such as FICCI, ASSOCHAM, ICC and AIMA. He is also the Standing Counsel of The Indo-Japanese Economic Co-operation Council, The Indo-American Chamber of Commerce and The International Forum of NRIs. During his student days, he learned valuable lessons in leadership and public life, getting opportunity to spearhead the historic *Navnirman* Movement of 1974 as one of its front-rank leaders. His dynamic role as the think-tank and articulate spokesperson of the Movement came to be internationally lauded at the 'Round Table on Student Movements of the World' organized by the World Assembly of Youth at Geneva. An active Boy Scout at school, he also received the President's Scout Award & Medal. A champion supporter of the Red Cross and the Voluntary Blood Donation Movement, he has himself donated blood for 125 times. He has also supported the setting up of 'Mukesh M. Patel – AMA Academy for Public Speaking and Personality Development' at the Ahmedabad Management Association. The Academy aims at regularly organizing a variety of training programmes on Public Speaking and Personality Development, not only in Ahmedabad, but all over Gujarat. As the Vice President of the Dehgam Taluka Education Society, he has been instrumental in the setting up of a model educational complex for the benefit of the all-round education of rural youth. He is a Director on the Board of several leading public companies. He has also served as the Chairman of the Board of Directors of the Ahmedabad Stock Exchange.
Name of the other Companies in which he holds Directorship/ Committee Membership	**Other Directorship in:** ➢ Cadila Healthcare Limited ➢ Zydus Wellness Limited ➢ Hitachi Home & Life Solutions (India) Limited ➢ Desai Brothers Limited ➢ German Remedies Limited ➢ Cliantha Research Limited (Formerly known as BA Research India Limited) **Audit Committee - Chairmanship** ➢ Cadila Healthcare Limited ➢ Hitachi Home & Life Solutions (India) Limited ➢ Desai Brothers Limited ➢ Zydus Wellness Limited **Membership** ➢ Cliantha Research Limited (Formerly known as BA Research India Limited) **Shareholders/Investor Grievance Committee - Membership** ➢ Zydus Wellness Limited ➢ Cadila Healthcare Limited ➢ Hitachi Home & Life Solutions (India) Limited

Name	SHRI SUDHIRBHAI NANAVATI
DIN Number	00050236
Date of Birth	29/09/1947
Date of Appointment	31/01/2001
Educational qualification	B. Com, LLB.
Brief resume and Expertise in functional areas	He is a Senior Advocate practicing since 1971 in Supreme Court of India, Gujarat High Court, City Civil Court – Ahmedabad, Labour Court & Tribunals at Ahmedabad and other places i.e. Rajkot, Baroda, Surat etc., Bombay High Court, Tribunals at Bombay and Delhi, etc. Practicing in Civil, Constitutional Law, Labour Laws and Industrial Laws, Customs & Excise Laws, Conveyancing. Executive Vice President of the GUJARAT LAW SOCIETY, Member of The Gujarat Cancer & Research Institute (M.P. Shah Cancer Hospital), Member of The Gujarat Research and Medical Institute, Member of Gujarat Chamber of Commerce & Industry, Member of Central Board of Cricket Association, Trustee of Shree Hanuman Temple, Member of the Supreme Court Bar Association Member of International Law Association, Member of Iskcon and Member of State Advisory Committee, Gujarat Electricity Regulatory Commission.
Name of the other Companies in which he holds Directorship/ Committee Membership	**Other Directorship in:** 1) Sterling Abrasive Limited **Other Commitee Membership in: NIL**

Name	SHRI SHREYAS V. PANDYA
DIN Number	00050244
Date of Birth	01/10/1952
Date of Appointment	30/12/2005
Educational qualification	B.Com, Diploma in Printing Technology
Expertise in functional areas	He is the Managing Director of Sahitya Mudranalaya Pvt. Ltd., one of the largest Printing & Data Processing House of Gujarat and having certification of ISO 27001:2005. With 41 years of experience in Printing Industry he was awarded Guttenberg Award as Stalwart of Printing Industry by All India Federation of Master Printers. He is also awarded as Star Printer of SAARC Nations during September, 2009. Sahitya Mudranalaya is winner of Presidential Awards for excellence in printing. It has been awarded with certificate of excellence at the First South Asia Print Congress amongst SAARC Countries. It is also winner of several National and State Level awards under the management of Shri Shreyas V. Pandya. He is also empanelled as Security Printer by Indian Banks' Association for printing of MICR Instruments. He was president (2003-04) of Gujarat Chambers of Commerce and Industry. He was also Vice President (West) (1990-91) of All India Federation of Master Printers. He was President (1987-2003) of Ahmedabad Printing Press Association.
Name of the other Companies in which he holds Directorship/ Committee Membership	**Other Directorship in:** ➢ Sahitya Mudranalaya Pvt. Ltd. ➢ Tarang Estate Pvt. Ltd. ➢ Meghmalhar Enterprise Pvt. Ltd.

Name	SHRI SANDEEP SINGHI
DIN Number	01211070
Date of Birth	06/04/1966
Date of Appointment	09/11/2012
Brief resume and Expertise in functional areas	He is a Senior Advocate practicing in Gujarat High Court. He has a rich experience of over two decades in handling Corporate and Commercial Litigations, Arbitrations, Writs, Banking Laws, Securitization Act, Mergers and Demergers and other Company Law matters including matters relating to post Liquidation. He is also a member of the International Bar Association.
Educational qualification	B.Sc., LLB
Name of the other Companies in which he holds Directorship/ Committee Membership	**Other Directorship/Committee Membership in: NIL**

DIRECTORS' REPORT

To the Members,
The Sandesh Limited

Your Directors have pleasure in presenting the 71st Annual Report and the Audited Accounts for the financial year ended March 31, 2014.

1. FINANCIAL HIGHLIGHTS:- (₹ In Lacs)

Particulars	2013-14		2012-13	
Gross Profit of the Company before providing for		**8347.11**		9657.75
Less :				
Depreciation	**783.88**		814.21	
Taxation	**2242.35**		2295.33	
Managing Directors' Remunerations	**740.16**		785.73	
		3766.39		3895.27
Net Profit	**4580.72**		5762.48	
Add : Last year's carried forward balance	**2103.01**		694.77	
		6683.73		6457.25
APPROPRIATION				
Proposed Dividend	**302.78**		302.78	
Taxation	**51.46**		51.46	
Transfer to General Reserve	**4000.00**		4000.00	
Balance carried forward to Balance Sheet	**2329.49**		2103.01	
		6683.73		6457.25
DIVIDEND				
40% on 7569421 Equity Shares of ₹10/- each (Last year 40% on 7569421 Equity Shares of ₹10/- each)		**302.78**		302.78

2. REVIEW OF OPERATION:-

During the year under review, income from operations has increased by 2.07%, i.e. ₹ 31311.71 Lacs from ₹ 30,675.87 Lacs as compared to the previous Financial Year. Circulation revenue increased by 7.88% i.e. ₹ 564.91 Lacs during the Year from ₹ 7165.82 Lacs to ₹ 7730.73 Lacs. Advertisement revenue increased by 5.79% i.e. ₹ 1071.61 Lacs during the Year from ₹ 17717.49 Lacs to ₹ 18735.10 Lacs.

3. MODERNIZATION SCHEME:-

Your Company is conscious of modernizing production, process and has been continuous upgrading equipments, plants & machineries. During the year under review your Company has spent ₹ 106.85 Lacs (previous year ₹ 343.00 Lacs) in modernization of plants & machineries.

4. DIVIDEND:-

Your Directors are pleased to recommend dividend of 40% (₹ 4.00 per equity share of ₹ 10/- each), for the Financial Year ended March 31, 2014 (In previous Financial Year, dividend was declared @ 40% i.e. ₹ 4 per equity share). The proposed Dividend payment would entail an outflow of ₹ 354.24 Lacs including Dividend Tax.

5. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:-

The Company had declared dividend for the Financial Year 2005-06 and amount became due was transferred to the Investor Education and Protection Fund. The unpaid/unclaimed dividend for the financial year 2006-07 will be due for transfer to the "Investor Education & Protection Fund" established by the Central Government.

7. INVESTMENTS:-

The investment portfolio of your Company has remained the same during the year i.e. ₹ 15891.60 Lacs, as compared to the previous year.

8. BORROWING:-

The Company has been sanctioned limit of ₹ 9500 Lacs which is inclusive of cash credit, letter of credit and buyers' credit. However, your Company uses the borrowed funds very judiciously and it uses its internal cash generations to invest in the business.

9. CREDIT RATING:-

India's premier credit rating agency "Credit Analysis and Research Limited" has reaffirmed rating of CARE AA-[Double A Minus] assigned to the long term bank facilities. Further, it has reaffirmed the CARE A1+ [A one Plus] rating assigned to short term facilities.

10. DIRECTORS:-

Pursuant to the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, Your Company has, appointed Shri Mukeshbhai Patel, Shri Sudhirbhai Nanavati, Shri Shreyasbhai Pandya and Shri Sandeep Singhi as Independent Directors of the Company. The Company has received declarations from the said Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the said Clause 49. In accordance with the provisions of Section 149(4) and proviso to Section 152(5) of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the ensuing Annual General Meeting of the Company.

During the year under review, Shri Parthiv F. Patel (DIN: 00050211), retire by rotation, and being eligible offered himself for re-appointment. A brief resume, details of expertise and other directorships/committee memberships of the Director, form part of the Notice of the Annual General Meeting of the Members of the Company. Further, during the year under review, Shri Yogesh Jani (DIN: 06495782) had resigned as Director of the Company.

11. DIRECTORS' RESPONSIBILITY STATEMENT:-

As required under the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors' Report that:

a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year and of the profit of the Company for the year under review;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 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.

12. HUMAN RESOURCE INITIATIVES AND INDUSTRIAL RELATIONS:-

The employees of the Company are most valuable assets and your Company aims to align human resource practices with its business goals. Performance Management system enables a holistic approach to the issue of managing performance and does not limit to only an appraisal. Your Company takes pride of its highly motivated and committed team of employees. The employees performed to their full potential and contributed to the growth and development of the Company.

13. PARTICULARS OF EMPLOYEES:-

In terms of provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are set out in the Annexure to the Directors' Report. However, having regard to the provisions of section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Any Member interested in obtaining such particulars may inspect the same at the Registered Office of the Company or write to the Company Secretary for a copy.

14. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:-

The information required under the provisions of section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, as amended from time to time, forms part of this report and is annexed hereto as Annexure A to this Report.

15. PUBLIC DEPOSITS:-

Your Company has not invited or accepted any deposits from the public within the meaning of Section 58-A of the Companies Act, 1956, during Financial Year 2013-14. There were no over dues on account of either principal or interest on public deposits as at the year end. The Company may propose to invite and accept deposits from the Members and the public in accordance with Sections 73 to 76 of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014, as one of the modes to meet the fund requirements in the future. Attention of the Members is invited to the relevant item in the Notice of the Annual General Meeting and the Explanatory Statement thereto.

16. INSURANCE:-

All the significant properties and insurable interest of the Company, including building, plant and machinery and stocks are adequately insured.

17. AUDITORS:-

M/s. Manubhai & Shah (Formerly M/s. Manubhai & Co.), Chartered Accountants, Ahmedabad, (Firm Registration Number 106041W), who are the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. It is proposed to re-appoint them to audit the accounts of the Company and they would hold office from the conclusion of ensuing Annual General Meeting to the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting held after ensuing Annual General Meeting)

M/s. Manubhai & Shah has, under the provisions of section 139(1) of the Companies Act, 2013 and the Rules framed thereunder, furnished a certificate of their eligibility and consent for re-appointment.

The Notes on accounts and observations of the Auditors in their report on the Accounts of the Company are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

18. COST AUDIT:-

Pursuant to the directives of the Ministry of Corporate Affairs, the Company is required to submit a Compliance Report in respect of its printing and publication business. The Board of Directors of the Company has appointed M/s. Dalwadi & Associates, Cost Accountants, Ahmedabad as the Cost Auditor of the Company. Status of submission of Compliance Report for Printing and Publication Business for the financial year 2012-13 is: (a) Date of actual filing: 23.09.2013 (b) Due date of filing: 30.09.2013.

19. AUDIT COMMITTEE:-

The Audit Committee constituted in accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, reviewed, inter alia, the internal control system, scope of internal audit and compliance of related regulations. The Audit Committee also reviewed at length and approved the Financial Statements before the same were considered by the Board of Directors of the Company.

20. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

As required under the Listing Agreement with the Stock Exchanges, the reports on "Corporate Governance" as well as "Management Discussion and Analysis" are attached and forms part of the Directors' Report. A Certificate from the Statutory Auditors of the Company regarding compliance of conditions of the Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the report on Corporate Governance.

21. CORPORATE SOCIAL RESPONSIBILITY: -

Your directors have constituted Corporate Social Responsibility Committee comprising Shri Falgunbhai C. Patel as the Chairman and Shri Mukeshbhai Patel and Shri Shreyasbhai Pandya as other members. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board of Directors, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the said Policy and also recommending the amount to be spent on permissible activities under Corporate Society Responsibility.

22. DONATION:-

During the year under review, the Company has made donation of ₹ 30 Lacs for charitable and other purposes.

23. APPRECIATION:-

Your Directors wish to place on record their appreciation of the devoted services of the workers, staff and the officers at all levels, who have largely contributed to the efficient management of the Company.

24. ACKNOWLEDGEMENTS:-

Your Company continues to occupy a place of respect amongst stakeholders, most of all our valuable readers. Your Directors would like to express their sincere appreciation for assistance and co-operation received from advertising agents, selling agents, vendors and stakeholders including banks, Central and State Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

Registered Office:-
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad–380054
Date : 29/05/2014
Place : Ahmedabad

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

FALGUNBHAI PATEL
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE : "A"

(A) CONSERVATION OF ENERGY

(a) Energy Conservation and Measures taken : -

Though the operations of the Company are not energy intensive, efforts are made for conservation of energy on an on-going basis. The Company is not using DG set but uses alternate power lines if Mains failure. The Company has installed capacitor banks and filters for improvement in power factor. It has also installed UPS CTP machines/Computers/Image Setters on state power. The energy conservation initiatives have resulted in improvement of power factor.

(b) Additional Investments and Proposals, if any, being implemented for reduction in Consumption of Energy :-

The Company has installed high efficiency lighting fixtures and old high power consumption light fittings have been replaced by low power consumption light fittings.

(c) Impact of Measures at (A) & (B) above for Reduction of the Energy Consumption and Consequent Impact on Cost of Production :-

The cost of the energy consumption constitutes very small part of the cost of production and hence impact of measures is very insignificant.

(d) Total Energy Consumption and Energy Consumption per unit of Production:- Not Applicable.

(B) TECHNOLOGY ABSORPTION :- Not Applicable

i) Research & Development (R&D) : Not applicable

ii) Technology Absorption : Not applicable

(C) FOREIGN EXCHANGE EARNINGS AND OUT GO

Activities relating to export initiatives taken to increase exports, developments of new export markets for products and services and export plans:

The Company publishes Newspaper and other Publications in vernacular language, which have rare possibility of export.

TOTAL FOREIGN EXCHANGE USED AND EARNED

(₹ in Lacs)

Sr. No.	Particulars	2013-14
1.	Total Foreign Exchange used ₹	5984.98
2.	Total Foreign Exchange earned ₹	17.25

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Print media is one of the oldest and basic forms of mass communication and the contribution of print media in providing information and transfer of knowledge is remarkable. Even after the advent of electronic media, the print media has not lost its charm or relevance. Print media has the advantage of making a longer impact on the minds of the reader, with more in-depth reporting and analysis.

According to FICCI-KPMG Report 2014, the print sector continued to buck the global slowdown trend and the sector grew at a CAGR of 8.5 per cent this year to touch ₹ 243 billion. Regional markets performed exceedingly well on the back of steady advertiser spends, the state election impact and new launches. The print industry is expected to grow at a CAGR of 9 per cent for 2013-18, as against estimated 8.7 per cent expected last year. While English dailies continued to witness subdued growth in comparison to the overall industry growth, regional and vernacular markets performed exceedingly well on the back of low media penetration, high population growth and rising income and literacy levels. The growth of the overall print industry was, hence, largely driven by Hindi and the vernacular print markets. Traditionally, English language papers have enjoyed a substantial share in revenues; however, revenues from non-English papers are growing, erasing the traditional advantage that English papers enjoyed.

There are more than eighty thousand publications of various kinds in various languages registered with the Registrar of Newspapers of India, which functions under the Ministry of Information & Broadcasting.

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

Late Shri Chimanbhai S. Patel acquired the entire business from the original promoter in the year 1958, and had put his efforts to strengthen the activities carried out by "SANDESH". The editorial policy of the Company has always been based on basic journalistic values of objectivity and has not been influenced by any external forces. Presently, Shri Falgunbhai Patel, Chairman & Managing Director is running the entire business affairs of the Company along with Shri Parthiv Patel, Managing Director and a professional team of the Executives of the Company.

The Company had started its printing facilities at Baroda during 1985-86, at Surat during 1989-90, at Rajkot during 1990-91, at Bhavnagar during 1998-99 and at Bhuj during 2010-11 to cater to the semi urban and rural areas. The Company has now total seven editions, six editions from Gujarat and one edition from Maharashtra. The Company has its regional offices at Mumbai, Delhi, Kolkata, Bangalore, Chennai and Pune, which have experienced staff and well equipped communication facilities. The Company has a strong regional franchise, where it enjoys strong readership loyalty.

The Company has successfully launched an augmented reality app i.e. 'Sandesh Smart' which lets its readers access multimedia contents like videos, slideshows, social media connect, polls, interactive quizzes and much more by simply scanning the newspaper with their Smartphone. The Company has become the first regional newspaper brand in India to bring digital content through its newspaper with the launch of 'Sandesh Smart'.

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

The Company's News TV channel 'Sandesh News' has become immensely popular in a very short time and has also won the awards. Further, as a part of its out-of-home advertising activity, the Company has sites at all the major commercial areas in Ahmedabad. The Company is also successfully operating its real estate and finance businesses.

2. OPPORTUNITIES AND THREATS

Historically, the print media companies have expanded by increasing penetration and keeping the cover prices affordable, thus resulting in relatively lower circulation revenue growth. However, recently, the print media industry has been in a consolidation mode and circulation revenue growth for most print companies has been higher than the advertising revenue growth.

According to FICCI-KPMG Report 2014, among various media, Print and Television continued to be the primary media platforms, claiming nearly 82 per cent of total revenue and could continue to be the most dominant media for the next five years. Print media reported a sluggish growth of 8.7 per cent in 2013 clocking in approximately ₹ 163 billion which is 67 per cent of the total revenue generated by the medium, while the rest coming from circulation. Vernacular market saw 10.8 per cent growth in advertisement revenues, with English print reporting a sluggish growth of 5.2 per cent. Sectors which spent heavily on print were FMCG (12.3 per cent), automobiles (11.7 per cent), education (9.7 per cent) and real estate (8.7 per cent). FMCG, telecom and automobile have significantly increased their ad spend in 2013, from 2012, in print media. Year 2014 is expected to perform better than 2013 with an expected advertising revenue growth rate of 13.1 per cent.

Macro factors such as rising literacy and increasing penetration in semi-urban and rural areas are likely to ensure profitable growth for the print media sector. Future growth is largely driven by semi-urban and rural areas on account of increasing commercial activity, higher spending power and rising literacy. With the language print medium dominating in these areas, language newspapers are preferred over English newspapers.

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

"Sandesh Spotlight" is the OOH wing of the Company which has a vision 'To make an impact in the OOH market by combining Marketing Strength and Futuristic Approach'. The Company had procured various prestigious tenders like Bus Rapid Transit System Bus Shelters, AUDA & Ahmedabad Municipal Corporation. Sandesh Spotlight has properties in the prime locations in the city of Ahmedabad, covering the most prominent junctions & some of the busiest cross roads, and aims at strategically adding more so as

to be able to provide its clients with best visibility for their brands; in line with its mission - 'To work as a team with our clients to ensure better mileage and visibility for their brands'.

In terms of FICCI-KPMG Report 2014, year 2013 was a muted year for OOH Industry, primarily due to tough economic conditions. Total ad spend was approximately INR19.3 billion with a year on year growth rate of 5.5 per cent. Considering the local and direct nature of Outdoor advertising, sectors like Real estate, media and events and personal accessories were the top advertisers. Earlier a very high percentage of Out of Home media consumption was concentrated among 2-3 industry sectors. Upto 2011, 76 per cent of OOH media was consumed by 4 industry sectors viz. media and entertainment, FMCG, telecom and financial services6. Over the last two years several sectors like automobile, retail, white goods and real estate have increased their presence. Among OOH formats, billboards continue to be the preferred medium of choice generating 55 per cent of the advertising revenue. Transit OOH business continued to experience accelerated growth.

Better Planning, focused approach for the implementation of strategy and professionalization of the management will help the Company to have a sustained development of its business. Further, looking to the popularity of its newspaper amongst its readers, there seems to be no close threat from its competitors.

3. SEGMENT-WISE OR PRODUCT-WISE PERFOMANCE

a) Media:

This is the core business of the Company since its inception. The Company had been able to maintain its business volumes despite stiff competition in the regional media industry. The revenue from the media segment was ₹ 27390.83 Lacs during the Financial Year under review as against ₹ 25772.36 Lacs in previous Financial Year.

b) Finance Division:

The Company has been in the Financing business and during the year under review, the segment revenue from Finance Division was ₹ 3566.60 Lacs during the Financial Year under review as against ₹ 3954.37 Lacs in the previous year.

4. OUTLOOK, RISKS AND CONCERNS

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

The business outlook for the Print Media Industry and the Company looks good. Both readership and circulation of newspapers is growing in India.

The newsprint price is cyclical and is dependent on various factors. Prices of Newsprint are linked to global demand and they are volatile in nature due to fluctuation in USD. Newsprint costs for the print companies in India were hardening due to an increase in domestic newsprint price and rupee depreciation. However, the Company keeps close watch on the development on the Newsprint front. The Company uses imported as well as domestic newsprint and by judicious mix of them, tries to mitigate the high cost impact on the business operations.

The Company is continuously strengthening its market positions, reinforcing its relationships with Agents, Advertisers and providing high quality contents to its readers. The Company's website i.e. "www.sandesh.com" is a very popular website for the Gujarati community.

5. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company's internal control systems are adequate considering size and nature of operations of the Company, to meet regulatory/ statutory requirements, assure recording of all transactions and report reliable and timely financial information. The Audit Committee of the Board of Directors of the Company periodically reviews the internal control system and also internal audit reports.

6. DEVELOPMENTS ON HUMAN RESOURCE/INDUSTRIAL RELATIONS FRONT

The Company treats its employees as most valuable assets. The Company aims to align human resource practices with its business goals. The performance management system enables a holistic approach to the issue of managing performance and does not limit to only an appraisal. The Company takes pride of its highly motivated and committed team of its employees. The employees performed to their full potential and contributed to the growth and development of the Company. During the Financial Year, the industrial relations between the employees and management were calm and composed.

7. CORPORATE SOCIAL RESPONSIBILITIES (CSR)

The Company has started CSR initiatives with the objective to bring one of the biggest concerns of recent times into notice of its readers, engage them in its activities, start protecting the environment and make a better place for future generations. The Company has also formed a CSR Committee and adopted CSR Policy to implement various social actives. Following are few of the initiatives in this direction: 1) Sandesh BSE & CDSL Sherbazzar Seminars across the state of Gujarat 2) Inter Club Cricket Tournament 3) Weight Loss Seminar 4) State Billiard & Snooker Tournament 5) SME Forum 6) Photographer of the year competition 7) IIM insight 8) Navratri Festival celebrations at Ahmedabad, Baroda & Surat 9) Sandesh Student of The year 2013 competition 10) Board Exams Preparation Seminar 11) State Chess Tournament 12) Nirma Horizon 2014 13) Sandesh Radio City presents City ki Holi 14) Inter Club Volleyball Tournament 15) Rock Your Feet Dance Competition 16) IIM App Fest 17) Spandan at LD College Annual Fest 18) Inter School Basket Ball Competition 19) Tashan Thi Nache Gujarat Dance Competition.

8. DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE AND OUTLOOK

The Company has generated cash surplus of ₹ 5364.60/- Lacs as compared to ₹ 6576.68/- Lacs in the previous year. The Company, as planned, is gradually moving upwards in its core business and also strives hard to improvise its strengths to keep its dominance in the existing business and also explore opportunities available in new sectors.

9. CAUTIONARY STATEMENT

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

REPORT ON CORPORATE GOVERNANCE FORMING PART OF DIRECTORS' REPORT

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

Your Company firmly believes that Good Corporate Governance in any organization needs to be principle-based as well as simple, moral, accountable, responsive and transparent (SMART). The philosophy of the Company is to attain the highest standards of Corporate Governance by ensuring transparency in all its actions & operations and to maximize values of its stakeholders. The Company fully complies with all the provisions and stipulations laid down in the guidelines on the corporate governance as provided in Clause 49 of the Listing Agreements with the Stock Exchanges. This philosophy of the Company would ensure that it follows highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and best business practices.

2. BOARD OF DIRECTORS :

The Board of Directors of the Company consists of the Directors having varied experience in different areas and acknowledged as leading professionals in their respective fields. The composition of the Board is in conformity with the provisions of Clause 49 of the Listing Agreement. Shri Falgunbhai Patel, Managing Director, is the Chairman of the Board. The Board of Directors of the Company consists of 2 (two) Promoter - Executive Directors, 1 (one) Promoter - Non-Executive Director and 4 (four) Independent - Non-Executive Directors.

The details of composition of the Board, category of the Directors as well as their directorship/ membership in other companies/ committees are given below;

Name of Director	Category	Board Meetings held during the tenure	Board Meetings attended	Attendance at the last AGM held on 05.09.2013	Other Directorships held (including Pvt. Ltd. Companies) at the year ended	No. of Board Committees of which Chairman/ Member
Shri Falgunbhai Patel	Promoter, Executive	4	4	Yes	3	Nil
Shri Parthiv Patel	Promoter, Executive	4	4	Yes	5	Nil
Smt. Pannaben Patel	Promoter, Non-Executive	4	4	No	Nil	Nil
Shri Sudhir Nanavati	Independent, Non-Executive	4	2	No	1	Nil
Shri Mukesh Patel	Independent, Non-Executive	4	4	Yes	6	8
Shri Shreyas Pandya	Independent, Non-Executive	4	4	Yes	3	Nil
Shri Sandeep Singhi	Independent, Non-Executive	4	4	No	Nil	Nil
Shri Yogesh Jani	Professional, Executive	4	2	Yes	Resigned	Resigned

Yes – Attended, No – Not Attended

Details of Membership/Chairmanship of Audit Committees and Stakeholders Relationship Committee only are considered in terms of Clause-49 of the Listing Agreement.

All the relevant information about production, sales, financial results, loan & investments, capital expenditure proposals, share transfers, demat/remat compliance, status of statutory dues payment etc., are regularly placed before the Board for their review/ approval. The Board, on quarterly basis, reviews the compliance reports of the applicable laws submitted by the heads of the respective departments/ divisions.

During the year under review, total 4 (four) meetings of the Board of Directors were held on 27.05.2013, 12.08.2013, 01.11.2013 and 13.02.2014. Further, during the year under review Shri Yogesh Jani has resigned as Director of the Company effect from 25.03.2014. The Company has observed the Corporate Governance provisions of the Listing Agreement for conducting the Board Meetings.

Personal shareholding of the Non-Executive Directors is as follows;

Sr. No.	Name of the Director	No. of Equity shares as on 31/03/2014
1.	Shri Sudhir Nanavati	250
2.	Shri Mukesh Patel	Nil
3.	Shri Shreyas Pandya	51,600
4.	Smt. Pannaben Patel	6,300
5.	Shri Sandeep Singhi	Nil

3. AUDIT COMMITTEE :

The constitution of the Audit Committee of the Board of Directors of the Company is in conformity with the provisions of section 292A of the Companies Act, 1956 read with the provisions of Clause-49 of the Listing Agreement with the Stock Exchanges. The Audit Committee consists of Shri Mukesh Patel, who is the Chairman of the Committee, Shri Sudhir Nanavati, Shri Shreyas Pandya and Shri Sandeep Singhi, as the members. The Company Secretary of the Company acts as the Secretary to the Committee.

The Audit Committee of the Company has been mandated with the same terms of reference specified in Clause 49 II of the Listing Agreement. These terms also fully conform to the requirements of section 292A of the Companies Act, 1956.

During the year under review total 4 (four) meetings of Audit Committee were held on 27.05.2013, 12.08.2013, 01.11.2013 and 13.02.2014. The attendance of the Members of the Audit Committee is as under;

		Date-wise attendance of Audit Committee Meeting during the F.Y 2013-2014			
Sr.No.	**Name of the Members**	**27.05.2013**	**12.08.2013**	**01.11.2013**	**13.02.2014**
1.	Shri Mukesh Patel	Yes	Yes	Yes	Yes
2.	Shri Sudhir Nanavati	Yes	No	Yes	No
3.	Shri Shreyas Pandya	Yes	Yes	Yes	Yes
4.	Shri Sandeep Singhi	Yes	Yes	Yes	Yes

Yes – Attended, No – Not Attended

The Statutory Auditors, the Internal Auditors, the Finance & Accounts Head and the Managing Directors of the Company usually invited to attend the meetings of the Audit Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

4. REMUNERATION COMMITTEE :

The Remuneration Committee of the Board presently consists of four (4) Independent Non-Executive Directors viz. Shri Sudhir Nanavati, who is the Chairman of the Committee, Shri Mukesh Patel, Shri Shreyas Pandya and Shri Sandeep Singhi, as the Members of the Committee. The decisions regarding the remuneration of the Executive Directors are taken by the Remuneration Committee and placed before the Board of Directors subject to such approvals from the shareholders and the Central Government, as and when necessary. The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review a meeting of Remuneration Committee was held on 27.05.2013. The attendance of the Members of the Audit Committee is as under;

		Date-wise attendance of Remuneration Committee Meeting during the F.Y 2013-2014
Sr.No.	**Name of the Members**	**27.05.2013**
1.	Shri Sudhir Nanavati	Yes
2.	Shri Mukesh Patel	Yes
3.	Shri Shreyas Pandya	Yes
4.	Shri Sandeep Singhi	Yes

Yes – Attended, No – Not Attended

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (ERSTWHILE SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE) :

The Stakeholders Relationship Committee of the Board presently consists of four (4) Independent Non-Executive Directors viz. Shri Sudhir Nanavati, who is the Chairman of the Committee, Shri Mukesh Patel, Shri Shreyas Pandya and Shri Sandeep Singhi, as the Members of the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee looks into redressing the Investors grievances/complaints viz. non-receipt of dividend or Annual Report, delay in share transfer etc., considers & approves share transfer, transmission, transposition, dematerialization, Rematerialization, deletion of names, splitting and consolidation and issuance of duplicate shares etc. During the year under review, 4 (Four) meetings of the Stakeholders

Relationship Committee were held on 27.05.2013, 12.08.2013, 01.11.2013 and 13.02.2014. The attendance of the Members of the Stakeholders Relationship Committee is as follows;

		Date-wise attendance of Stakeholders Relationship Committee Meeting during the F.Y 2013-2014			
Sr.No.	**Name of the Members**	**27.05.2013**	**12.08.2013**	**01.11.2013**	**13.02.2014**
1.	Shri Sudhir Nanavati	Yes	No	Yes	No
2.	Shri Mukesh Patel	Yes	Yes	Yes	Yes
3.	Shri Shreyas Pandya	Yes	Yes	Yes	Yes
4.	Shri Sandeep Singhi	Yes	Yes	Yes	Yes

Yes – Attended, No – Not Attended

The number of the complaints received and resolved to the satisfaction of the shareholders during the financial year under review is as under;

Sr.No.	Particulars	Status of Complaints
1.	No. of complaints received from the shareholders during the financial year from 01.04.2013 to 31.03.2014	17
2.	No. of complaints resolved during the financial year from 01.04.2013 to 31.03.2014	17
3.	No. of complaints pending at the end of the year as on 31.03.2013	Nil
4.	No. of complaints pending at the end of the year as on 31.03.2014	Nil
5.	No. of pending transfer as on 31.03.2014 due to certain defects	215

COMPLIANCE OFFICER :- Shri Dhaval Pandya, Company Secretary, is the Compliance Officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges in India.

6. REMUNERATION OF DIRECTORS :

A statement on the remuneration paid to the Executive & Non-Executive Directors is given below:

(Amount ₹ In Lacs)

Name of the Directors	Salary	Commission*	Perquisites & Allowances	SittingFee	Total Remuneration
Shri Falgunbhai Patel	107.50	285.00	1.09	—-	393.59
Shri Parthiv Patel	61.57	285.00	—-	—-	346.57
Shri Sudhir Nanavati	—-	—-	—-	0.05	0.05
Shri Mukesh Patel	—-	—-	—-	—-	—-
Shri Shreyas Pandya	—-	—-	—-	—-	—-
Smt. Pannaben Patel	—-	—-	—-	—-	—-
Shri Sandeep Singhi	—-	—-	—-	0.10	0.10
Shri Yogesh Jani	6.12	—-	—-	—-	6.12

**Payable in Financial Year 2014-2015*

7. DISCLOSURES

A) Disclosures on materially significant related party transactions i.e. transactions by the Company of material nature, with its promoters, the directors or the management, the relatives etc. that may have potential conflicts with the interest of the Company at large:

During the year under review, there is no transaction by the Company of material nature, with its promoters, the directors or the management, the relatives etc. that may have potential conflicts with the interest of the Company at large. All the transactions with the related parties are disclosed in Note No. 33 of "Notes on Accounts" annexed to the Financial Statements for the year.

B) Details of non-compliance by the Company, penalties imposed on/strictures passed against, the Company by Stock Exchange or SEBI or other authority on any matter related to Capital Markets, during last three years: None during the year under review.

C) The Company has established a vigil mechanism; however, there was no formal whistle blower policy. The Board has approved and adopted a Whistle Blower Policy at its meeting held on May 29, 2014, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company and in case where the concern involves the Senior Management, to the Audit Committee, and make disclosures about unethical conduct, actual or suspected fraud or violation of the Code of Conduct prescribed by the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the said Policy. The Company affirms that no director or employee of the Company has been denied access to Management or to the Audit Committee during the year.

D) The Company has a system of periodic review and reporting of risk assessment by senior executives to the Board of Directors with a view to minimize risks. The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.

E) A qualified practicing Company Secretary had carried out audit to reconcile the total admitted capital with the Depositories and the total issued & listed capital. The total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with the Depositories.

8. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Certificate from the Auditors of the Company, M/s. Manubhai & Shah, Chartered Accountants, confirming compliance with the provisions of the corporate governance as provided in the Clause-49 of the Listing Agreement, is attached to the Directors' Report forming part of the Annual Report.

9. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

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

10. GENERAL BODY MEETING

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

No. of AGM	Financial Year	Date	Time	Venue at	Special Resolution passed
70th	2012-13	05.09.2013	**10:00 a.m.**	Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad–380006	1. Appointment with remuneration of Shri Yogesh Jani, as a Whole-Time-Director of the Company. 2. Re-appointment with revised remuneration of Shri Parthiv Patel as a Managing Director of the Company. 3. Alteration of the Articles of Association by deleting Article 99 in its entirely.
69th	2011-12	30.08.2012	**10:00 a.m.**	Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad–380006	Not applicable
68th	2010-11	05.08.2011	**10:00 a.m.**	Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad–380006	1. Reappointment with revised remuneration of Shri Falgunbhai Patel as a Managing Director of the Company. 2. Alteration of the Articles of Association

No Extra Ordinary General Meeting was held during the financial year 2013-2014.

Postal Ballot: During the year under review, no Resolution was passed through postal ballot under the provisions of Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 nor any resolution is proposed to be conducted through postal ballot.

11. MEANS OF COMMUNICATION

The Financial Results of the Company will be reported as mentioned below:

Half yearly report sent to shareholders	:	No, but the results of the Company are published in the newspapers.
Quarterly Results normally published in	:	In English daily – The Economic Times/ The Financial Express & in Regional Daily (Gujarati) "Sandesh"
Any website	:	BSE Limited (www.bseindia.com), National Stock Exchange of India Ltd. (www.nse-india.com) and The Sandesh Limited (www.sandesh.com)
Whether it also displays official news release and the presentation made to Institutional Investors or to the analysis.	:	Not Applicable
Whether Management Discussion & Analysis Report is a part of Annual Report.	:	Yes. The Management's Discussion and Analysis Report forms part of the Annual Report and is displayed on the Company's website www.sandesh.com

12. SHAREHOLDERS' GENERAL INFORMATION

(A) 71st Annual General Meeting : Date : Friday, the 26th day of September, 2014
Time : 10:00 a.m.
Venue : Gujarat Law Society Auditorium, G.L.S. G.L.S. Collage Campus, Opp. Law Garden, Ellisbridge, Ahmedabad–380006 (Gujarat)

(B) Financial Year : Financial Year of the Company is for a period of 12 months from 1st April to 31st March.

(C) Book Closure : 20.09.2014 to 26.09.2014 (both days inclusive)

(D) Dividend Payment date : On or after 30.09.2014, if declared at the 71st Annual General Meeting

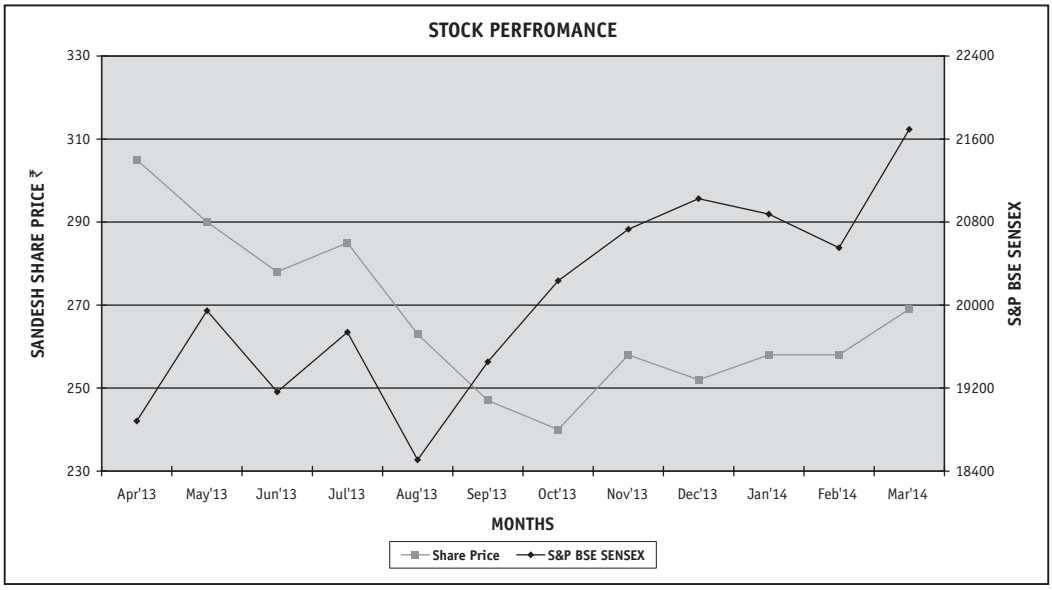
(E) Listing of Stock Exchanges : **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai–400001 [Scrip No. : 526725]
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai–400051 [Symbol : SANDESH (EQ.)]
The Company has paid the Annual Listing Fees for the financial year 2014-2015 to the above Stock Exchanges and also paid the Annual Custody/ Custodial Fees to the Depositories i.e. National Securities Depository Limited (NSDL), Mumbai & Central Depository Services (India) Limited (CDSL), Mumbai for the financial year 2014-2015.

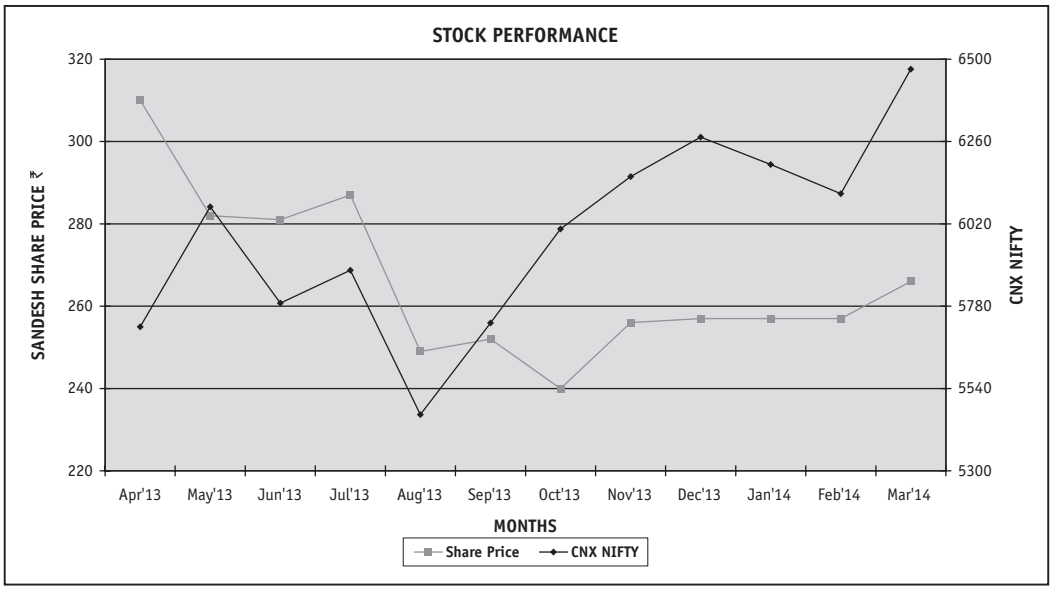
(F) ISIN Number : INE583B01015

(G) Monthly High & Low : For the financial year 2013-2014

Month	Share price of The Sandesh Limited at Listed Stock Exchanges						S&P BSE SENSEX		CNX NIFTY (NSE)	
	BSE (Scrip Code : 526725)			**NSE [Symbol – SANDESH(EQ.)]**						
	Highest (₹)	Lowest (₹)	No. of Shares traded	Highest (₹)	Lowest (₹)	No. of Shares traded	Highest	Lowest	Highest	Lowest
April, 2013	329.85	280.00	1105	349.00	270.00	4833	19622.68	18144.22	5962.30	5477.20
May, 2013	308.00	271.55	46238	293.95	269.10	44801	20443.62	19451.26	6229.45	5910.95
June, 2013	299.00	256.10	35754	297.00	264.60	21955	19860.19	18467.16	6011.00	5566.25
July, 2013	309.90	261.00	7856	309.00	264.60	28658	20351.06	19126.82	6093.35	5675.75
August, 2013	290.00	236.00	2462	265.00	232.00	287	19569.20	17448.71	5808.50	5118.85
September, 2013	256.00	237.15	3049	258.00	245.00	1384	20739.69	18166.17	6142.50	5318.90
October, 2013	255.00	225.00	2127	259.00	220.00	2887	21205.44	19264.72	6309.05	5700.95
November, 2013	265.00	250.00	2273	264.00	247.30	3929	21321.53	20137.67	6342.95	5972.45
December, 2013	261.95	242.00	674	265.00	248.00	3999	21483.74	20568.70	6415.25	6129.95
January, 2014	269.75	246.05	4281	272.00	241.05	7202	21409.66	20343.78	6358.30	6027.25
February, 2014	267.75	247.60	5676	268.00	246.00	5342	21140.51	19963.12	6282.70	5933.30
March, 2014	288.00	249.95	38083	285.00	246.00	10468	22467.21	20920.98	6730.05	6212.25

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





(H) Registrar & Share Transfer Agent : MCS Limited, having its regional office at 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009.
Telephone No. (079) 26582878, Fax No. (079) 26581296,
Email ID: mcsahmd@gmail.com

(I) Share Transfer System : MCS Limited is the Registrar & Share Transfer Agent for entire functions of the share registry, both for physical transfers as well as issue of duplicate/ dematerialization/ Rematerialization/consolidation/ split/transmission/name deletion etc. of shares

(J) Distribution of Shareholding as on March 31, 2014:

No. of Shares (Range)		Total Nos. of Shares		Total Nos. of Holders	
From	To	Shares	(%)	Holders	(%)
1	500	355623	4.70	3264	94.01
501	1000	70225	0.93	93	2.68
1001	2000	52620	0.69	37	1.07
2001	3000	30727	0.41	13	0.37
3001	4000	39681	0.52	11	0.32
4001	5000	42400	0.56	9	0.26
5001	10000	110624	1.46	16	0.46
10001	50000	267785	3.54	13	0.37
50001	Above	6599736	87.19	16	0.46
T O T A L è		7569421	100.00	3472	100.00

(K) Categories of Shareholding as on March 31, 2014 :

Sr. No.	Category	No. of shares in Demat form	No. of shares in Physical form	Total No. of Shares held	% of Total shareholding	Total No. of shareholders
1.	Promoters	5663017	——	5663017	74.81	12
2.	Mutual Fund /UTI	——	500	500	00.01	1
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institution, Non-Government Institutions)	——	——	——	——	——
4.	Foreign Institutional Investors	——	——	——	——	——
5.	Private Corporate Bodies	1011676	6400	1018076	13.45	130
6.	Indian Public (Individual/ HUF)	704481	161552	866033	09.80	3307
7.	NRIs/ OCBs	18695	3100	21795	01.81	22
8.	GDR	——	——	——	——	——
GRAND TOTAL è		**7397869**	**171552**	**7569421**	**100.00**	**3472**

(L) Dematerialization & Liquidity Details : As on 31st March, 2014, total 2454 shareholders were holding 7397869 equity shares out of total 7569421 equity shares in Dematerialized Form, which constitute 97.73% of the total Share Capital of the Company. Promoters of the Company hold their 100% shareholding in Dematerialized Form. The Shares of your company are regularly traded in BSE and NSE.

(M) Outstanding GDR/ADR / Warrants or any convertible instruments : Not Applicable

(N) Plants / Press Locations :

1) "SANDESH BHAVAN", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, AHMEDABAD
2) "SATYESH BHAVAN", B/h. Jalaram Temple, Bahucharaji Road, Karelibaug, BARODA
3) "SATYESH BHAVAN", Dakoriya Mill Compound, Near Gurudev Petrol Pump, Khatodara GIDC, Bamroli Road, SURAT
4) "SANDESH BHAVAN", OPP. Sat Hanuman, Navagam, Rajkot-Ahmedabad Highway, RAJKOT
5) "SATYESH BHAVAN", Ruvapari Road, BHAVANAGAR
6) Godown No. 3, Gujarat State Warehousing Corporation, Near Atmaram Circle & Bajaj Showroom, Bhuj Madhapar Road, BHUJ.

(O) Other information for Members:

Action required regarding non-receipt of dividends:

i. Pursuant to Sections 205A and 205C of the Companies Act, 1956 (or as amended/re-enacted) all unclaimed/unpaid dividend for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.

ii. In case of non receipt/non encashment of the dividend warrants, Members are requested to correspond with the Company.

iii. Ministry of Corporate Affairs has notified the Investors Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 in compliances of which the Company regularly uploads the details of unpaid and unclaimed dividend on the website of the Company.

Insider Trading and Disclosures:

SEBI has enacted SEBI (Prohibition of Insider Trading) Regulations, 1992 to prohibit insider trading and protect the rights of investors. Initial and continual disclosures are required to be made in terms of the said Regulations. Any person who holds more than 5% shares or voting rights in any listed company shall disclose to the Company in Form A, the number of shares or voting rights held by such person, on becoming such holder, within 2 working days of (a) receipt of intimation of allotment of shares, or (b) acquisition of shares or voting rights, as the case may be. Any person who holds more than 5% shares or voting rights in any listed company shall disclose to the Company in Form C, the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in such holdings from the last disclosure made under sub-regulation (1) or under this sub-regulation and such change exceeds 2% of total shareholding or voting rights in the Company.

(P) Address for correspondence :

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

1. **THE SANDESH LIMITED**, "Sandesh Bhavan", Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad – 380054 (Gujarat).
   Phone No. : 079-40004000, Fax No. : 079-40004242
   Email : investorsgrievance@sandesh.com
2. **MCS LIMITED**, Registrar & Share Transfer Agent, Unit: The Sandesh Limited, 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad–380009 (Gujarat)
   Phone No.: (079) 26582878, Fax No.: (079) 26581296
   Email : mcsahmd@gmail.com

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

Managing Director and Chief Financial Officer Certificate (As per Clause 49 of the Listing Agreement):

We certify that:

1. We have reviewed the Balance Sheet and Profit & Loss Account and all the Schedules and Notes on accounts, as well as the cash flow statement and the Directors' Report.

2. To the best of our knowledge and belief:

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

3. To the best of our knowledge and belief, there are, no transactions entered into by the Company during the year, which are fraudulent, illegal or violating the Company's code of conduct.

4. We are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.

5. We have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:

a. There were no significant deficiencies in the design or operation of the internal controls, that could adversely affect the company's ability to record, process, summarize and report financial data, and there have been no material weaknesses in the internal controls over financial reporting including any corrective actions with regard to deficiencies;

b. There were no significant changes in internal control over financial reporting during the year covered by this Report;

c. There were no instances of fraud of which we are aware, that involve the management and capital or other employees who have a significant role in the company's internal control system;

d. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.

Date : May 29, 2014
Place : Ahmedabad

Falgunbhai C. Patel
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

ANNEXURE TO CORPORATE GOVERNANCE REPORT
DECLARATION REGARDING AFFIRMATION OF THE CODE OF CONDUCT

In terms of the requirements of Clause-49 of the Listing Agreement, this is to confirm that all the Members of the Board and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

For, **THE SANDESH LIMITED**

Place : Ahmedabad
Date : May 29, 2014

Falgunbhai C. Patel
Chairman & Managing Director

CERTIFICATE

TO THE MEMBERS, OF THE SANDESH LIMITED

We have examined the compliance of conditions of Corporate Governance by THE SANDESH LIMITED for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors & the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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.

For, **MANUBHAI & SHAH**,
Chartered Accountants
Firm registration no: 106041W

[K. B. SOLANKI]
Partner
Membership No. 110299

Date : May 29, 2014
Place : Ahmedabad

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
THE SANDESH LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **THE SANDESH LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("The Act") read with the General Circular 15 / 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
(b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter:

We draw attention to Note No. 31 regarding non-adjustment of claims under arbitration. Our opinion is not qualified on this matter.

Report on Other Legal and Regulatory Requirements

1 As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2 As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15 / 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For, MANUBHAI & SHAH
Chartered Accountants
Firm Registration No: 106041W

[K. B. Solanki]
Partner
Membership No. 110299

Place : Ahmedabad
Date : May 29, 2014

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

1. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. As explained us, the fixed assets have been physically verified by the management once in a year which we consider reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. In our opinion, the Company has not disposed of substantial part of fixed assets during the year.

2. In respect of its inventories:

a. As explained to us, the inventories have been physically verified by management at reasonable intervals.

b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.

c. In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. In respect of loans granted and taken to / from parties covered in the register maintained u/s 301 of the Act:

a. According to the information and the explanations given to us, the company has not granted any loans or advances in the nature of loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Consequently, requirement of clauses {iii (a) to (d)} of the paragraph 4 of 'the Order' are not applicable.

b. The Company has taken loans from four parties listed in the register maintained under section 301 of the Companies Act, 1956. The aggregate maximum amount involved was ₹3878.72 Lacs and year-end balance was aggregating to ₹ 884.86 Lacs.

c. In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans obtained are not prima facie prejudicial to the interest of the Company.

d. In respect of the loan taken by the Company, interest payments are regular and principal amount is repayable on demand.

4. In respect of internal control:

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5. In respect of transactions need to be entered into a register maintained u/s 301 of the Act:

a. According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5 Lacs in respect of any party during the year have been made at prices which appear reasonable as per information available with the company.

6. In respect of deposits from public

In our opinion and according to the information and explanations given to us, the Company has not accepted public deposit within the meaning of section 58A and the Companies (Acceptance of Deposits) Rules, 1975. We are informed that no order has been passed by Company Law Board or National Company Law Tribunal or any Court or other tribunal in this regard.

7. In respect of internal audit system

The Company has appointed a firm of Chartered Accountant as internal auditors. Based on the reports of internal auditors, in our opinion the internal audit System is commensurate with the size and nature of the Company's business.

8. In respect of maintenance of cost records

The Central Government has prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of publication of newspapers and periodicals. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion, that *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.

9. In respect of statutory dues:

a. According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty and other material statutory dues applicable to it.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax and customs duty were in arrears, as at March 31, 2014 for a period of more than six months from the date they became payable.Amounts due and outstanding for a period exceeding six months as at March 31, 2014 to be credited to Investor Education and Protection Fund of ₹ 4.05 Lacs, which are held in abeyance due to pending legal cases, have not been considered.

c. According to the information and explanation given to us, there are no dues of income tax, wealth tax, service tax, excise duty and customs duty which have not been deposited on account of any dispute.

10. In respect of accumulated losses and cash losses

The company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.

11. In respect of dues to financial institution / banks / debentures

Based on our audit procedure and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank.

12. In respect of loans and advances granted on the basis of security.

We are of the opinion that the company has maintained adequate record in respect of loans and advances granted on the basis of security by way of pledge of shares, debentures and other similar debentures.

13. In respect of provisions applicable to Chit fund

The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the reporting requirement of clause 4(xiii) of 'the Order' is not applicable to the Company.

14. In respect of dealing or trading in shares, securities, debentures and other investment

In our opinion and according to the information and explanation given to us, the Company has maintained proper records of transactions and contracts in respect of trading in shares / units of mutual funds and timely entries have been made therein. All shares / units of mutual fund have been made by the Company in its own name.

15. In respect of guarantee given for loans taken by others

According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

16. In respect of application of term loans

The Company has not obtained term loan during the year.

17. In respect of fund used

According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that funds raised on short – term basis prima facie have not been used for long term investment.

18. In respect of preferential allotment of shares

During the year, the Company has not made preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956.

19. In respect of securities created for debentures

The Company has not issued any debentures during the year.

20. In respect of end use of money raised by public issues

The Company has not raised any money by way of public issue during the year.

21. In respect of fraud

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

For, MANUBHAI & SHAH
Chartered Accountants
Firm Registration No: 106041W

[K. B. Solanki]
Partner
Membership No. 110299

Place : Ahmedabad
Date : May 29, 2014

BALANCE SHEET AS AT MARCH 31, 2014

(₹ in lacs)

PARTICULARS	Note No.	As at March 31, 2014	As at March 31, 2013
A Equity and Liabilities			
I Shareholders' Funds			
a Share Capital	2	756.94	756.94
b Reserves and Surplus	3	39 331.00	35 104.92
		40 087.94	**35 861.86**
II Non-current Liabilities			
a Deferred Tax Liability (Net)	4	524.23	584.93
b Other Long Term Liabilties	5	755.47	740.59
c Long Term Provisions	6	152.93	139.60
		1 432.63	**1 465.12**
III Current Liabilities			
a Short Term Borrowings	7	5 615.87	6 767.62
b Trade Payables	8	1 299.75	793.77
c Other Current Liabilities	9	5 866.22	5 366.82
d Short Term Provisions	10	379.55	401.32
		13 161.39	**13 329.53**
Total		**54 681.96**	**50 656.51**
B ASSETS			
I Non Current Assets			
a Fixed Asset	11		
i Tangible asset		6 790.92	7 404.45
ii Intangible Asset		56.00	56.00
iii Capital work-in-progress		24.61	21.55
b Non Current Investments	12	15 891.60	15 891.60
c Long Term Loans and Advances	13	7 147.08	2 257.83
d Other Non Current asset	14	4 536.58	2 871.60
		34 446.79	**28 503.03**
II Current Asset			
a Inventories	15	3 147.93	2 515.91
b Trade Receivables	16	5 116.44	5 010.46
c Cash and Bank Balances	17	3 802.09	2 732.02
d Short term loans and advances	18	8 168.71	11 895.09
		20 235.17	**22 153.48**
Total		**54 681.96**	**50 656.51**

Statement of Significant Accounting Policies	1
Notes form an integral part of accounts	2 to 34

As per our report of even date attached

For, Manubhai & Shah,
Chartered Accountants
Firm registration no: 106041W

K.B. SOLANKI
Partner
Membership No. 110299

Ahmedabad
Dated: 29/05/2014

Sanjay Kumar Tandon
Chief Financial Officer

Dhaval Pandya
Company Secretary

For and on behalf of the Board,

Falgunbhai Patel
Chairman & Managing Director

Parthiv Patel
Managing Director

Ahmedabad
Dated: 29/05/2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in lacs)

	PARTICULARS	Note No.	For the year 2013-14	For the year 2012-13
I	**Revenue From Operations**	19	31 311.71	30 675.87
II	Other Income	20	162.44	328.05
III	Total Revenue (I + II)		**31 474.15**	**31 003.92**
IV	**Expenses ::**			
	a Cost of material consumed	21	12 946.56	11 983.83
	b Purchase of Stock in Trade	22	297.60	962.12
	c Employee Benefits Expense	23	2 307.89	2 077.39
	d Finance Cost	24	807.07	537.81
	e Depreciation and Amortisation Expenses		784.28	814.60
	Less : Transfer from Revaluation Reserve		0.40	0.40
			783.88	814.20
	f Other expenses	25	7 488.83	7 533.45
	Total Expenses		**24 631.83**	**23 908.80**
V	**Profit before exceptional item and tax (III - IV)**		**6 842.32**	**7 095.12**
VI	Exceptional Items	26	(19.25)	962.69
VII	**Profit Before Tax**		**6 823.07**	**8 057.81**
VIII	**Tax Expenses ::**			
	a Current Tax		2 381.75	2 550.00
	b Adjustment of Previous Year taxes		(78.70)	(183.61)
	c Deferred Tax		(60.70)	(71.06)
IX	**Profit for the Year (VII - VIII)**		**4 580.72**	**5 762.48**
X	Earnings per Equity Share:			
	Basic and Diluted - ₹ 10/- Per Share	27	60.52	67.83
	Statement of Significant Accounting Policies	1		
	Notes form an integral part of accounts	2 to 34		

As per our report of even date attached

For, Manubhai & Shah,
Chartered Accountants
Firm registration no: 106041W

K.B. SOLANKI
Partner
Membership No. 110299

Ahmedabad
Dated: 29/05/2014

Sanjay Kumar Tandon
Chief Financial Officer

Dhaval Pandya
Company Secretary

For and on behalf of the Board,

Falgunbhai Patel
Chairman & Managing Director

Parthiv Patel
Managing Director

Ahmedabad
Dated: 29/05/2014

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

Particulars	For the Year ended March 31, 2014 ₹ In Lacs	For the Year ended March 31, 2013 ₹ In Lacs
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	6823.07	8057.81
Adjustments for		
Depreciation	783.88	814.20
Loss/(Profit) of Sale/Discard of Fixed Assets	19.25	(962.69)
Dividend Income	(5.18)	(141.24)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	7621.02	7768.08
Adjustments for		
Trade and Other Receivables	(105.99)	1250.89
Inventories	(632.01)	519.04
Payables	629.38	366.99
Other Assets	(1664.98)	(1522.94)
Loans & Advances	(771.05)	1403.99
CASH GENERATED FROM OPERATIONS	5076.37	9786.05
Direct Taxes Paid	(2340.63)	(2411.60)
NET CASH FLOW FROM OPERATING ACTIVITIES	2735.74	7374.45
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(220.09)	(469.00)
Sale of Fixed/Discarded Assets	27.01	1106.60
Purchase of Investments	0.00	(1303.04)
Dividend Income	5.18	141.24
NET CASH FLOW FROM INVESTING ACTIVITIES	(187.90)	(524.20)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Buyback of Equity Shares		(2899.20)
Short term borrowings (Net)	(1151.75)	(1099.09)
(Increase)/Decrease in unsecured loans	28.21	(298.58)
Dividend Paid(including Dividend Distribution Tax)	(354.23)	(346.96)
NET CASH FLOW IN FINANCING ACTIVITIES	(1477.77)	(4643.83)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1070.07	2206.42
CASH AND CASH EQUIVALENTS AS ON 31.3.2013	2732.02	525.60
CASH AND CASH EQUIVALENTS AS ON 31.3.2014	3802.09	2732.02

Notes:
1 Cash Equivalents includes Cash and Bank Balances
2 The cash flow has been prepared under the "Indirect Method" set out in Accounting Standard -3 'Cash Flow Statement'.

As per our report of even date attached

For, Manubhai & Shah,
Chartered Accountants
Firm registration no: 106041W

K.B. SOLANKI
Partner
Membership No. 110299

Ahmedabad
Dated: 29/05/2014

For and on behalf of the Board,

Falgunbhai Patel
Chairman & Managing Director

Sanjay Kumar Tandon
Chief Financial Officer

Parthiv Patel
Managing Director

Dhaval Pandya
Company Secretary

Ahmedabad
Dated: 29/05/2014

1. SIGNIFICANT ACCOUNTING POLICIES :

1 Basis of Preparation of Financial Statements :

The Company maintains its accounts on accrual basis following the historical cost convention except for the revaluation of certain fixed assets and in accordance with generally accepted accounting principles ["GAAP"] , as well as in compliance with the Accounting Standards referred to in Section 211(3C) and other requirements of the Companies Act, 1956.

2 USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3 RECOGNITION OF INCOME :

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

(b) Sale of newspaper, magazine, waste Paper and scrap 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.

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

(d) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

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

4 FIXED ASSETS & DEPRECIATION:

(a) Land and Buildings acquired upto 31-03-1994 are stated at revalued amount less accumulated depreciation.

(b) All Other Fixed Assets are stated at historical cost less accumulated depreciation.

(c) Cost includes all expenditure incurred to bring the assets to its present location and condition.

(d) Depreciation has been calculated in accordance with and at the rates specified in Schedule XIV to the Companies Act, 1956.

(e) Depreciation in respect of additions to Machineries from 01-04-1992 is provided on straight line method and in respect of all other fixed assets on written down method.

(f) Depreciation in respect of addition and deletion of assets during the year is provided based on the actual number of days for which assets remained in use.

(g) Value of Tenancy rights is assessed at each balance sheet date for any impairment loss.

(h) Fixed Assets upto a value of ₹5000 are fully depreciated in the year of its acquisition.

5 IMPAIRMENT OF ASSETS :

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

(a) the provision for impairment loss required, if any, or

(b) the reversal required in respect of impairment loss recognised in previous periods, if any

Impairement loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

6 INVENTORIES :

Inventories are valued after providing for obsolescence, as under:-

(a) Raw Materials, Stores, Gift articles and Finished goods.	:	At lower of cost or net realisable value. However, material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
(b) Work in progress		
1) Publication	:	At about cost
2) Construction	:	At cost
(c) Trading Goods		
1) Shares/Units	:	At cost or fair value, which ever is lower.
2) Other	:	At lower of cost or net realisable value.

7 INVESTMENTS :

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investment.

Long term investments are stated at cost. Provision is made for diminution in value, other than of temporary nature, of such investment.

Current investments are stated at lower of cost and fair value determined on an individual investment basis.

8 FOREIGN CURRENCY TRANSACTIONS :

Transactions of foreign currency are recorded at the exchange rate as applicable at the date of transactions. Monetary Assets / Liabilities outstanding at the close of the financial year are stated at the contracted and / or appropriate exchange rate at the close of the year and the gain / loss is credited / charged to Statement of Profit & Loss Account.

9 EMPLOYEE BENEFITS :

(a) Short term employee benefits are charged off in the year in which the related services are rendered.

(b) **Defined Contribution Plan :**

Contribution to Provident Fund and Pension Fund Scheme are paid in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner.

(c) **Defined Benefit Plan :**

Liabilities in respect of post employment benefit (gratuity) have been determined at present value of the amount payable towards contribution based on actuarial valuation made by an independent actuary as at the balance sheet date. The actuarial gains or losses are recognised immediately in the Statement of profit and loss account.

The Company makes contributions to a trust to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with the Company.

10 SEGMENT ACCOUNTING :

Segment accounting policies are in line with the accounting policies of the Company, in addition, the following specific accounting policies have been followed for segment reporting:

(a) Segment revenue includes sales & other income directly identifiable with/allocable to the segment, including inter segment revenue.

(b) Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result.

(c) Income/Expense which relate to the Company as a whole and not allocable to segments are included in "Unallocable Corporate Income/Expense".

(d) Segment assets & liabilities include those directly identifiable with the respective segments.

(e) Unallocable corporate assets and liabilities represent the assets & liabilities that relate to the Company as a whole and not allocable to any segment.

11 INCOME TAXES :

(a) Income tax charge or credit comprises current tax and deferred tax charge or credit.

(b) Current tax is provided at current tax rates based on assessable income.

(c) Deferred tax asset/liability are recognised at the tax rates and tax laws that have been enacted or substantively enacted by Balance Sheet date based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision. Deferred tax assets are recognised, if there is a reasonable certainty of realisation. Deffered tax effects are reviewed at each Balance Sheet Dates.

12 PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS :

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

13 BORROWING COST:

Borrowing costs attributable to the acquisition and construction of assets are capitalized as part of the cost of such assets up to the date when such asset is ready for its intended use. Other borrowing cost are treated as revenue expenditure.

14 LEASES

Leases are classified as operating leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased assets. Operating lease payments are expensed with reference to lease terms and other considerations.

15 GENERAL:

Accounting Policies not specifically referred to are consistent with generally accepted accounting practice.

Notes to Financial Statements:

Note No.	Particulars	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
2	**Share Capital**		
	(a) Authorized :		
	1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each	1 500.00	1 500.00
	(b) Issued & Subscribed:		
	75,69,421(P.Y. 75,69,421)Equity shares of ₹ 10/- each	756.94	756.94
	(c) Paid up :		
	75,69,421 (P.Y. 75,69,421) Equity Shares of ₹ 10/- each	756.94	756.94

(d) Rights, preferences and restrictions :

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

ii Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

iii In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) 1,18,193 Equity Shares were bought back in the financial year 2009-10 and 9,60,000 equity shares were bought back in financial year 2012-13.

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

Sr. No.	Name of the Shareholder	2013-2014		2012-2013	
		No. of Shares	% of Shareholding	No. of shares	% of Shareholding
1	Falgunbhai Chimanbhai Patel	3 86 350	5.10%	3 86 350	5.10%
2	Parthiv Falgunbhai Patel	11 89 100	15.71%	11 89 100	15.71%
3	Satlon Enterprise Private Limited	18 90 152	24.97%	18 98 150	25.08%
4	Satyesh Prochem LLP	12 75 777	16.85%	12 75 777	16.85%
5	Scabious Enterprise LLP (converted from Scabious Enterprise Private Limited)	4 20 831	5.56%	4 20 831	5.56%

(h) Reconciliation of number of shares outstanding: (in Nos)

Particulars	As at March 31, 2014	As at March 31, 2013
Equity Shares at the beginning of the year	75 69 421	85 29 421
Less: Shares cancelled on buy back		9 60 000
Equity Shares at the end of the year	**75 69 421**	**75 69 421**

Note No.	Particulars	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
3	**Reserves and Surplus**		
	a Capital Reserve		
	As per Last Balance Sheet	0.44	0.44
		0.44	**0.44**
	b Securities Premium		
	As per Last Balance Sheet	1 316.63	4 119.83
	Less: Premium on buyback of equity shares	0.00	2 803.20
		1 316.63	**1 316.63**
	c Revaluation Reserve		
	As per Last Balance Sheet	100.05	100.45
	Less : Difference of depreciation on revalued figures & book value of Fixed Assets	0.40	0.40
	Less : Adjustment on account of sale / discard of assets	0.00	0.00
		99.65	**100.05**
	d General Reserve		
	As per Last Balance Sheet	31 584.79	27 584.79
	Add : Transferred from Statement of Profit and Loss	4 000.00	4 000.00
		35 584.79	**31 584.79**
	e Surplus in the Statement of Profit and Loss		
	As per last Balance Sheet	2 103.01	694.77
	Add: Profit for the year	4 580.72	5 762.48
	Less: Appropriations made during the year		
	Proposed Dividend	302.78	302.78
	Tax on Dividend	51.46	51.46
	Transfer to General Reserve	4 000.00	4 000.00
		2 329.49	2 103.01
		39 331.00	**35 104.92**
4	**Deferred Tax Liability (Net)**		
	a Deferred Tax Liabilities:		
	Related to Fixed assets	576.21	650.42
	b Deferred Tax Assets :		
	Disallowance under the Income Tax Act, 1961	51.98	65.49
	c Net Deferred Tax Liability (a – b)	**524.23**	**584.93**
5	**Other Long Term Liabilities**		
	Deposits from Agents and Others	755.47	740.59
		755.47	**740.59**

Note No.	Particulars	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
6	**Long-term provisions**		
	Provision for employee benefits.		
	Gratuity	152.93	139.60
		152.93	**139.60**
7	**Short-term borrowings**		
	a Loans from Banks payable on demand (Secured)		
	i Working capital loan	3 918.90	3 772.06
	ii Overdraft - Secured against fixed deposit with bank	812.11	1 227.84
		4 731.01	**4 999.90**
	The working capital loan is secured against charge over all movable assets of the company		
	b Loans and Advances from related parties (unsecured)		
	i From Directors	578.97	376.95
	ii From Related Parties	305.89	1 390.77
		884.86	**1 767.72**
		5 615.87	**6 767.62**
8	**Trade Payables**		
	Trade Payables	1 299.75	793.77
		1 299.75	**793.77**
	i Trade payables include ₹ NIL (Previous year ₹ NIL) due to creditors registered with the company as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSME).		
	ii No interest is paid / payable during the year to Micro, Small and Medium Enterprises.		
	iii The above information has been determined to the extent such parties could be identified on the basis of information available with the Company regarding the status of suppliers under the MSME.		
9	**Other Current Liabilities**		
	a Advance From Customer	1 931.19	1 828.59
	b Unpaid Dividend *	84.14	74.92
	c Statutory Dues	35.21	37.43
	d Other Liabilities	3 815.68	3 425.88
		5 866.22	**5 366.82**
	* Includes dividend of ₹4.05 Lacs (P.Y. ₹3.62 Lacs) on shares received for transfer but not transferred in the name of buyer based on the opinion obtained and consequently not transferred to Investor Education Protection Fund.		
10	**Short Term Provisions**		
	a Provison for Employee Benefits	25.31	47.08
	b Proposed Dividend	302.78	302.78
	c Tax on dividend	51.46	51.46
		379.55	**401.32**

11 Fixed Assets

₹ in Lacs

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As On April 1, 2013	Additions	Deduction	As On March 31, 2014	Up To March 31, 2013	For the Year	Sales / Adjustment	Up To March 31, 2014	As On March 31, 2014	As On March 31, 2013
(A) TANGIBLE ASSETS										
Land	1343.71	0.00	0.00	1343.71	0.00	0.00	0.00	0.00	1343.71	1343.71
Building	2259.21	48.63	22.24	2285.60	1062.92	109.49	8.56	1163.85	1121.75	1196.28
Plant & Machineries	8792.70	106.85	275.70	8623.85	4392.26	567.34	245.58	4714.02	3909.83	4400.44
Electric Fittings	230.17	0.00	0.00	230.17	157.14	10.16	0.00	167.30	62.87	73.04
Furniture	171.37	4.37	0.00	175.74	110.66	14.87	0.00	125.53	50.21	60.72
Office Equipments	130.66	27.39	2.51	155.54	71.95	10.99	1.03	81.91	73.63	58.71
Motor Vehicles	574.72	29.78	1.29	603.21	303.17	71.43	0.31	374.29	228.92	271.55
	13502.54	**217.02**	**301.74**	**13417.82**	**6098.10**	**784.28**	**255.48**	**6626.90**	**6790.92**	**7404.45**
(B) INTANGIBLE ASSETS										
Tenancy Right	56.00	0.00	0.00	56.00	0.00	0.00	0.00	0.00	56.00	56.00
Total (A+B)	**13558.54**	**217.02**	**301.74**	**13473.82**	**6098.10**	**784.28**	**255.48**	**6626.90**	**6846.92**	**7460.45**
Previous Year	**13535.34**	**597.03**	**573.84**	**13558.55**	**5713.44**	**814.60**	**429.94**	**6098.10**	**7460.45**	
Capital Work In Progress									**24.61**	**21.55**

12 Non Current Investments (Long term Investments)

Note No.	Particulars	Face Value (in ₹)	Number	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
a	**IN EQUITY SHARES - TRADE INVESTMENTS**				
	Fully Paid Equity Shares (Unquoted)				
	Hindustan Samachar Co-Op Society LTD	10	10	0.01	0.01
	Press Trust of India Ltd	15	15	0.02	0.02
b	**OTHER THAN TRADE INVESTMENTS**				
	FULLY PAID EQUITY SHARES(UNQUOTED)				
	Applewoods Estate Pvt. Ltd.(Class A)	10	158,168	3 444.39	3 444.39
	Manekchowk Co-Op Bank Ltd	25	1624	0.41	0.41
c	**FULLY PAID EQUITY SHARES (Quoted)**				
	MOIL Limited	10	1703	6.39	6.39
d	**Debentures & Other securities (Unquoted)**				
	Applewoods Estate Pvt ltd.-15.5%-FCCD-A	100	41,48,825	4 149.12	4 149.12
	Applewoods Estate Pvt ltd.-15.5%-FCCD-B	100	76,04,815	8 211.25	8 211.25
e	**INVESTMENT IN PARTNERSHIP FIRM***			5.00	5.00
f	**IN GOVERNMENT SECURITIES (UNQUOTED)**				
	National Saving Certificates (Deposited with Sales Tax Authorities)			0.01	0.01
g	**INVESTMENT IN PROPERTIES**			75.00	75.00
				15 891.60	**15 891.60**
	Aggregate cost of quoted investments #			6.39	6.39
	Aggregate cost of unquoted investments			15 805.21	15 805.21
	Aggregate Market value of quoted investments			4.27	3.78

The Management is of the view that the shortfall of ₹ 2.12 lacs (previous year ₹ 2.61 lacs) between the aggregate cost price and aggregate market value of quoted investments is temporary and hence no provision is required in respect thereof.

* Particulars of investment in capital of Partnership Firm- Saujanya Developers

Name of Partners	% of Profit Sharing	Capital as on 31.3.14 (₹ in Lacs)	Capital as on 31.3.2013 (₹ in Lacs)
The Sandesh Limited	50%	5.00	5.00
Saumya Construction Pvt Ltd	50%	5.00	5.00

Note No.	Particulars	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
13	**Long Term Loans and Advances (Unsecured, considered good)**		
	Security deposits	496.98	472.02
	Capital Advance *	5 201.01	124.29
	ICD	1 158.39	1 408.39
	Income Tax (Net of provision)	290.70	253.13
		7 147.08	**2 257.83**
	13.1 * Capital Advance given to related parties	309.62	115.10
14	**Other Non current Asset (Unsecured , considered good)**		
	Interest Receivable from (related parties)	4 511.23	2 871.60
	Prepaid License fees	25.35	0.00
		4 536.58	**2 871.60**
15	**Inventories**		
	a Raw Materials	2 115.54	1 429.79
	b Stores and Spares	230.10	211.48
	c Stock-in-trade (in respect of goods acquired for trading)	802.29	874.64
		3 147.93	**2 515.91**
16	**Trade Receivables**		
	a **Outstanding for a period exceeding six months**		
	Considered Good	279.42	485.61
	Doubtful	0.00	4.41
		279.42	**490.02**
	b **Other**		
	Considered Good	4 837.02	4 524.85
	Doubtful	0.00	0.00
		4 837.02	**4 524.85**
		5 116.44	**5 014.87**
	Less : Provision for Doubtful Debts	0.00	4.41
		5 116.44	**5 010.46**

Note No.	Particulars	As at March 31, 2014 ₹ in Lacs	As at March 31, 2013 ₹ in Lacs
17	**Cash and Bank Balances**		
a	Cash on Hand	52.68	72.82
b	Balance with Bank		
	in current accounts #	1 293.84	217.07
	in fixed deposits*	2 455.57	2 442.13
		3 802.09	**2 732.02**
#	Includes Unclaimed Dividend of ₹84.34 Lacs (P.Y ₹75.12 Lacs)		
*	Includes fixed deposit of ₹ 2300 lacs (P.Y ₹ 2300 lacs) under lien with the bank as security against overdraft		
	Includes fixed deposit of ₹113.34 Lacs (P.Y ₹ 117.43 Lacs) maturing after 12 months from balance sheet date		
18	**Short term loans and advances (Unsecured , considered good)**		
a	Loans (includes ₹1500 Lacs (P.Y. ₹ 2830.39 lacs) secured against Equitable Mortgage and ₹500 Lacs (P.Y. ₹ 500 Lacs) secured against shares)	6 875.00	11 134.10
b	Advances recoverable in cash or in kind	1 281.65	757.30
c	Balance with tax authorities	12.06	3.69
		8 168.71	**11 895.09**

Note No.	Particulars	For the year 2013-14 ₹ in Lacs	For the year 2012-13 ₹ in Lacs
19	**Revenue From Operations**		
a	**Turnover (Net of discounts)**		
i	Sale of Publications*	7 730.73	7 165.82
ii	Revenue from Advertisements	18 735.10	17 717.49
		26 465.83	**24 883.31**
b	**Other operating revenues**		
i	Interest Income	1 744.78	2 132.56
ii	Interest from Bonds/ Debentures	1 821.81	1 821.81
iii	Recovery from Bad and Doubtful Debt	175.73	167.19
iv	Sale of Trading Goods	422.07	1 101.19
v	Other Income	681.49	569.81
		4 845.88	**5 792.56**
	Total (a + b)	**31 311.71**	**30 675.87**
*	**Sale of Publications include sale of :**		
	Daily Publications	7 581.71	6 961.86
	Weekly Publications	149.02	203.96
		7 730.73	**7 165.82**
20	**Other Income**		
a	Interest on income tax refund	4.30	0.00
b	Dividend	5.18	141.24
c	Income From Wind Mill	15.63	16.85
d	Profit on Sale of Conversion of Land	69.54	17.90
e	Gain On Exchange rate fluctation	0.00	71.10
f	Miscellaenous Income	67.79	80.96
		162.44	**328.05**

Note No.	Particulars	For the year 2013-14 ₹ in Lacs	For the year 2012-13 ₹ in Lacs
21	**Cost of material consumed**		
	Newsprint Consumed	12 946.56	11 983.83
		12 946.56	**11 983.83**
22	**Purchase of Stock in Trade**		
	Purchases / Cost of Goods Sold: Stock-in-trade		
	a Bullion	133.85	968.59
	b Real Estate	166.59	42.86
	c Other Item	0.17	0.00
		300.61	**1 011.45**
	Less: Changes in Inventories	(3.01)	(49.33)
		297.60	**962.12**
23	**Employee Benefits Expense**		
	a Salaries and wages	2 251.93	2 015.15
	b Contribution	50.49	55.88
	c Staff Welfare Expenses	5.47	6.36
	Total	**2 307.89**	**2 077.39**

23.1 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

Particulars	For the Year 2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
Employer's Contribution to Superannuation Fund	10.14	10.14
Employer's Contribution to Employee State Insurance Corporation Fund	7.32	9.98
Employer's Contribution to Provident Fund	33.03	35.76
Total	**50.49**	**55.88**

Defined Benefit Plan

The Company's gratuity plan is funded. The following table sets out the status of the gratuity plan as required under Accounting Standard 15 "Employee Benefits" and the reconciliation of opening balances of the present value of the defined benefit obligation.

Particulars	For the Year 2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
i **Changes in Present Value of Obligations**		
Present Value of Obligation as at the beginning of the year	323.04	239.72
Current Service Cost	13.61	14.51
Interest Cost	26.65	20.38
Past Service Cost vested Benefits	-	-
Actuarial (gain) / Loss on obligations	(10.28)	62.22
Benefits paid	(5.80)	(13.79)
Present value of Obligation as at the end of the year	**347.22**	**323.04**

Particulars	For the Year 2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
ii **Changes in the fair value of Plan assets as on 31st March, 2014:**		
Fair Value of Plan Assets at the beginning of the year	136.36	125.84
Expected Return on Plan Assets	11.86	10.82
Contributions	30.69	18.00
Benefits paid	5.80	13.79
Actuarial Gain / (Loss) on Plan Assets	4.13	4.51
Fair Value of Plan Assets at the end of the year	**168.98**	**136.36**
Actual return on plan assets	**7.73**	**6.31**
iii **The amount recognised in balance sheet:**		
Present value of Obligation as at the end of the year	347.22	323.04
Fair Value of Plan Assets at the end of the year	168.98	136.36
Net Liability recognized in Balance sheet	178.24	186.68
iv **Amount recognised in Profit and Loss Account:**		
Current Service Cost	13.61	14.51
Interest Cost	26.65	20.38
Past Service Cost vested Benefits	-	-
Expected Return on Plan Assets	(11.86)	(10.82)
Net Actuarial (gain) / Loss recognised in the year	(6.15)	66.73
Expenses Recognized in the Statement of Profit & Loss	22.25	90.80

v **Actuarial Gain/(Loss) recognised :** ₹ in Lacs

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Actuarial Gain/(Loss) of the Year-Obligation	(10.28)	(62.22)	5.99	20.42	11.35
Actuarial Gain/(Loss) for the year -plan assets	4.13	(4.51)	20.18	4.21	9.64
Total Gain/(Loss) for the year	(6.15)	(66.73)	26.17	24.63	20.99

vi **Assumptions:**

Particulars	2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
Discount Rate	8.25%	8.25%
Expected Rate of Return on Plan Assets	8.70%	8.70%
Salary Escalation	4.00%	4.00%

vii **Investment Details:**

Particulars	2013-14 ₹ in Lacs	% Invested	2012-13 ₹ in Lacs	% Invested
Government of India Securities	6.93	4.10%	11.76	8.62%
State Govt Securities	5.89	3.49%	5.89	4.32%
Bonds of PSU	11.36	6.72%	10.12	7.42%
Others (Including bank balance)	144.8	85.69%	108.59	79.63%
Total	**168.98**		**136.36**	

The estimates of rate of escalation in salary considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Note No.	Particulars	For the year 2013-14 ₹ in Lacs	For the year 2012-13 ₹ in Lacs
24	**Finance Cost**		
	Interest		
	To Bank	348.60	174.10
	To Directors	260.70	335.72
	To Other	37.30	27.99
	Foreign Exchange loss	160.47	0.00
		807.07	**537.81**
25	**Other expenses**		
a	Power and fuel	362.00	346.96
b	Stores and spares consumed	1 875.15	1 679.11
c	Repairs to:-		
	Buildings	47.62	54.34
	Machinery	31.90	28.77
	Other	57.81	63.95
		137.33	**147.06**
d	Feature, Newsgathering and purashkar expenses	273.12	267.14
e	News Service/LL/Internet and telephone expenses	155.57	136.83
f	Insurance	24.68	10.77
g	Rent	45.15	45.32
h	Rates and taxes	41.13	32.28
i	Audit Fees*	6.73	6.90
j	Directors Fees	0.15	0.13
k	Provision for Bad debts	0.00	4.42
l	Bad debts	181.15	334.89
m	Donation	30.00	30.32
n	Travelling Expenses	61.39	46.12
o	License fee, mounting fee & other expenses	1 482.19	1 589.80
p	Professional & legal expneses	91.40	106.09
q	Selling Expenses	2 075.91	1 865.17
r	Miscellaneous Expenses	645.78	884.14
		7 488.83	**7 533.45**
*	**Payment to the Auditors**		
a	For Statutory Audit	3.65	3.37
b	For Certification and other matters	3.08	3.53
		6.73	**6.90**
26	**Exceptional Items**		
a	(Loss) on sale/discard of assets	31.43	12.77
b	Profit on sale of fixed assets	12.18	975.46
	The net effect (Loss) / Profit on sale /discard of fixed asset	**(19.25)**	**962.69**

Note No.		Particulars		For the year 2013-14 ₹ in Lacs	For the year 2012-13 ₹ in Lacs
27		**Earning Per Share:**			
	a	Net Profit after Tax		4 580.72	5 762.48
	b	Total Weighted Average Number of Shares for Basic and Diluted Earning		75 69 421	84 95 229
	c	Basic and Diluted Earning per Share in Rupee		**60.52**	**67.83**
28	a	**Raw Material consumption :**			
		Newsprint		12 946.56	11 983.83
	b	**Value of imported and indigenous Raw Materials consumed and percentage thereof to the total consumption. (Including imports through Agents)**			
		Imported	₹ in lacs	5 456.00	4 585.32
			%	42.14%	38.26%
		Indigenous	₹ in lacs	7 490.56	7 398.51
			%	57.86%	61.74%
	c	**Value of Imported and Indigenous Spare Parts and Components consumed and percentage thereof to the total consumption.**			
		Imported	₹ in lacs	-	-
			%	-	-
		Indigenous	₹ in lacs	1 875.15	1 679.11
			%	100.00%	100.00%
	d	**Value of Imports on CIF basis in respect of:**			
		Raw Materials: Newsprint (Including imports through agents)		5 972.87	5 821.49
		Capital Goods		9.60	101.41
	e	**Expenditure in Foreign Currency :-**			
		Travelling		1.90	0.00
		Bank Charges		0.61	0.42
		Legal Expenses		0.00	2.77
		Software Expenses		0.00	20.91
	f	**Earning in Foreign Currency:-**			
		Service Charges		0.00	1.04
		Miscellaneous income		17.25	0.00

Note No.	Particulars	For the year 2013-14 ₹ in Lacs	For the year 2012-13 ₹ in Lacs
29	**Details Of Trading Activity :**		
	a Equity Shares		
	Opening Stock	292.81	243.48
	Adjustment	3.01	49.33
	Closing Stock	295.82	292.81
	b Real Estate		
	Opening Stock	361.95	386.92
	Sales	265.57	74.87
	Closing Stock	264.90	361.95
	(c) Bullions		
	Opening Stock	133.85	1 102.44
	Sales/Adjustment	156.50	1 026.32
	Closing Stock	0.00	133.85
30	**Contingent liabilities and commitments** (to the extent not provided for)		
	a Contingent liabilities		
	i Claims against the company not acknowledged as debt	Amount not Determined	Amount not Determined
	ii Disputed Income tax matters	413.04	1103.04
	b Commitments		
	(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	635.89	527.71

31 No adjustment has been made in the accounts in respect of claims, under arbitration.

32 SEGMENT INFORMATION:

Information about Primary business segments as at / for the year ended: **₹ in Lacs**

Particulars	Media		Finance		Other		Unallocable		Eliminations		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1 **Segment Revenue**												
External Turnover	27 390.83	25 772.36	3 566.60	3 954.37	422.07	1 101.19	94.65	176.04	0.00	0.00	31 474.15	31 003.96
Add : Intersegment Turnover	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Turnover	**27 390.83**	**25 772.36**	**3 566.60**	**3 954.37**	**422.07**	**1 101.19**	**94.65**	**176.04**	**0.00**	0.00	**31 474.15**	**31 003.96**
2 Segment Result before Interest	3 848.61	3 497.60	2 804.60	3 312.73	124.46	139.07	64.65	0.00	0.00	0.00	6 842.32	6 949.40
Less: Interest Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Add: Interest Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Add:Unallocable income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	145.72	0.00	0.00	0.00	145.72
Add: Exceptional Item	19.25	0.00	0.00	0.00	0.00	0.00	0.00	962.69	0.00	0.00	19.25	962.69
Profit Before Tax	**3 829.36**	**3 497.60**	**2 804.60**	**3 312.73**	**124.46**	**139.07**	**64.65**	**1 108.41**	**0.00**	**0.00**	**6 823.07**	**8 057.81**
Current Tax - Income-tax	2 381.75	0.00	0.00	0.00	0.00	0.00	0.00	2 550.00	0.00	0.00	2 381.75	2 550.00
Adjustment of Previous year taxes	78.70	0.00	0.00	0.00	0.00	0.00	0.00	(183.61)	0.00	0.00	78.70	(183.61)
Deferred Tax	60.70	0.00	0.00	0.00	0.00	0.00	0.00	(71.06)	0.00	0.00	60.70	(71.06)
Profit After Tax	**2 242.35**	**3 497.60**	**2 804.48**	**3 312.73**	**124.46**	**139.07**	**64.65**	**(1 370.53)**	**0.00**	**0.00**	**4 580.72**	**5 762.48**
3 **Other Information**												
Segment Assets	18 050.99	16 447.45	26 046.61	28 808.20	6 762.48	2 212.00	3821.90	3 188.87	0.00	0.00	54 681.96	50 656.52
Segment Liability	8 015.54	7 012.93	5 615.86	6 787.76	0.00	0.00	962.61	994.81	0.00	0.00	14 594.01	14 794.68
Capital Expenditure	220.09	469.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	220.09	469.00
Depreciation	783.88	814.21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	783.88	814.20

Notes:

1 The Company has identified two business segments namely, Media and Finance.

2 There is no geographical segment

33 Related Parties Disclosure:

I (a) Name of Key Management Personnel :

1 Shri Falgunbhai Patel Chairman & Managing Director

2 Shri Parthiv Patel Managing Director

(b) Associates

1 Satlon Enterprise Pvt Ltd

(c) Enterprise over which Key Management Personnel or company having control or significant influence:

1 Dhanali Stock Holdings Pvt Ltd *

2 Sandesh Procon LLP

3 Saintfoin Enterprise LLP

4 Scabious Enterprise LLP

5 Satyesh Prochem LLP

6 Applewoods Estate Private Limited

7 Nilsan Realty LLP *

8 Autumnleaf Estates Pvt Ltd *

9 Lilavati Chimanbhai Patel Charitable Trust

10 Aarav Salt and Chemicals Private Limited *

11 Aadesh Brine Private Limited *

12 Acquest Estates Private Limited *

13 Saujanya Developers

* No transaction during the year with the related parties.

(d) Relatives of Key Managerial Personnel:

1 Smt Pannaben Patel

2 Smt Ritaben Patel

3 Smt Nishi Patel

II Particulars of transactions with related parties. The transactions are disclosed in aggregate value for the year:

Sr. No.	Particulars	KMP		Associates		Enterprise over which Key Management Personnel or company having control or significant influence		Relatives of Key Managerial Personnel:		Total	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	**Loan Transactions**										
	Loan taken	4989.28	3833.79	3569.14	2612.59	0.00	0.84	359.26	481.85	**8917.68**	**6929.07**
	Loan Repayment	4867.00	4631.97	4730.60	1558.22	0.00	6.31	202.95	1031.12	**9800.55**	**7227.62**
2	Capital Advance	0.00	0.00	0.00	0.00	194.52	115.10	0.00	0.00	**194.52**	**115.10**
3	Advertisement revenue	0.00	0.00	0.00	0.00	7.39	29.79	0.00	0.00	**7.39**	**29.79**
4	Interest Income	0.00	0.00	0.00	0.00	1821.81	1821.81	0.00	0.00	**1821.81**	**1821.81**
5	Remuneration Expenses	740.16	785.73	0.00	0.00	0.00	0.00	4.20	4.20	**744.36**	**789.93**
6	Interest Expenses	131.81	148.04	105.66	156.08	0.00	0.20	23.23	31.39	**260.70**	**335.71**
7	Distribution Expenses	0.00	0.00	28.50	0.00	0.00	0.00	0.00	0.00	28.50	0.00
8	Purchase	0.00	0.00	0.00	0.00	0.00	1.45	0.00	0.00	**0.00**	**1.45**
9	Rent Expenses	0.00	3.05	20.17	24.09	0.00	0.00	0.00	1.10	**20.17**	**28.24**
10	Dividend paid	70.43	55.14	75.61	66.44	79.82	76.32	0.67	0.58	**226.53**	**198.48**
11	Donation	0.00	0.00	0.00	0.00	30.00	30.00	0.00	0.00	**30.00**	**30.00**
12	Balance outstanding:-										
	Loan	636.35	514.07	87.20	1248.65	0.00	0.00	161.31	5.00	**884.86**	**1767.72**
	Investment in shares and debenture	0.00	0.00	0.00	0.00	15804.76	15804.76	0.00	0.00	**15804.76**	**15804.76**
	Investment in partnership firm	0.00	0.00	0.00	0.00	5.00	5.00	0.00	0.00	5.00	5.00
	Capital Advance	0.00	0.00	0.00	0.00	309.62	115.10	0.00	0.00	**309.62**	**115.10**
	Interest Receivable	0.00	0.00	0.00	0.00	4511.23	2871.60	0.00	0.00	4511.23	2871.60
	Remuneration Payable	579.74	595.36	0.00	0.00	0.00	0.00	0.00	0.00	579.74	595.36

III **Disclosure of material transactions with Related Party:** (₹ in lacs)

Particulars	2013-14	2012-13
1 Loan taken from		
a Mr Falgun Patel	3082.97	2294.97
b Mr Parthiv Patel	1906.28	1361.39
c Satlon Enterprise Private Limited	3569.14	2612.59
2 Loan repayment to		
a Mr Falgun Patel	3487.25	2251.50
b Mr Parthiv Patel	1379.75	1886.24
c Satlon Enterprise Pvt Ltd	4730.60	1558.22
3 Capital Advance		
Applewoods Estate Pvt Ltd	194.52	115.10
4 Advertisement Revenue		
a Applewoods Estate Pvt Ltd	7.39	0.00
b Nilsan Reality LLP	0.00	29.79
5 Interest Income		
a Applewoods Estate Pvt Ltd	1821.81	1821.81
6 Remuneration Expenses		
a Mr Falgun Patel	393.59	392.87
b Mr Parthiv Patel	346.57	392.04
7 Interest Expenses		
a Mr Falgun Patel	68.93	99.11
b Mr Parthiv Patel	62.87	48.93
c Satlon Enterprise Private Limited	105.66	156.08
8 Distribution Expenses		
a Satlon Enterprise Private Limited	28.50	0.00
9 Rent Expenses		
a Satlon Enterprise Pvt. Ltd.	20.17	24.09
10 Dividend paid		
a Mr Parthiv Patel	47.56	41.62
b Satlon Enterprise Pvt. Ltd.	75.61	66.44
c Satyesh Prochem LLP	51.03	44.65
11 Donation		
a Lilavati Chimanbhai Patel Charitable Trust	30.00	30.00
12 Balance as at 31.03.2014		
a **Loan**		
i) Mr Falgun Patel	104.81	509.06
ii) Mr Parthiv Patel	531.53	5.00
iii) Satlon Enterprise Private Limited	1248.65	87.19
b **Investment**		
i) Applewoods Estate Pvt Ltd	15804.76	15804.76
c **Capital Advance**		
i) Applewoods Estate Pvt Ltd	309.62	115.10
d **Advance for project**		
i) Sandesh Procon LLP	1158.39	1408.39
e **Interest Receivable**		
i) Applewoods Estate Pvt Ltd	4511.23	2871.60
f **Remuneration Payable**		
i) Mr Falgun Patel	290.72	299.22
ii) Mr Parthiv Patel	289.02	296.14

34 Previous year figures have been re grouped / re classified / re arranged to make them comparable with those of current year's classification.

THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)
Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
Email: investorsgrievance@sandesh.com • Website: www.sandesh.com • Phone: 079-40004000, Fax: 079-40004242

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID*	**Folio No.**
Client ID	**No. of Shares**

NAME AND ADDRESS OF THE SHAREHOLDER _____

_____

I hereby record my presence at the **71ST ANNUAL GENERAL MEETING** of the Company held on Friday, September 26, 2014 at 10.00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India).

* Applicable for investors holding shares in electronic form

Signature of Shareholder / Proxy

THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)
Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
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FORM OF PROXY

(Form MGT-11)

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No. / Client ID : _____

DP ID : _____

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

1. Name : _____
   Address : _____
   Email ID : _____ Signature : _____ or failing him;
2. Name : _____
   Address : _____
   Email ID : _____ Signature : _____ or failing him;
3. Name : _____
   Address : _____
   Email ID : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 71st Annual General Meeting of the Company, to be held on Friday, September 26, 2014 at 10.00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

[PTO]

Resolution No.	Particulars of Resolutions	Optional*	
		For	Against
	Ordinary Business:		
1	Ordinary Resolution for adoption of Audited Financial States for the year ended March 31, 2014		
2	Ordinary Resolution for declaration of dividend @40% i.e. ₹ 4/- per share on fully paid up equity share of ₹ 10 each for the Financial Year 2013-14		
3	Ordinary Resolution for re-appointment of Shri Parthiv F. Patel (DIN: 00050211) as a Director of the Company, who retires by rotation		
4	Ordinary Resolution for appointment of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration		
	Special Business:		
5	Ordinary Resolution for reappointment of Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company		
6	Ordinary Resolution for reappointment of Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director		
7	Ordinary Resolution for reappointment of Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director		
8	Ordinary Resolution for reappointment of Shri Sandeep Singhi (DIN: 01211070) as an Independent Director		
9	Special Resolution for borrowing of monies in excess of paid up capital and free reserves of the Company		
10	Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		
11	Special Resolution to revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211)		

Signed this _____ day of _____, 2014

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Re. 0.15

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 71st Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Proxy need not be a Member of the Company.
5. Please complete all details including details of member(s) in above box before submission.
6. The Company reserves the right to ask for identification of the Proxy.

DISPATCH OF DOCUMENTS THROUGH ELECTRONIC MODE

To the Members,
THE SANDESH LIMITED

The Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed the companies to send official documents including annual reports to their shareholders electronically as part of its Green Initiative in Corporate Governance. The Company has informed all its Members, who have registered their e-mail address with the Depositary/Company, about the Company adopting the practice of sending documents including Annual Report through email. The Members who have not registered their email addresses are also appealed to register their e-mail addresses and opt for receiving all the communication through e-mail. Annual Report for the Financial Year 2013-14 including the Notice convening 71st Annual General Meeting are also sent in electronic mode to such Members of the Company.

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

Please note that physical copies of the Annual Report for the Financial Year 2013-14 including the Notice convening 71st Annual General Meeting are sent to those Members who have specifically intimated the Company in this regard and also to those Members who have not yet registered their e-mail addresses for such electronic delivery. Annual Report for the Financial Year 2013-14 including the Notice convening 71st Annual General Meeting are also available on the website of the Company i.e. www.sandesh.com.

Registration Form for E-communication

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

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

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

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

Signature:
(First Holder)
Date:

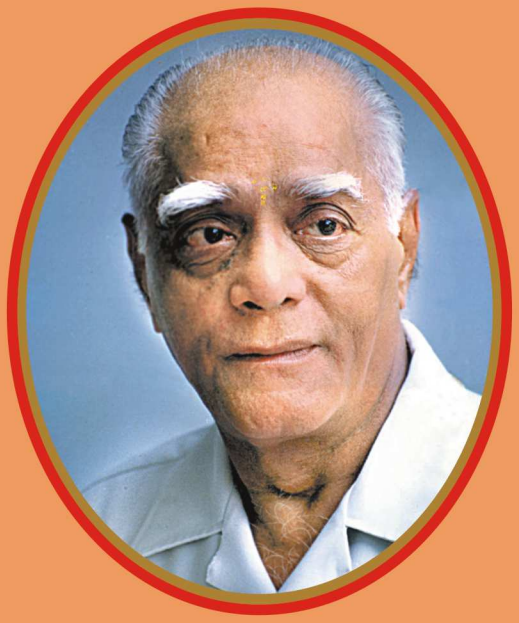
Notes:

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

NOTES :

NOTES :

Late Shri Chimanbhai Patel
(1918 - 1995)



વિહાય કામાન્યઃ સર્વાન્પુમાંશ્ચરતિ નિસ્પૃહઃ।
નિર્મમો નિરહંકારઃ સ શાંતિમધિગચ્છતિ॥

શ્રીમદ્ ભગવદ્ગીતા (૨-૭૧)

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

Dr. Radhakrishnan

Sandesh
shaping tomorrow

THE SANDESH LIMITED
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સંદેશ