

NOTICE

NOTICE is hereby given that the 78th ANNUAL GENERAL MEETING of the Members of “**THE SANDESH LIMITED**” (CIN: L22121GJ1943PLC000183) will be held on Wednesday, the 29th day of September, 2021 at 02:00 P.M. IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of Auditors thereon, and in this regard, pass the following resolutions as Ordinary Resolutions:
 - (a) “RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”
 - (b) “RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”

2. To confirm the Interim Dividend of ₹ 5/- (Rupees Five Only) for every equity share of the Face Value of ₹ 10/- each, already paid to the Shareholders of the Company, as a Final Dividend for the Financial Year 2020-21

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

“RESOLVED THAT the interim dividend of Rs 5/- (Rupees Five only) for every Equity Share of the Face Value of Rs 10/- each, paid to the Shareholders for the Financial Year ended March 31, 2021, as per the Resolution passed by the Board of Directors at their Meeting held on February 09, 2021, be and is hereby noted and confirmed as final dividend for the Financial Year 2020-21.”

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

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

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

SPECIAL BUSINESSES:

4. To re-appoint Shri Falgunbhai C. Patel (DIN: 00050174) as Chairman and Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto and also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions of the Article 86 of the Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and in terms of the recommendation by the Nomination and Remuneration Committee of the Board of Directors of the Company, the re-appointment of Shri Falgunbhai C. Patel be and is hereby approved as the Chairman and Managing Director of the Company for a further period of five years with effect from 01st April, 2022 to 31st March, 2027 on the terms and other conditions of appointment including payment of remuneration set out below:

- 1) Salary of ₹ 6,50,000/- (Rupees Six Lakhs Fifty thousand only) per month.
- 2) Perquisites to be allowed in addition to salary and commission as under:
 - (A) i) The Company shall provide equipment, appliances, furniture, fixtures and furnishing at his residence at the cost of the Company. The Company shall reimburse expenses of Gas, Electricity, Water, etc.
 - ii) Medical expenses for self and family including insurance premia shall be reimbursed by the Company in accordance with the Policy of the Company.
 - iii) The Company shall reimburse Leave Travel Fare for him and his family once in a year.
 - iv) The Company shall pay personal accident insurance premia in accordance with the Policy of the Company.

These perquisites shall be subject to a ceiling of an amount equal to the annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modifications or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Shri Falgunbhai C. Patel shall also be given the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

- (B) i) The Company shall contribute to the Provident Fund such percentage as may be specified from time to time.
- ii) The Company shall contribute towards Pension / Superannuation Fund / Annuity Fund provided that such contribution together with contribution to Provident Fund shall not exceed the limit laid down under the Income-Tax Act or any statutory modification thereof.
- iii) The contribution to the Provident Fund, Pension / Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent this either singly or put together are not taxable under the Income tax Act, 1961.
- iv) The Company shall pay Gratuity as per the rules of the Company and encashment of leave as per Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites.
- (C) i) The Company shall provide a car with driver at the entire cost of the Company for personal use and office work. Use of car for private purpose shall be billed by the Company.
- ii) The Company shall provide telephone at his residence at the entire cost of the Company. Personal long distance shall be billed by the Company.
- iii) He shall be entitled to privilege leave in accordance with the Policy of the Company. He shall be entitled to en-cash the un-availed leave at the end of his tenure.

3) COMMISSION:

He shall be paid commission in addition to the salary and perquisites mentioned above in a manner that the total remuneration including commission shall be 10% of the Net profit of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.

The remuneration referred to above is subject to the limit of 10% of the Net profit of the Company for the Managing Director and subject further to the overall limit of 11% of the net profit of the Company for all the Directors including Managing Director and Whole-Time Director of the Company taken together.

- 4) In case of absence or inadequacy of profits in the financial years during the tenure of Shri Falgunbhai C. Patel, the Company will be entitled to pay salary, perquisites and other allowances as the minimum remuneration subject to the limits prescribed in Section 197 read with Section II of Part II of the Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to enhance, enlarge, alter or vary the scope and quantum or remuneration, allowances and perquisites and other terms & conditions of the appointment of Shri Falgunbhai C. Patel, as the Board in its absolute discretion deem fit and is acceptable to Shri Falgunbhai C. Patel, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments, modifications, re-enactments made thereof from time to time by the Company in this behalf;

RESOLVED FURTHER THAT after obtaining the approval of the Members of the Company at ensuing General Meeting of the Company for the said re-appointment, the Company do execute an Agreement with Shri Falgunbhai C. Patel for his re-appointment as a Chairman and Managing Director of the Company on the above terms and that any one of the Directors of the Company do execute the said Agreement on behalf of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorised to do all incidental and consequential tasks in order to give effect to the above resolution and to file necessary forms with the Registrar of the Companies."

5. To approve remuneration of Shri Falgunbhai C. Patel (DIN: 00050174), the Chairman and Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

"RESOLVED THAT pursuant the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder, the applicable provisions of the Articles of Association of the Company and other applicable provisions of the Act and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded, for the continuation of payment of remuneration to Shri Falgunbhai C. Patel (DIN: 00050174), the Chairman and Managing Director of the Company and who is also

the Executive Director and Promoter of the Company, notwithstanding the annual remuneration payable to him exceeds ₹ 5 Crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or the aggregate annual remuneration of all the Executive Promoter Directors exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013, during the tenure of his appointment for the period of five years with effect from 01st April, 2022 up to 31st March, 2027;

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreements, deeds or any such documents, consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

6. To approve continuation of directorship of Shri Sudhirbhai Nanavati (DIN: 00050236) as Non-executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the approval of the Members of the Company be and is hereby granted to Shri Sudhirbhai Nanavati (DIN 00050236), who will attain the age of seventy five (75) years on September 29, 2022, to continue to be a Non-Executive Independent Director of the Company up to March 31, 2024, being the date of expiry of his current term of office;

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

7. To create charge, mortgage and hypothecation on all or any of the Company's movable or immovable properties, both present and future:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder and as amended from time to time, the consent of the Shareholders of the Company be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecations in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and / or immovable properties of the Company, both present and future, in favour of the lenders, agents and the trustees for securing the borrowings / financial assistance obtained / to be obtained from banks, public financial institutions, body(ies) corporate or any other party and / or to give a collateral security for the borrowings / guarantees of any group / associate Company or otherwise to charge the assets of the Company, for monies availed / to be availed by way of loans, (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or Secured / Un-Secured Premium Notes and / or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued / to be issued by the Company, from time to time, up to value not exceeding limit approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, in case of default, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, heads of agreement, debenture trust deeds or any other documents, entered into / to be entered into between the Company and the lenders, agents and trustees in respect of the said loans / borrowings / debentures / bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in this behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agents, trustees;

RESOLVED FURTHER THAT any of the members of the Board of Directors or its Committee and the Company Secretary of the Company be and are hereby severally authorised to do such acts, deeds and things as may be deemed expedient and incidental thereto for the purpose of giving effect to this resolution."

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : August 13, 2021
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic and related restrictions to be followed, and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 78th Annual General Meeting ("AGM") of the members of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate at the ensuing AGM through VC/OAVM and physical attendance of Members is not required.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars as referred above, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into arrangement with National Securities Depository Limited (NSDL), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. Pursuant to the provisions of Section 105 of the Act and Rules made thereunder, proxy is allowed to be appointed to attend and vote at the AGM. Since AGM will be held through VC/OAVM, where physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies of members will not be available for this AGM. However, in pursuance of the Section 112 and 113 of the Act, representative of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
4. A body corporate intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. The attendance of the Members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend AGM without restriction on account of first come first served basis.
7. In compliance with the above mentioned MCA Circulars and SEBI Circular, Notice of the 78th AGM, Annual Report and instructions for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company/ Depository Participant(s). The copy of Notice of 78th AGM and Annual Report will also be available on the website of (i) the Company at www.sandesh.com, (ii) the BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com, (iii) NSDL at www.evoting.nsdl.com.
8. Explanatory Statement setting out the material facts pursuant to Section 102 of the Act relating to special businesses under Item No. 4 to Item No. 7, at the AGM is annexed hereto.
9. Information pursuant to Regulations 26 (4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at AGM is attached hereto. The said Directors have furnished necessary consent / declarations for their appointment / re-appointment.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, viz. MCS Share Transfer Agent Limited (RTA), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and quote their DP ID No. /Client ID No. or folio number in all their correspondence. Members may also refer to guidance note on dematerialisation of shares available on the website of the Company: www.sandesh.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.

12. The businesses set out in the Notice of this AGM will be transacted through electronic voting system. The Company is providing facility for voting by electronic means. Instructions and other information regarding e-voting are given in this Notice under Note No. 27. The Company / NSDL will also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.
13. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write to the Company on or before September 24, 2021 through email on cs@sandesh.com.
14. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, September 17, 2021 to Wednesday, September 29, 2021, (both days inclusive).
15. Unpaid/unclaimed dividends and shares in respect of which dividend had remained unpaid/unclaimed:
 - a. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 - b. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2012-13 from time to time, to the IEPF established by the Central Government. The Company has also uploaded the details of unpaid/unclaimed dividends lying with the Company as on December 30, 2020 (date of the previous AGM) on the website of the Company (www.sandesh.com). The said details have also been uploaded on the website of IEPF Authority (www.iepf.gov.in).
 - c. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during Financial Year 2020-21, transferred to IEPF Authority all shares in respect of which dividend had remained unpaid / unclaimed for seven (07) consecutive years or more. Details of shares transferred to IEPF Authority are available on the website of the Company (www.sandesh.com). The said details have also been uploaded on the website of IEPF Authority (www.iepf.gov.in).
 - d. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on the website www.iepf.gov.in. For more details, please refer to corporate governance report which is a part of Annual Report.
16. Members are requested to (a) send to their depository participant, ECS bank mandate form, to ensure safe and prompt receipt of dividend, if any (this is to avoid fraudulent encashment of dividend warrants), (b) note that all correspondence relating to share transfers, transmission, change of address, duplicate share certificate and related matters may be addressed to the Registrar and Transfer Agents of the Company, viz. MCS Share Transfer Agent Limited (RTA), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and quote their DP ID No. /Client ID No. or folio number in all their correspondence.
17. In case of joint holders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: www.sandesh.com.
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA of the Company, for consolidation into a single folio. The consolidated share certificate will be issued to such Members after making requisite changes.
20. Annual Report for Financial Year 2020-21 along with the Notice of AGM is being sent by electronic mode to all the members who have registered their email ids with the depository / RTA. Members may further note that the said documents will also be available on the Company's website www.sandesh.com and at www.evoting.nsdl.com for download. For any communication, the Members may also send requests to the email address of the Company viz. cs@sandesh.com.
21. Pursuant to Section 101 of the Act and the Rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective depository participant and the Company's RTA (in case of physical shares) and make this initiative a success.
22. 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 RTA for physical shares.
23. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA / the Company.

24. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode at free of cost.
25. Since AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this Notice.
26. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with Pin Code number, if not provided earlier.
27. Instructions for e-voting and joining the AGM are as follows:

I. VOTING THROUGH ELECTRONIC MEANS:

- a) The businesses as set out in the Notice of AGM may be transacted through electronic voting system. In compliance with provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and amendments thereof, SS-2 Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with NSDL to facilitate the Members to cast their votes from a place other than venue of AGM (remote e-voting). The facility for voting has been made available during AGM (e-voting at AGM) through e-voting and those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- b) The remote e-voting period begins at 09:00 A.M. on Saturday September 25, 2021 and ends at 05:00 P.M. on Tuesday, September 28, 2021 (remote e-voting period). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 17, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on the cut-off date (stated above) shall be entitled to avail the facility of remote e-voting or e-voting at AGM. Persons who are not the Members of the Company as on the cut-off date should treat this Notice for information purpose only.
- d) Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at AGM. Members attending AGM (by VC or OAVM) who have not casted their votes by remote e-voting shall only be able to exercise their right through e-voting at AGM. Members who have casted their vote by remote e-voting prior to AGM may also attend AGM, but shall not be entitled to cast their vote again.
- e) The details of the process and manner for remote e-voting and e-voting at AGM using NSDL e-Voting system are explained herein below:

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

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting at the AGM.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](http://www.evoting.nsdl.com) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see the "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jignesh@gujoil.com with a copy marked to evoting@nsdl.co.in and cs@sandesh.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case you have any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Ms. Sarita Mote at designated email id: saritam@nsdl.co.in

II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THE NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sandesh.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sandesh.com. If you are Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholder holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4. Members who would like to express their views or ask questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at cs@sandesh.com on or before September 24, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
28. Copies of all the documents referred to in the Notice are available, electronically, for inspection, without any fee by the Members from the date of circulation of this Notice up to the date of AGM.
29. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act will be available, electronically for inspection by the Members during the AGM.
30. The Company has appointed M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad (C.P. No.: 6996 & F.C.S. No.: 3468), to act as the Scrutinizer to scrutinize the electronically voting (remote e-voting or e-voting during AGM) process in a fair and transparent manner.
31. The Scrutinizer shall after the conclusion of voting at AGM by the way of e-voting, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than forty eight (48) hours of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The results declared along with the Scrutinizer's report, will be posted on the website of the Company (www.sandesh.com) and on the website of NSDL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.
33. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. Friday, September 29, 2021.

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : August 13, 2021
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary

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

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

ITEM NO. 4

Shri Falgunbhai C. Patel is a Chairman and Managing Director of the Company. His present term as Chairman and Managing Director of the Company expires on March 31, 2022. Shri Falgunbhai C. Patel and his family are the Promoters of the Company. He has been associated with the Company for more than 46 years. He has vast experience in the field of Print Media administration and management. Under his stewardship "Sandesh" a leading Gujarati Newspaper charted out a dynamic trail of achievements by having independent editions from Ahmedabad, Baroda, Surat, Rajkot, Bhavnagar, and Bhuj.

The shareholders of the Company at 73rd Annual General Meeting of the members of the Company held on September 30, 2016 approved the re-appointment of Shri Falgunbhai C. Patel for the period of five years with effect from April 01, 2017 to March 31, 2022.

It is therefore proposed to re-appoint Shri Falgunbhai C. Patel as a Chairman and Managing Director of the Company for the further period of five (5) years with effect from April 01, 2022, which shall be within the limits prescribed under the provisions of the Companies Act, 2013 read with Schedule V. Shri Falgunbhai C. Patel satisfies all the conditions as set out in Part – I of Schedule V to the Companies Act, 2013 as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment. The remuneration payable to Shri Falgunbhai C. Patel is within the permissible limits specified by the Companies Act, 2013 and is also commensurate with his expertise, experience and exposure in the field of print media, electronic media, finance, treasury and the responsibilities being shouldered to him as well as his association with the Company. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company. The Board of Directors of the Company, at their meeting held on June 29, 2021 has, while considering his expertise, long lasting experience and exposure in the field of media and the responsibilities being shouldered by him as well as his association with the Company and also the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Shri Falgunbhai C. Patel as the Chairman and Managing Director of the Company for the approval of members at the ensuing AGM for a period of five (5) years from April 01, 2022 to March 31, 2027 on the following terms and conditions:-

- 1) Salary of ₹ 6,50,000/- (Rupees Six Lakhs Fifty thousand only) per month.
- 2) Perquisites to be allowed in addition to salary and commission as under:
 - A. i. The Company shall provide equipment, appliances, furniture, fixtures and furnishing at his residence at the cost of the Company. The Company shall reimburse expenses of Gas, Electricity, Water, etc.
 - ii. Medical expenses for self and family including insurance premia shall be reimbursed by the Company in accordance with the Policy of the Company.
 - iii. The Company shall reimburse Leave Travel Fare for him and his family once in a year.
 - iv. The Company shall pay personal accident insurance premia in accordance with the Policy of the Company.

These perquisites shall be subject to a ceiling of an amount equal to the annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modifications or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Shri Falgunbhai C. Patel shall also be given the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

- B. i. The Company shall contribute to the Provident Fund such percentage as may be specified from time to time.
- ii. The Company shall contribute towards Pension / Superannuation Fund / Annuity Fund provided that such contribution together with contribution to Provident Fund shall not exceed the limit laid down under the Income-Tax Act or any statutory modification thereof.
- iii. The contribution to the Provident Fund, Pension / Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent this either singly or put together are not taxable under the Income tax Act, 1961.
- iv. The Company shall pay Gratuity as per the rules of the Company and encashment of leave as per Company's Policy and the same shall not be included in the computation of limits for the remuneration or perquisites.
- C. i. The Company shall provide a car with driver at the entire cost of the Company for personal use and office work. Use of car for private purpose shall be billed by the Company.

- ii. The Company shall provide telephone at his residence at the entire cost of the Company. Personal long distance shall be billed by the Company.
- iii. He shall be entitled to privilege leave in accordance with the Policy of the Company. He shall be entitled to en-cash the un-availed leave at the end of his tenure.

3) COMMISSION:

He shall be paid commission in addition to the salary and perquisites mentioned above in a manner that the total remuneration including commission shall be 10% of the Net profit of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.

The remuneration referred to above is subject to the limit of 10% of the Net profit of the Company for the Managing Director and subject further to the overall limit of 11% of the net profit of the Company for all the Directors including Managing Director and Whole-Time Director of the Company taken together.

- 4) In case of absence or inadequacy of profits in the financial years during the tenure of Shri Falgunbhai C. Patel, the Company will be entitled to pay salary, perquisites and other allowances as the minimum remuneration subject to the limits prescribed in Section 197 read with Section II of Part II of the Schedule V of the Companies Act, 2013.

The particulars set out hereinabove may be treated as an abstract of the terms of Agreement to be entered between the Company and Shri Falgunbhai C. Patel, Chairman and Managing Director pursuant to the provisions of the Companies Act, 2013.

A brief resume of Shri Falgunbhai C. Patel, nature of his expertise in the specific functional areas, the names of the companies in which he holds directorships and memberships / chairmanships of the Board Committees, the shareholding and the relationships amongst the directors inter-se as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure hereto.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of the Section 190 of the Act and Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Falgunbhai C. Patel, Shri Parthiv F. Patel, Smt. Pannaben F. Patel and their relatives, is concerned or interested, financial or otherwise, in the passing of the resolution mentioned in Item No. 4. The Board of Directors recommends the resolution set forth in Item No. 4 for approval by the Members of the Company by way of Ordinary Resolution.

ITEM NO. 5

The re-appointment of Shri Falgunbhai C. Patel for a further period of five (05) years commencing from April 01, 2022 to March 31, 2027 is proposed to be approved by the Shareholders by way of Ordinary Resolution at the ensuing AGM.

Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), prescribes that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by Special Resolution in general meeting, if (i) the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity - provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

The shareholders of the Company have earlier approved the remuneration payable to Shri Falgunbhai C. Patel, Chairman and Managing Director of the Company who is also promoter of the Company notwithstanding the annual remuneration payable to him exceeds ₹ 5 crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or the aggregate annual remuneration of all the Executive Promoter Directors exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013, during the remaining tenure of his appointment up to March 31, 2022.

The term of Shri Falgunbhai C. Patel is expiring on March 31, 2022, accordingly, the approval of the shareholders shall expire on March 31, 2022. Hence, it is necessary to seek approval of shareholders of the Company by way of a special resolution to pay the remuneration in terms of Regulation 17(6)(e) of the Listing Regulations for his new term.

A brief resume of Shri Falgunbhai C. Patel, nature of his expertise in the specific functional areas, the names of companies in which he hold directorships and memberships or the chairmanships of the Board Committees, the shareholding and the relationships amongst the directors inter-se as stipulated under the Listing Regulations are provided in the Annexure hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Falgunbhai C. Patel, Shri Parthiv F. Patel, Smt. Pannaben F. Patel and their relatives, is concerned or interested, financial or otherwise, in the passing of the resolution mentioned in Item Nos. 5. The Board of Directors recommends the resolution set forth in Item No. 5 for approval by the members of the Company by way of a Special Resolution.

ITEM NO. 6

Shri Sudhirbhai Nanavati is the Independent Director of the Company. He was re-appointed as an Independent Director of the Company in the 75th Annual General Meeting of the Members of the Company for the period of five (05) years from April 01, 2019 up to March 31, 2024.

Shri Sudhirbhai Nanavati would be attaining the age of 75 years on September 29, 2022. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, for the continuation of Shri Sudhirbhai Nanavati as Non-executive Independent Director beyond September 29, 2022, consent of the shareholders would be required by way of special resolution. Considering the experience and contributions made by Shri Sudhirbhai Nanavati during his tenure, the continued association of him will be in the interest of the Company. Accordingly, considering the recommendations of the Nomination and Remuneration Committee, the Board of Directors recommends the continuation of the Directorship of Shri Sudhirbhai Nanavati as Non-executive Independent Director of the Company for the approval of the members.

A brief resume of Shri Sudhirbhai Nanavati, nature of his expertise in the specific functional areas, the names of companies in which he holds directorships and the memberships or the chairmanships of the Board Committees, the shareholding and the relationships amongst the directors inter-se as stipulated under the Listing Regulations are provided in the Annexure hereto.

Except for Shri Sudhirbhai Nanavati and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 7

The provisions of Section 180(1)(a) of the Companies Act, 2013 ('the Act'), provides that the Board of Directors of a company shall not except with the consent of the company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

In accordance with the provisions of the section 180(1)(a) of the Act, the power to create charges, mortgages and hypothecations on all or any of the movable and / or immovable properties of the Company, both present and future, in favour of the lenders, agents, trustees or any other person for securing the borrowings or financial assistance obtained or to be obtained or to give a collateral security for the borrowings or guarantees of any group or associate Company or otherwise to charge the assets of the Company, from time to time, up to value not exceeding limit approved by shareholders under Section 180(1)(c) of the Act from time to time, can be exercised by the Board of Directors of the Company with the consent of the Members of the Company obtained by a Special Resolution. In view of the same, it is necessary to obtain approval of the Members of the Company by means of a Special Resolution, to enable the Board of Directors of the Company to create charge, mortgage or hypothecation on the Company's immovable and movable properties, both present and future, in favour of the bankers, lenders, agents, financial institutions, trustees for the holders of debentures or bonds, or any other person, to secure the repayment of the monies borrowed by the Company including the temporary loans obtained from the Company's Bankers in the ordinary course of business. The Board of Directors of the Company recommends the Resolution at Item No. 7 of the accompanying notice for the approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : August 13, 2021
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary

ANNEXURE

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

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

Name	Mr. Parthiv F. Patel
Director Identification No.	DIN 00050211
Date of Birth	July 26, 1982
Age	40 years
Date of Original Appointment	March 14, 2002
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mr. Parthiv F. Patel is the Managing Director of the Company. He has pursued B. A. with Business finance from United Kingdom. He has been associated with the Company for more than 19 years. He was appointed as Director of the Company in the year 2002 and has been handling the management and control of the organization, remarkably since then. He has gained a rich experience in the field of management of newspaper, journals and magazines besides investments, finance, treasury and general administrative functions of the Company. He shoulders the whole gamut of new projects & up-gradation of all departments of the Company. Under his dynamic leadership and industrious nature, the Company is the proud owner of latest technology in printing with zero-error. He also is the champion of all new projects of the Company, which is on a very promising upward trajectory.
Terms and conditions of appointment / re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Parthiv F. Patel is liable to retire by rotation and being eligible offers himself for re-appointment.
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2021	Directorship in Listed Entities: NIL Directorship in other companies: 1. Satyesh Brinechem Private Limited 2. Autumnleaf Estates Private Limited 3. Sandesh Digital Private Limited
Membership / Chairperson of other Board Committees as on March 31, 2021	NIL
Disclosure of relation-ships between directors inter-se	Mr. Parthiv F. Patel is the son of Shri Falgunbhai C. Patel (Chairman and Managing Director) and Smt. Pannaben F. Patel (Director). Except the aforesaid none of the other Directors, Manager or Key Managerial Personnel is related to Mr. Parthiv F. Patel.
Shareholding in the company	9,95,400 equity shares having face value of ₹ 10/- each
Last salary drawn (for FY 2020-21)	₹ 394.59 Lacs
The number of Meetings of the Board attended during FY 2020-21	4 (Four)

- b) A brief resume of Shri Falgunbhai C. Patel, who is proposed to be re-appointed as Chairman and Managing Director, at the ensuing Annual General Meeting:

Name	Shri Falgunbhai C. Patel
Director Identification No.	DIN: 00050174
Date of Birth	January 11, 1956
Age	65 Years
Date of Original Appointment	November 27, 1974
Brief resume, qualification, experience and nature of expertise in specific functional areas	Shri Falgunbhai C. Patel is Chairman & Managing Director of The Sandesh Limited with more than forty six years of experience in the Print Media administration and management. Under his stewardship "Sandesh" a leading Gujarati Newspaper charted out a dynamic trail of achievements by having independent editions from Ahmedabad, Baroda, Surat, Rajkot, Bhavnagar, and Bhuj.
Terms and conditions of appointment / re-appointment	As mentioned in the Item No. 4 of the Notice convening the Annual General Meeting read with the Explanatory Statement thereto, Shri Falgunbhai C. Patel is proposed to be re-appointed as a Chairman and Managing Director of the Company for the period of five (05) years with effect from April 01, 2022.
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2021	Directorship in Listed Entities: NIL Directorship in other companies: 1. Dhanali Enterprise Private Limited 2. Autumnleaf Estates Private Limited 3. Sandesh Digital Private Limited
Membership / Chairperson of other Board Committees as on March 31, 2021	NIL
Disclosure of relation-ships between directors inter-se	Shri Falgunbhai C. Patel is the spouse of Smt. Pannaben F. Patel, Director of the Company and also the father of Mr. Parthiv F. Patel, Managing Director of the Company. Except the aforesaid, none of the other Directors, Manager or Key Managerial Personnel is related to Shri Falgunbhai C. Patel.
Shareholding in the company	3,40,850 Equity Shares having face value of ₹ 10/- each
Last salary drawn (for FY 2020-21)	₹ 394.59 Lacs
The number of Meetings of the Board attended during FY 2020-21	4 (four)

- c) A brief resume of Shri Sudhirbhai Nanavati, whose directorship is proposed to be continued after attaining the age of 75 years, at the ensuing Annual General Meeting:

Name	Shri Sudhirbhai Nanavati (Independent Director)
Director Identification No.	00050236
Date of Birth	September 29, 1947
Age	74 Years
Date of Original Appointment	January 31, 2001
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Qualification: B.com. LL.B.</p> <p>Resume and experience: An eminent lawyer of Supreme Court of India and reputed senior advocate at the High Court of Gujarat, Mr. Sudhirbhai Nanavati is an inspiring educationalist. Under his leadership, Gujarat Law Society, established in 1927, a prominent Educational Institution in Ahmedabad, is marching forward on the path of success and glory. Mr. Sudhirbhai Nanavati graces the positions of President of GLS University and Executive Vice President of Gujarat Law Society. He has been awarded Honorary Doctorate Degree by Gujarat University for his contribution in the field of Education and Law.</p> <p>Mr. Sudhirbhai Nanavati is the key to GLS's success and its development through these years. He has been awarded several times at National and International levels for his outstanding contribution to education namely: 'Gold Star Award' by Indian Achievers' Forum, Bangkok; 'Best Educationalist Award' by AIMS; 'Best Educational Services – Lifetime Award' by All India Academic applied Psychologists' Association.</p> <p>He has also been honoured with various awards for his outstanding contribution to the nation and the society. Some of the remarkable awards he has received are 'The contemporary Achiever Award' by Divya Bhaskar, 'Visionary Award in the field of Law and Education' by Vision Foundation, 'Shaleen Manav Ratna Award' by Anoopam Mission, 'Indian Achievers' Award' by Indo-Thai Business Community Forum, 'Professional Excellence Award' by Rotary Club and many more.</p> <p>Being appointed Brand Ambassador for "Swachh Gujarat Mission" has added one more feather in the cap. Under his influential leadership, several thousand students and staff members of GLS were guided and encouraged to drive the mission of Swachh Bharat Abhiyaan. He was also appointed a One Member Inquiry Commission by BCCI to give the verdict on the cricketers Harbhajan-Sreesanth 'Slapgate' case in 2008. His keen interest in cricket led him to be in association with various state and national cricket activities. He was the President of Sports Club, Ahmedabad for eight consecutive years. Also, he has graced the positions of Honorary Secretary and Honorary President at Gujarat Cricket Association and position of Chairman, Finance Committee of BCCI.</p>
Terms and conditions of appointment / re-appointment	As per the resolution at Item No. 6 of the Notice convening the Annual General Meeting read with the Explanatory Statement thereto, Directorship of Shri Sudhirbhai Nanavati is proposed to be continued after attaining the age of 75 years.
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2021	<p>Directorship in Listed Entities: NIL</p> <p>Directorship in other companies:</p> <ol style="list-style-type: none"> 1. Sterling Abrasive Limited 2. Leadership Entrepreneurship and Acceleration Foundation 3. AIC-GLS Foundation
Membership / Chairperson of other Board Committees as on March 31, 2021	NIL
Disclosure of relation-ships between directors inter-se	None of the Directors, Key Managerial Personnel or Manager is related to Shri Sudhirbhai Nanavati.
Shareholding in the company	250 Equity Shares having face value of ₹ 10/- each.
Last salary drawn	N.A.
The number of Meetings of the Board attended during FY 2020-21	4 (Four)

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : August 13, 2021
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary