

NOTICE

NOTICE is hereby given that the 77th ANNUAL GENERAL MEETING of the Members of "THE SANDESH LIMITED" (CIN: L22121GJ1943PLC000183) will be held on Wednesday, the 30th day of December, 2020 at 02:00 P.M. IST, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, 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, 2020, 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, 2020, 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, 2020, 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 2019-20

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, 2020, as per the Resolution passed by the Board of Directors at their Meeting held on February 14, 2020, be and is hereby noted and confirmed as final dividend for the Financial Year 2019-20."

3. To appointment a Director in place of Mrs. Pannaben F. Patel (DIN: 00050222) , who retires by rotation and being eligible, offers herself for re-appointment:

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Pannaben F. Patel (DIN: 00050222), who retires by rotation at this Meeting and being eligible offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To appoint Mr. Sanjay Kumar Tandon (DIN: 00055918) as Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act" for short) (including any statutory modifications or re-enactments thereof, for the time being in force) and the applicable provisions of the Articles of Association of the Company and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and approval of Board of Directors of the Company, subject to such approvals, permissions and sanctions, as may be required, and subject to the approval of the Ministry of Information and Broadcasting, the Central Government or any other competent authority, wherever required and such other approvals as may be necessary, Mr. Sanjay Kumar Tandon (DIN 00055918), the Chief Financial Officer of the Company, who was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 15, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") be and is hereby appointed as a Whole Time Director of the Company, for a period of five (05) years with effect from September 15, 2020 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors of the Company, which shall be within the overall limits prescribed under the provisions of the Act from time to time, out of the profits of the Company of the respective

financial year as calculated under the provisions of sections 197 and 198 of the Act in any financial year and on the terms and conditions, benefits and perquisites, as mutually agreed and entered by the way of an agreement between the Company and Mr. Sanjay Kumar Tandon with an authority to the Board of Directors to modify the same or his remuneration, payments, perquisites, benefits and amenities given below:

a) Salary:

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

In the scale of ₹ 27,00,000/- (Rupees Twenty Seven Lacs) per annum to ₹ 60,00,000/- (Rupees Sixty Lacs) per annum with authority to the Board to fix the salary within the scale from time to time.

b) Perquisites and allowances:

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

c) Powers & Responsibilities:

Mr. Sanjay Kumar Tandon will exercise such powers and duties as may be entrusted by the Board from time to time.

d) Minimum Remuneration:

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

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

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

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

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to sign all documents, deeds, papers, forms etc. in this regards and to file applicable forms /documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary to give effect to this resolution of the Board"

5. To appoint Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director of the Company

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

"RESOLVED THAT Dr. Gauri Surendra Trivedi (DIN: 06502788), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 15, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161(1) of the Companies Act, 2013 ("Act") and Article 89 of the extant Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations"), as amended from time to time, the appointment of Dr. Gauri Surendra Trivedi, who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from September 15, 2020 up to September 14, 2025, be and is hereby approved;

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to sign all documents, deeds, papers, forms etc. in this regards and to file applicable forms and documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary to give effect to this resolution of the Board of Directors of the Company."

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

To consider and, if thought fit, to pass 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 Mr. 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, for the remaining period of his present tenure, on such terms and conditions as were originally approved by the shareholders vide their resolution passed in the Annual General Meeting dated September 30, 2016, for period of five years with effect from April 01, 2017, 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 31st March, 2022;

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."

7. To approve remuneration of Mr. Parthiv F. Patel (DIN: 00050211) the Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass 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 Mr. Parthiv F. Patel (DIN: 00050211), the Managing Director of the Company and who is also the Executive Director and Promoter of the Company, for the remaining period of his present tenure, on such terms and conditions as were originally approved by the shareholders vide their resolution passed in the Annual General Meeting dated September 22, 2017, for period of five years with effect from August 01, 2018, 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 31st July, 2023;

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."

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : November 12, 2020
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary

NOTES:

1. In view of the continuing situation due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars"), i.e. through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without physical presence of the Members at a common venue. The forthcoming AGM will thus be held through VC or OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and physical attendance of Members to AGM venue is not required.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as referred above, the Company is providing facility of remote e-voting to its Members in respect of the business 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 above mentioned MCA Circulars and SEBI Circular dated 12th May, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
4. A body corporate intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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 the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the 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 the 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 the 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 77th AGM, Annual Report and instruction 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 77th 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 and (iii) National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
8. The Explanatory Statement setting out the material facts pursuant to section 102 of the Companies Act, 2013, ("the Act") relating to special business under Item No. 4 to Item no. 7, to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
9. Information pursuant to Regulation 26 (4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at the Annual General Meeting is attached hereto. The said Director has furnished necessary consent/declarations for his appointment/re-appointment.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, viz. MCS Share Transfer Agent Limited (RTA), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/62/63, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and quote their DP ID No. /Client ID No. or folio number in all their correspondence. Members may also refer to guidance note on dematerialisation of shares available on the website of the Company: www.sandesh.com
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
10. The businesses set out in the Notice of this AGM will be transacted through electronic voting system. The Company is providing facility for voting by electronic means. Instructions and other information regarding e-voting are given in this Notice under Note No. 25. 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.

11. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before December 25, 2020 through email on cs@sandesh.com. The same will be replied by the Company suitably.
12. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, December 18, 2020 to Wednesday, December 30, 2020, (both days inclusive).
13. Unpaid/unclaimed dividends and shares in respect of which dividend had remained unpaid/unclaimed:
 - a. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 - b. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 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 September 30, 2019 (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 2019-20, 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.
14. 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 (d) quote their DP ID No. / Client ID No. or folio number in all their correspondence.
15. 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.
16. 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.
17. 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.
18. Annual Report for Financial Year 2019-20 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
19. 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.
20. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the Registrar and RTA for physical shares.
21. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to RTA / the Company.
22. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode at free of cost.
23. The AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

24. 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.

25. 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 National Securities Depository Limited (NSDL) to facilitate the Members to cast their votes from a place other than venue of AGM (Remote e-voting). The facility for voting shall also be made available during 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 December 26, 2020 and ends at 05:00 P.M. on Tuesday, December 29, 2020 ("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, December 18, 2020, 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) The Notice will be displayed on the website of the Company i.e. www.sandesh.com and on the website of NSDL i.e. www.evoting.nsdl.com
- f) Members whose names appear in the Register of Members or in the List of Beneficial Owners prior to commencement of the Book Closure Date are entitled to vote on the Resolutions set forth in the Notice of AGM.
- g) The remote e-voting period begins at 09:00 A.M. on Saturday December 26, 2020 and ends at 05:00 P.M. on Tuesday, December 29, 2020 ("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, December 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- h) Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at AGM. Members attending AGM (by VC or OVAM) who have not casted their votes by remote e-voting shall only be able to exercise their right at AGM through e-voting. 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.
- i) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date (i.e. December 18, 2020) or the members who have not registered their e-mail addresses with the Company/Depository, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- j) The details of the process and manner for remote e-voting and e-voting during 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

STEP 1 - Details on Step 1 is mentioned below:

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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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?](#)" (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.

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 - Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 or issues regarding remote e-voting or e-voting, you may refer the Frequently Asked Questions ("FAQs") available at www.evoting.nsdl.com, under help section or you can contact NSDL on : 1800-222-990 / send a request at evoting@nsdl.co.in or contact Mr. Pratik Bhatt at designated email ID: pratikb@nsdl.co.in / +91-22-24994738 or Ms. Sarita Mote, at designated email ID: saritam@nsdl.co.in / +91-22-24994890

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

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@sandesh.com from December 24 2020 (9:00 a.m. IST) to December 25, 2020 (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.

26. 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 at AGM through electronically) process in a fair and transparent manner.
27. 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.
28. 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.
29. 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. Wednesday, December 30, 2020.

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : November 12, 2020
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary

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

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

ITEM NO. 4

Mr. Sanjay Kumar Tandon was appointed by the Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, as an Additional Director and also a Whole Time Director with effect from September 15, 2020, for a period of five (5) years, liable to retire by rotation, in accordance with the relevant provisions of the Companies Act, 2013 (the Act, for short) read with Schedule V of the Act. Mr. Sanjay Kumar Tandon has a vast experience in the field of accounts, taxation, finance, purchase, stores and legal matters and he has been associated with the Company over a period of more than ten years. Keeping in view Mr. Sanjay Kumar Tandon's vast experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company throughout his tenure, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as a Whole Time Director of the Company for a period of five years with effect from September 15, 2020. Hence, it is proposed to seek the approval of the Members by the way of ordinary resolution for the appointment of Mr. Sanjay Kumar Tandon as a Whole Time Director, liable to retire by rotation, in terms of the applicable provisions of the Act.

Mr. Sanjay Kumar Tandon shall be entitled to remuneration by way of salary, perquisites, other allowances, commission etc. as may be determined by the Board, within the overall limits prescribed under the provisions of the Act. The remuneration and other terms of appointment of Mr. Sanjay Kumar Tandon has been recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors as mentioned in the resolution no. 4 of the Notice. Further, the terms and conditions of the appointment and the remuneration given herein may be fixed, amended, modified, altered, varied and increased from time to time by the Board, at its sole discretion as they deem fit, so as not to exceed the overall limits as prescribed under the applicable provisions of the Act. Mr. Sanjay Kumar Tandon is not holding any shares of the Company. Mr. Sanjay Kumar Tandon has given his consent to act as a Director of the Company. Mr. Sanjay Kumar Tandon is eligible for appointment as a Director of the Company pursuant to provisions of the Act and is not disqualified from being appointed as a Director in terms of section 164 of the Act. Disclosure required pursuant to provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings of Institute of Company Secretaries of India is set out as the Annexure to this Notice. The resolution provided in item no. 4, sets out an abstract of material terms and conditions of the appointment and hence the same may be treated as an abstract of memorandum of interest in accordance with Section 190 of the Act.

Mr. Sanjay Kumar Tandon is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mr. Sanjay Kumar Tandon may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution. Mr. Sanjay Kumar Tandon is not related to any of the Directors and the Key Managerial Personnel of the Company. Disclosure required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings of Institute of Company Secretaries of India is set out as the Annexure to this Notice.

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

ITEM NO. 5

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. September 15, 2020 up to September 14, 2025, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 89 of the extant of Articles of Association of the Company, Dr. Gauri Surendra Trivedi shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director. The Company has received declaration from Dr. Gauri Surendra Trivedi to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has further received a declaration from her in terms of Regulation 25(8) of Listing Regulations. In the opinion of the Board, Dr. Gauri Surendra Trivedi fulfills the conditions specified in the Act, Rules and Listing Regulations for her appointment as Independent Director and she is independent of the management of the Company. As mandated by the Ministry of Corporate Affairs, Dr. Gauri Surendra Trivedi has completed her registration on the databank of Independent Directors created by Ministry of Corporate Affairs and Indian Institute of Corporate Affairs. Draft Letter of appointment for Independent Director setting out terms and conditions of appointment is available on the website of the Company. Disclosure required under Regulation 26(4) & 36(3) of the Listing Regulations, and SS-2 Secretarial Standards on General Meetings of Institute of Company Secretaries of India is set out as the Annexure to this Notice.

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

Key Managerial Personnel of the Company. The Board recommends the Resolution set forth in Item No. 5 for approval by the Members of the Company by way of an Ordinary Resolution.

ITEM NOS. 6 & 7

The appointment and remuneration of Mr. Falgunbhai C. Patel for a period of five years commencing from April 01, 2017 to March 31, 2022 was approved by the Shareholders by passing an Ordinary Resolution on September 30, 2016. The appointment and remuneration of Mr. Parthiv F. Patel for a period of five years commencing from August 01, 2018 to July 31, 2023 was approved by the Shareholders by passing an Ordinary Resolution on September 22, 2017.

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.

Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel are the promoters and their aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the Listing Regulations, the approval of the members is being sought by way of a special resolution for the already approved remuneration of both the Executive Directors for the remaining part of the current term of each of the Executive Director, namely, Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel.

The shareholders of the Company had approved the remuneration payable to both Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel, Executive Directors, while approving their reappointment in the Annual General Meeting of the Company by the way of ordinary resolutions, held on September 30, 2016 and September 22, 2017, respectively. Approval of the shareholders of the Company by way of a special resolution for retaining the existing terms and conditions of appointment of aforesaid Executive and Promoter Directors including remuneration payable to them till the expiry of their term i.e. March 31, 2022, and July 31, 2023, respectively, in order to comply with the provisions of the Regulation 17(6)(e) of Listing Regulations. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the above proposal in their meeting.

A brief resume of both Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships or the chairmanships of the Board Committees, the shareholding and relationships amongst the Directors inter-se as stipulated under the Listing Regulations are provided herein. The copies of the relevant resolution referred to herein above, containing, inter alia, the principal terms and conditions of the re-appointment is available for inspection by the members of the Company between 11:00 a.m. to 01:00 p.m. on any working day at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Falgunbhai C. Patel, Mr. Parthiv F. Patel, Mrs. Pannaben F. Patel and their relatives, is concerned or interested, financial or otherwise, in the passing of the resolutions mentioned in Item Nos. 6 & 7. The Board recommends the resolutions set forth in Item No. 6 & 7 for approval by the Members of the Company by way of special resolutions.

Registered Office:

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

Date : November 12, 2020

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 Mrs. Pannaben F. Patel, who retires by rotation and is eligible for re-appointment, at the ensuing Annual General Meeting:**

Name	Mrs. Pannaben F. Patel
Director Identification No.	DIN 00050222
Date of Birth	October 17, 1952
Age	68 years
Date of Original Appointment	October 29, 2010
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mrs. Pannaben F. Patel is a holder of degree in the field of B.A. with Economics. She is a social worker and associated with many social groups and charitable entities and is actively involved in various philanthropic activities in the interest of the community.
Terms and conditions of appointment / re-appointment	In terms of Section 152 of the Companies Act, 2013, Mrs. Pannaben F. Patel is liable to retire by rotation and being eligible offers herself for re-appointment
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2020	Directorship in Listed Entities: NIL Directorship in other companies: (1) Dhanali Enterprise Private Limited
Membership / Chairperson of other Board Committees as on March 31, 2020	NIL
Disclosure of relation-ships between directors inter-se	Mrs. Pannaben F. Patel is the spouse of Mr. Falgunbhai C. Patel (Chairman and Managing Director) and Mother of Mr. Parthiv F. Patel (Managing Director). Except the aforesaid none of the other Directors, Manager or Key Managerial Personnel is related to Mrs. Pannaben F. Patel
Shareholding in the company	2,45,500 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not applicable
The number of Meetings of the Board attended during FY 2019-20	3 (Three)

- b) A brief resume of Mr. Sanjay Kumar Tandon being appointed as Whole Time Director, at the ensuing Annual General Meeting:

Name	Mr. Sanjay Kumar Tandon
Director Identification No.	DIN 00055918
Date of Birth	April 15, 1960
Age	60 years
Date of Original appointment	September 15, 2020
Brief resume, qualification, experience and nature of expertise in specific functional areas	Qualification: Chartered Accountant Mr. Sanjay Kumar Tandon is the Chief Financial Officer of the Company. He is a Chartered Accountant and has rich experience of over three decades the finance, accounting, treasury, taxation, investor relations and also business planning. He is currently responsible for the accounting, finance, business planning, budgeting and taxation of the Company.
Terms and conditions of appointment / re-appointment	As mentioned in the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sanjay Kumar Tandon is proposed to be appointed as a Whole Time Director of the Company
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2020	Directorship in Listed Entities: Nil Directorship in other companies: (1) Applewoods Estate Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2020	Chairman of Corporate Social Responsibility Committee of Applewoods Estate Private Limited
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Sanjay Kumar Tandon
Shareholding in the company	Nil
Last salary drawn (for FY 2019-20)	₹ 31.24 Lacs
Number of Meetings of the Board attended during the F.Y. 2019-20	Nil as Director 5 (Five) as Chief Financial Officer

c) **A brief resume of Dr. Gauri Surendra Trivedi being appointed as Independent Woman Director, at the ensuing Annual General Meeting:**

Name	Dr. Gauri Surendra Trivedi
Director Identification No.	06502788
Date of Birth	May 18, 1960
Age	60 Years
Date of Original appointment	September 15, 2020
Brief resume, qualification, experience and nature of expertise in specific functional areas	Qualification: Ph.D. and MBA Dr. Gauri Surendra Trivedi holds qualification of Ph.D. and MBA. She has a rich experience as IAS officer for the period of 25 years. She has served as AVP in Reliance Industries Limited for the period of 2 years and as a faculty in Sardar Patel Institute of Public Administration, CEPT for the period of 4 years.
Terms and conditions of appointment / re appointment	As mentioned in the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Dr. Gauri Surendra Trivedi is proposed to be appointed as an Independent Woman Director of the Company
Name of the other listed entities along with other Companies in which the person holds the directorship as on March 31, 2020	Directorship in Listed Entities: 1. Denis Chem Lab Limited 2. Adani Power Limited 3. Adani Gas Limited 4. The Sandesh Limited Directorship in other companies: 1. Udipi Power Corporation Limited 2. Bajaj Energy Limited 3. Cue Startegic Inputs Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2020	Audit Committee of below Companies: 1. Denis Chem Lab Limited (Member) 2. Udipi Power Corporation Limited (Member) Stakeholder Committee of below Companies: 1. Adani Power Limited (Chairman) Nomination and Remuneration Committee of below Companies: 1. Denis Chem Lab Limited (Member) 2. Bajaj Energy Limited (Member) Corporate Social Responsibility Committee of below Companies: 1. Adani Power Limited (Member) 2. Udipi Power Corporation Limited (Member) 3. Bajaj Energy Limited (Member)
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Dr. Gauri Surendra Trivedi
Shareholding in the company	Nil
Last salary drawn (for FY 2019-20)	Not Applicable
Number of Meetings of the Board attended during the F.Y. 2019-20	Not Applicable

Registered Office:

"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : November 12, 2020
Place : Ahmedabad

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

Dhaval Pandya
Company Secretary