

February 19, 2025

E-FILING

To,

1. BSE LIMITED

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

BSE Scrip Code: 526725

2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"Exchange Plaza", C-1, Block-G,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

NSE Symbol: SANDESH (EQ.)

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated February 13, 2025, seeking approval of the members of the Company for the following resolution:

1. Appointment of Mr. Rahoul Rajivkumar Shah (DIN: 00054684) as a Whole Time Director of the Company.

Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, February 14, 2025, seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Thursday, February 20, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, March 21, 2025

The Postal Ballot Notice is also available on the Company's website at www.sandesh.com.

Kindly take the same on your records.

Thanking you,

Yours sincerely,

FOR, THE SANDESH LIMITED

HARDIK PATEL

COMPANY SECRETARY

ICSI MEMBERSHIP NO.: A55828

Encl.: As Above

SANDESH

THE SANDESH LIMITED

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

CIN: L22121GJ1943PLC000183;

Tel.: +079 4000 4000; **Email:** cs@sandesh.com; **Website:** www.sandesh.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of The Sandesh Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Sections 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations and SS-2 is also attached.

The Board of Directors has appointed **M/s. Sparsh Gupta & Co.,** Practicing Company Secretaries (Membership No. F11558 and COP: 17390) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement 9:00 a.m. (IST) on Thursday, February 20, 2025
of e-voting:

End of e-voting: 5:00 p.m. (IST) on Friday, March 21, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced within two working days of conclusion of e-voting and will be displayed on the Company's website at www.sandesh.com and the website of NSDL at <https://www.evoting.nsdl.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

1. Appointment of Mr. Rahoul Rajivkumar Shah (DIN: 00054684) as a Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in compliance of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**"), Mr. Rahoul Rajivkumar Shah (DIN: 00054684), who was appointed as an additional director of the Company by the Board of Directors with effect from February 13, 2025 and holds office up to the date of next annual general meeting or for a period of three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Whole Time Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT in accordance with the recommendation of the Nomination and Remuneration

Committee and pursuant to the provisions of sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations (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 subject to the approval of the competent authorities, wherever required, and such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Rahoul Rajivkumar Shah, as a whole-time director of the Company, for a period of five (05) years with effect from February 13, 2025 on the terms and conditions, benefits, perquisites, remuneration and amenities, as incorporated in the draft agreement proposed to be entered into between the Company and Mr. Rahoul Rajivkumar Shah with an authority to the Board of Directors to finalize and execute it, material terms of which are given below:

1. Remuneration:

- a) Remuneration will be as fixed by the Board of Directors from time to time as may be necessary, expedient, and acceptable to Mr. Rahoul Rajivkumar Shah after taking into account the recommendations of the Nomination and Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, and repairs, bonus, performance incentive, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Rahoul Rajivkumar Shah, shall not exceed the overall ceiling on remuneration approved by the Members in their General Meeting.
- b) Total remuneration along with perquisites, benefits, amenities as contemplated herein including contribution payable towards Provident Fund, Gratuity Fund, Superannuation Fund, Annuity Fund etc. payable to all the Managing Director(s)/Whole Time Director(s) of the Company, in any financial year, shall not exceed 5%, where there is only one Managing Director(s) / Whole-time Director(s) and 10% where there are more than one Managing Director(s)/ Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Act.

- c) Within the aforesaid ceiling, the remuneration along with perquisites, benefits, amenities etc. payable to Mr. Rahoul Rajivkumar Shah shall be as follows:

In the scale of Rs. 33,00,000/- (Rupees Thirty-Three Lakhs only) per annum to Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum with authority to the Board to fix the same within the aforesaid scale from time to time.

- d) Perquisites, benefits, amenities and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per the Income Tax Rules, wherever applicable. The amounts of perquisites, benefits, amenities and allowances as may be payable to Mr. Rahoul Rajivkumar Shah may be decided or varied by the Board of Directors, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration along with perquisites, benefits, amenities and allowances paid to Mr. Rahoul Rajivkumar Shah as whole-time director shall not exceed the limits stipulated in the Act.
- e) Provision for use of the Company's car for official duties shall be included in the computation of perquisites to calculate the aforesaid ceiling.
- f) Mr. Rahoul Rajivkumar Shah shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- g) Notwithstanding anything hereinabove, where in any financial year during the currency of Mr. Rahoul Rajivkumar Shah's tenure as the whole-time director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration that he is then entitled to as a minimum remuneration in accordance with the provisions of Schedule V or other applicable provisions of the Act and subject to receipt of necessary approvals.

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company (The Board of Directors referred herein includes the Board of Directors of the Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary or modify the terms of remuneration along with perquisites, benefits, amenities payable or made available to Mr. Rahoul Rajivkumar Shah;

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board of Directors of the Company with a power to further delegate to or any other officer(s) or authorized representative(s) of the Company to do all acts, deeds, and things and take all such steps as may be necessary, proper, and expedient to give effect to this resolution."

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

HARDIK PATEL

Company Secretary
and Compliance Officer

Date: February 13, 2025
Place: Ahmedabad

Registered Office:

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

CIN: L22121GJ1943PLC000183

Website: www.sandesh.com

E-mail: cs@sandesh.com

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, February 14, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. As per the MCA Circulars, physical copy of this Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through the e-voting system.
3. This Postal Ballot Notice will also be available on the Company's website at www.sandesh.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.sandesh.com) duly filled and signed along with requisite supporting documents to MCS Share Transfer Agent Limited ("RTA"), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat).
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only. It is however, clarified that all the


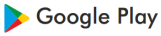


persons who are Members of the Company as on cut-Off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email id with the RTA or the depository participant(s) shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, February 20, 2025 and ends at 5:00 p.m. (IST) Friday, March 21, 2025. During this period, the Members of the Company holding shares as on cut-off date, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.**
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, March 21, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@sandesh.com mentioning his/her/its folio number / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**
How do I vote electronically using NSDL e-Voting system?
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
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Shareholders are advised to update their mobile number and e-mail address with their DPs 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
<p>NSDL Mobile App is available on</p>	
<p>     </p>	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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?

- 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, your Password/OTP 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.*
- 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***

- Password details for shareholders other than Individual shareholders are given below:

 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
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 of 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to helpdesk.evoting@cdislindia.com.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 (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 Mr. Sparsh Gupta at sparshmaheshgupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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).
3. Alternatively shareholder/Members may send a request to evoting@nsdl.com 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 shareholders 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS 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 an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/Members may send a request to evoting@nsdl.com 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 shareholders 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1:

The Board of Directors of the Company ("**Board**") has, at its meeting held on February 13, 2025, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") of the Board of Directors of the Company and upon evaluation of Mr. Rahoul Rajivkumar Shah's (DIN: 00054684) eligibility criteria as laid down by the Company and in compliance with the provisions of the Companies Act, 2013 ("**Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Articles of Association of the Company, appointed Mr. Rahoul Rajivkumar Shah, who is heading the marketing department of the Company, as an additional director and a Whole-time Director, for a period of five (05) years, with effect from February 13, 2025 to February 12, 2030, on the terms and conditions of remuneration, as set out in the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

In terms of the provisions of section 161(1) of the Act and Regulation 17(1C) of the Listing Regulations, Mr. Rahoul Rajivkumar Shah would hold office up to the date of the ensuing annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Rahoul Rajivkumar Shah, a Commerce graduate, has been associated with the Company over a period of more than twenty-five (25) years. He has been instrumental in leading the marketing department and driving its strategic growth. His expertise spans advertising, sales, and marketing, with a deep understanding of industry dynamics and consumer behaviour. Throughout his tenure, he has played a pivotal role in brand-building, developing innovative marketing strategies, and enhancing the Company's market presence. His leadership skills, coupled with strategic planning and operational expertise, have contributed to the Company's sustained success. He possesses a strong ability to identify market opportunities, optimize sales performance, and implement effective advertising campaigns. His extensive industry experience allows him to navigate complex challenges while fostering innovation and business development. Committed to excellence, he continues to drive impactful marketing initiatives that strengthen the Company's brand and competitive edge. His visionary leadership and results-driven approach make him a key contributor to the organization's long-term success.

Mr. Rahoul Rajivkumar Shah is a fit and proper person for the post of Whole-time Director. The remuneration payable to him is fair and reasonable. The proposed remuneration payable is within the limits specified in Schedule V of the Act. The members' approval is required for the same under Schedule V and other applicable provisions of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rahoul Rajivkumar Shah under section 190 of the Act.

The brief details of Mr. Rahoul Rajivkumar Shah, in terms of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Postal Ballot Notice.

The Company has received a notice in writing, in terms of section 160(1) of the Act, from a member proposing the candidature of Mr. Rahoul Rajivkumar Shah for the office of Director of the Company.

Mr. Rahoul Rajivkumar Shah is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority. He has furnished to the Company, his consent to act as a Director and Whole-time Director and that he is not disqualified from being appointed as a Director of the Company, in Form DIR-8.

The NRC while recommending his appointment, has considered amongst others, leadership capabilities, expertise in strategic planning, operational experience, brand-building, and industry experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.

The Board of Directors of the Company is of the view that Mr. Rahoul Rajivkumar Shah possesses the requisite skills and capabilities and given his vast experience, business acumen, and understanding of the complexities involved in the advertising, sales, and marketing of the media business, it is considered desirable, in the interest, and for the benefit of the Company, to appoint Mr. Rahoul Rajivkumar Shah as a Director and Whole-time Director of the Company. Mr. Rahoul Rajivkumar Shah oversees the advertising, sales, and marketing business of the Company.

Mr. Rahoul Rajivkumar Shah is not related to any Director or any Key Managerial Personnel of the Company.

Approval of the members is, therefore, sought for the proposed appointment of and payment of remuneration to Mr. Rahoul Rajivkumar Shah, as set out in the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

Except Mr. Rahoul Rajivkumar Shah, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the accompanying

Postal Ballot Notice. The relatives of Mr. Rahoul Rajivkumar Shah may be deemed to be interested in the resolution set out in Item No. 1 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

In accordance with the facts of the proposal and the rationale as aforesaid, your Directors recommend passing the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

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

HARDIK PATEL

Company Secretary
and Compliance Officer

Date: February 13, 2025

Place: Ahmedabad

Registered Office:

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

CIN: L22121GJ1943PLC000183

Website: www.sandesh.com

E-mail: cs@sandesh.com

ANNEXURE TO POSTAL BALLOT NOTICE DATED FEBRUARY 13, 2025

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

(1) Mr. Rahoul Rajivkumar Shah:

1. Name of Director & DIN	Mr. Rahoul Rajivkumar Shah (DIN: 00054684)
2. Designation	Whole-time director
3. Date of birth	August 24, 1973
4. Age	51 years
5. Brief resume	He has vast experience in the fields of advertising, sales, and marketing, among others. He has been associated with the Company over a period of more than twenty-five (25) years. He has exposure and expertise in the fields of advertising, sales, and marketing. Please refer to the Explanatory Statement to Resolution No. 1 of this Postal Ballot Notice for profile.
6. Relationship with other Directors inter-se, Manager, and Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial Personnel of the Company or its subsidiary or associate company.
7. Date of Appointment	February 13, 2025
8. Experience and expertise in specific functional areas	25+ years Leadership, strategic planning, operational experience, industry experience, and brand-building
9. Qualification	Graduate in commerce
10. Terms and conditions of appointment	As detailed in Resolution No. 1 of this Postal Ballot Notice: Appointment as a whole-time director, liable to retire by rotation, for a term of five (05) years from February 13, 2025, to February 12, 2030 (Both days inclusive)
11. Remuneration last drawn (including sitting fee during FY-2024-25)	NIL (as a director)
12. Details of remuneration sought to be paid	In the scale of Rs. 33,00,000/- (Rupees Thirty-Three Lakhs only) per annum to Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum
13. Date of first appointment on the Board	February 13, 2025
14. Shareholding in the Company: Number of Equity Shares of Rs. 10/- each held in the Company or on behalf of any other person on a beneficial basis	2,750 Equity Shares having the face value of Rs. 10/- each
15. Number of Board Meetings attended during FY 2024-25	NIL
16. Names of listed entities in which he also holds the directorship and the membership of Committees of the Board along with listed entities from which he has resigned in the past three years	NIL
17. List of the Committees of other Board of Directors (across all companies) in which Chairmanship / Membership is held	NIL

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

HARDIK PATEL

Company Secretary and Compliance Officer

Date: February 13, 2025

Place: Ahmedabad

Registered Office:

"Sandesh Bhavan", Lad Society Road,

B/h. Vastrapur Gam, P. O. Bodakdev,

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