

SE/LODR/AGM/FY2017-18
September 1, 2018

E-FILING

To,

1. THE MANAGER CORPORATE RELATIONSHIP DEPT.,
BSE LIMITED,
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI - 400 001

2. THE MANAGER, LISTING DEPARTMENT,
NATIONAL STOCK EXCHANGE OF INDIA LTD.,
"EXCHANGE PLAZA", C-1, BLOCK - 'G',
BANDRA-KURLA COMPLEX, BANDRA (E),
MUMBAI -400 051

SCRIP CODE : 526725

NSE SYMBOL : SANDESH (EQ.)

Sub. : Notice convening 75th Annual General Meeting and Closure of Register of Members and Share Transfer book of the Company

Dear Sir/Madam,

This is to inform you that the 75th Annual General Meeting (AGM) of the Company will be held on Friday, September 28, 2018, at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, to transact the businesses as set forth in the Notice convening the AGM. The Notice convening the AGM is enclosed herewith.

Pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act 2013, read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Book of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of AGM.

Further, 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 i.e. September 21, 2018, shall be entitled to avail the facility of remote e-voting or voting at AGM through ballot paper.

Yours faithfully,

For, **THE SANDESH LIMITED**


DHAVAL PANDYA

Company Secretary & Compliance Officer



Encl: As above

NOTICE

NOTICE is hereby given that the 75th ANNUAL GENERAL MEETING of the Members of "THE SANDESH LIMITED" (CIN: L22121GJ1943PLC000183) will be held on Friday, the 28th day of September, 2018 at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India), to transact the following businesses:

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, 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, 2018, 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, 2018, 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, 2018, together with the Report of Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."

2. Confirmation of the Interim Dividend of ₹ 5/- (Rupees Five Only) for every equity share of the Face Value of ₹ 10/- each paid to the Shareholders of the Company, as a Final Dividend for the Financial Year 2017-18:

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

"RESOLVED THAT the interim dividend of ₹ 5/- (Rupees Five only) for every Equity Share of the Face Value of ₹ 10/- each, paid to the Shareholders for the Financial Year ended March 31, 2018, as per the Resolution passed by the Board of Directors at their Meeting held on February 12, 2018, be and is hereby noted and confirmed as final dividend for the Financial Year 2017-18."

3. Appointment of 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, Mrs. 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."

4. Appointment of the Statutory Auditors and fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification and re-enactment thereof), M/s. S G D G Associates & LLP (Firm Registration No. W100188 LLPIN: AAI-3248), Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Manubhai & Shah LLP (Firm Registration No. 106041W/W100136 LLPIN: AAG-0878), Chartered Accountants, to hold the office from the conclusion of 75th Annual General Meeting till the conclusion of 80th Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration, charges and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:**5. Re-appointment of Mr. Mukeshbhai Patel (DIN: 00053892), as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Mukeshbhai Patel (DIN: 00053892), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024."

6. Re-appointment of Mr. Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Sudhirbhai Nanavati (DIN: 00050236), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024.”

7. Re-appointment of Mr. Shreyasbhai Pandya (DIN: 00050244), as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Shreyasbhai Pandya (DIN: 00050244), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024.”

8. Re-appointment of Mr. Sandeepbhai Singhi (DIN: 01211070), as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Sandeepbhai Singhi (DIN: 01211070), who was appointed as an Independent Director and who holds the office as an Independent Director upto March 31, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from April 01, 2019 up to March 31, 2024.”

Registered Office:
“Sandesh Bhavan”, Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 28, 2018
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to section 102 of the Companies Act, 2013, (“the Act”) relating to special business to be transacted at the Annual General Meeting (“AGM”) is annexed.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself/herself and a Proxy need not be a Member of the Company.
3. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 Hours before the commencement of the AGM. Proxies submitted on behalf of the companies/bodies corporate, etc., must be supported by an appropriate resolution/authority together with specimen signature, as applicable.
4. As per the provisions of section 105 of the Act 2013 and relevant Rules made thereunder, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member will be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
6. Corporate Members intending to authorize its representatives to attend the AGM are requested to submit the Company at its Registered Office, a certified true copy of the Board Resolution or authorization document authorizing its representatives to attend and vote on their behalf at the AGM.
7. 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. 29. The Company 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.
8. Additional information pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of this Notice. The said Directors have furnished necessary consents/declarations for their appointment/re-appointment.
9. Copies of all documents referred to in the Notice are available for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the AGM of the Company.
10. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both days inclusive).
11. **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 2009-10, from time to time, to the IEPF established by the Central Government. The Company has uploaded the details of unpaid/unclaimed dividends lying with the Company as on September 22, 2017 (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 2017-18, 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 available on the weblink: <http://www.iepf.gov.in/IEPFA/corporates.html>. For more details, please refer to corporate governance report which is a part of Annual Report.
12. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least ten (10) days in advance of the AGM, to enable the Company to keep the information ready.
13. Members are requested to (a) bring their attendance slip along with copy of the Annual Report for the meeting, (b) 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), (c) 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.
14. In case of joint holders attending AGM, only such joint holder who is higher in the order of names will be entitled to vote.
15. 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.
16. 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.
17. Annual Report for Financial Year 2017-18 along with the Notice of AGM, attendance slip and proxy form is being sent by electronic mode to all the members who have registered their email ids with the depository participants/RTA unless any Member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2017-18 along with the Notice of AGM, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.sandesh.com and at www.cdslindia.com for download. Physical copies of Annual Report 2017-18 along with the Notice of AGM, attendance slip and proxy form can also be obtained from the

Company's Registered Office. For any communication, the Members may also send requests to the email address of the Company viz.cs@sandesh.com.

18. 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.
19. Members holding shares in physical form are requested to consider converting their holdings into dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's RTA in this regard.
20. The Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the Registrar and RTA for physical shares.
21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under section 189 the Act will be available for inspection at AGM.
22. 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.
23. 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.
24. The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium/venue of AGM.
25. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
26. In terms of the provisions of Section 152 of the Act, Mrs. Pannaben F. Patel, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company re-commend her re-appointment.
27. Mrs. Pannaben F. Patel is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to her re-appointment. Mr. Falgunbhai C. Patel and Mr. Parthiv F. Patel, Directors, being related to Mrs. Pannaben F. Patel may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice.
28. 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, alongwith 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.
29. **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, 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.
 - b) The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the Members to cast their votes from a place other than venue of AGM (Remote e-voting). The facility for voting shall be made available at AGM through polling paper and the Members attending AGM who have not casted their vote by e-voting shall be able to exercise their right at AGM. Please note that the voting through electronic means is optional for the Members of the Company.
 - 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 hereinafter), shall be entitled to avail the facility of e-voting or 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 www.sandesh.com and on the website of CDSL www.cdslindia.com.
 - e) A Member can opt for only one mode of voting i.e. either through e-voting or voting at AGM. Members who have casted their vote by e-voting prior to the AGM may also attend AGM, but shall not be entitled to cast their vote again. If a Member casts votes by both modes, then voting done through e-voting shall prevail.
 - 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. Eligible Members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach the Company for issuance of the USER ID and Password for exercising their right to vote by electronic means.

- g) **Members of the Company are requested to follow the instructions below to cast their votes through e-voting:**
- (i) The e-voting period begins at 09:00 A.M. on Tuesday, September 25, 2018 and ends at 05:00 P.M. on Thursday, September 27, 2018. 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. September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned on the cover page of Annual Report. Members who have received the Annual Report by e-mail and who have not updated their PAN with the Company/Depository Participant are requested to contact the Company's RTA – MCS Share Transfer Agent Limited at 079-26580461/62/63 or email at mcsahmd@gmail.com / mcsstaahmd@gmail.com .
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for "THE SANDESH LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Contact details of E-voting Agency : Central Depository Services (India) Limited (CDSL)
 - Email id: helpdesk.evoting@cdslindia.com,
 - Phone number: 1800-22-5533
- h) The Company has appointed M/s. Ashwin J. Patel & Associates, Practicing Company Secretaries, Ahmedabad (C.P. No.: 10782 & F.C.S. No.: 6765), to act as the Scrutinizer for conducting the voting at AGM and e-voting process in a fair and transparent manner.
- i) The Scrutinizer shall after the conclusion of voting at AGM including e-voting, will first count the votes cast at the AGM and thereafter unblock the votes cast through 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.
- j) 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 CDSL 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.
- k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. Friday, September 28, 2018.

Registered Office:
 “Sandesh Bhavan”, Lad Society Road,
 B/h. Vastrapur Gam, P. O. Bodakdev,
 Ahmedabad-380054
 Date : May 28, 2018
 Place : Ahmedabad

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

Dhaval Pandya
 COMPANY SECRETARY

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

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

ITEM NO. 5 to 8

Mr. Mukeshbhai Patel (DIN: 00053892), Mr. Sudhirbhai Nanavati (DIN: 00050236), Mr. Shreyasbhai Pandya (DIN: 00050244) and Mr. Sandeepbhai Singhi (DIN: 01211070) were appointed as Independent Director(s) of the Company and they hold the office as Independent Director(s) of the Company up to March 31, 2019 (“first term”).

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of the above mentioned Independent Directors for a second term of five (05) consecutive years on the Board of Directors of the Company.

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by them during their tenure, the continued association of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Mukeshbhai Patel, Mr. Sudhirbhai Nanavati, Mr. Shreyasbhai Pandya and Mr. Sandeepbhai Singhi as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (05) consecutive years on the Board of Directors of the Company.

All the above mentioned Independent Directors of the Company fulfill the conditions specified in the applicable provisions under the Companies Act, 2013 (Act) and Rules made thereunder for their reappointment as Independent Directors of the Company and they are independent of the Management. The Company has received requests from the Members of the Company proposing their names for re-appointment as Independent Directors at the ensuing Annual General Meeting (AGM) under section 160 of the Act. The Company has also received the declarations to the effect that the Independent Directors meet the criteria of Independent Director as provided under the provisions of section 149(6) of the Act.

The terms and conditions of the appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company during the business hours on any working day till date of AGM and the same will also be kept open at the venue of AGM.

Disclosure required under Regulation 26(4) & 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 Nos. 5 to 8 for approval by the Members of the Company by way of a Special Resolution.

Except the appointees (Independent Directors) and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Registered Office:
 "Sandesh Bhavan", Lad Society Road,
 B/h. Vastrapur Gam, P. O. Bodakdev,
 Ahmedabad-380054
 Date : May 28, 2018
 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 REGULATION 26(4) & 36(3) 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	65 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, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 3 • Dhanali Enterprise Private Limited • Suramya Chemicals Private Limited (in process of strike off) • Sarvatra Chemicals Private Limited (in process of strike off)
Membership / Chairperson of other Board Committees as on March 31, 2018	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 2017-18	1 (One)

(B) A brief resume of Mr. Mukeshbhai Patel being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Mukeshbhai Patel (Independent Director)
Director Identification No.	DIN 00053892
Date of Birth	January 22, 1954
Age	64 Years old
Date of Original appointment	March 30, 2005
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Qualification B.Com & LL.B.</p> <p>Resume, Experience and Nature of Expertise An Eminent Advocate and International Tax Expert, Mr. Mukeshbhai Patel enjoys over four decades of extensive experience in the legal profession, with expertise in the fields of Tax Planning, Appellate Matters, International Taxation, Tax and Investment Planning for Non-Resident Indians and Foreign Collaborations.</p> <p>Over the past 40 years, he has been actively involved in Legal Education and Tax Journalism, as a Visiting Faculty with the Gujarat Law Society, the Indian Institute of Management, Ahmedabad and the Gujarat National Law University, as a Columnist through his well read weekly columns on Direct Taxes with 'Sandesh', 'Gujarat Mitra', 'The Times of India', 'Ahmedabad Mirror' and 'New Indian Express.'</p> <p>He has authored a number of acclaimed books on Personal Tax & Investment Planning and Self Development, both in English and Gujarati and also hosted popular TV Shows 'Tax Planning with Mukesh Patel' on CNBC Bazaar, 'Tax Guru' on CNBC Awaaz, 'Budget Analysis' on Sandesh News, 'Tax Free' on Doordarshan and 'Money Magic' on Zee Gujarati.</p> <p>As an Institution Builder, he has groomed and nurtured several leading institutions with his dynamic vision and leadership during his Presidential Tenure, prominent among them being the Ahmedabad Management Association, the Gujarat Chamber of Commerce & Industry, the Indian Red Cross Society, Ahmedabad, the Indo-Japan Friendship Association, Gujarat, the All Gujarat Federation of Tax Consultants, the Income-tax Appellate Tribunal Bar Association, Income-tax Bar Association, Tax Advocates Association and the Dehgam Taluka Education Society.</p> <p>He has served as Chairman of the Ahmedabad Stock Exchange and as a Member of the National Executive Committee of FICCI and ASSOCHAM. He is also a Director on the Board of a number of leading public companies.</p> <p>In October, 2015, he was appointed by the Finance Minister, as an Expert on the Justice Easwar Committee for Simplification of the Income-tax Act, Rules and Procedures.</p> <p>In November, 2017, he has been appointed by the Government of India as an Expert on the Six Member Official Task Force, which has been entrusted the key assignment of drafting a New Income-Tax Act, in tune with best international tax practices and the economic needs of India.</p> <p>In recognition of his noteworthy contribution and achievements as an Eloquent Speaker, he received 'Fellowship of the World Academy of Speakers' in 1981 and 'Outstanding Speaker of the 20th Century Award' in 2000. His studied and thought provoking annual presentations on the Analysis of the Union Budget for nearly four decades now are very eagerly looked forward to.</p> <p>Widely traveled around the world, he is an ardent photographer. A champion supporter of the Red Cross and an ardent crusader of the Voluntary Blood Donation Movement, he is a Centurion Blood Donor, having himself donated blood for 151 times.</p> <p>In April, 2017 he was conferred with 'The Order of the Rising Sun', the highest Decoration & Recognition from the Emperor of Japan and the Japanese Government, in appreciation of his 45 year long association and contributions for the cause of furthering Indo-Japanese Relations on academic, business and cultural fronts.</p>

Name	Mr. Mukeshbhai Patel (Independent Director)
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Mukeshbhai Patel is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: 2 <ul style="list-style-type: none"> • Cadila Healthcare Limited • Johnson Controls-Hitachi Airconditioning India Limited Directorship in other companies: 2 <ul style="list-style-type: none"> • Desai Brothers Limited • Cliantha Research Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	Cadila Healthcare Limited <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholder Relationship Committee – Chairman • Nomination and Remuneration Committee – Member • Share Transfer – Member • Risk Management Committee – Member Johnson Controls-Hitachi Airconditioning India Limited <ul style="list-style-type: none"> • Audit Committee - Chairman • Stakeholder Relationship Committee - Chairman • Nomination & Remuneration Committee – Chairman Desai Brothers Limited <ul style="list-style-type: none"> • Audit Committee - Chairman Cliantha Research Limited <ul style="list-style-type: none"> • Audit Committee - Chairman
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Mukeshbhai Patel.
Shareholding in the company	250 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	3 (Three)

(C) A brief resume of Mr. Sudhirbhai Nanavati being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Sudhirbhai Nanavati (Independent Director)
Director Identification No.	DIN 00050236
Date of Birth	September 29, 1947
Age	70 Years old
Date of Original appointment	January 31, 2001
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Qualification, Resume and Experience: B.Com, LL.B., Advocate, started practice in the year 1971. Designated by the Gujarat High Court as Senior Advocate in 1997. Practicing in Supreme Court of India, Gujarat High Court, Bombay High Court, Delhi High Court, etc.</p> <p>Recipient of the following Awards:</p> <ul style="list-style-type: none"> • The Contemporary Achiever Award" by Divya Bhaskar as amongst 100 Most Honourable People of Gujarat. • "Visionary Award in the field of Law & Education" by Vision Foundation of Gujarat. • "Shaleen Manav Ratna" Award by Anoopam Mission. • "Indian Achiever Award" by Indo-Thai Business Community Forum. • "Gold Star Award" by Indian Achievers Forum, Bangkok for Excellence in Education. • "Best Educationalist Award" by AIMS (Awakening India for Modifying Society) Forum. • "Excellence Management Award" by IAAP at Tirupati. • "Professional Excellency Award" by Rotary Club, Ahmedabad. • "InSPA Educational Excellence Award 2014" conferred by Indian School Psychology Association at the hands of Honorable Chief Minister, Puducherry Mr. N. Rangasamy. <p>Other Achievements:</p> <ul style="list-style-type: none"> • Appointed as Ambassador of Gujarat for "Swachh Bharat Abhiyan" by former Hon'ble Chief Minister of Gujarat State Mrs. Anandiben Patel. • Was appointed as One Member Inquiry Commission by B.C.C.I. (Board of Control for Cricket in India) to give the verdict on the Cricketers Harbhajan-Sreesanth "Slapgate" issue in the year 2008. <p>Special recognition given by Gujarat University on completion of 30 years consecutive Member of Executive Counsel and contribution in the Higher Education in the year 2009.</p>
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sudhirbhai Nanavati is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 2 <ul style="list-style-type: none"> • Sterling Abrasive Limited • Leadership Entrepreneurship and Acceleration Foundation
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	NIL
Disclosure of relationships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Sudhirbhai Nanavati.
Shareholding in the company	250 equity shares of Face Value ₹ 10/- each
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	3 (Three)

(D) A brief resume of Mr. Shreyasbhai Pandya being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Shreyasbhai Pandya (Independent Director)
Director Identification No.	DIN 00050244
Date of Birth	October 1, 1952
Age	65 Years old
Date of Original appointment	December 30, 2005
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Qualification B.Com, Diploma in Printing Technology</p> <p>Resume, Experience and Nature of Expertise Mr. Shreyasbhai Pandya is the Managing Director of Sahitya Mudranalaya Private Limited, one of the largest Printing & Data Processing House of Gujarat and having Certification of ISO 27001:2013. With 44 years of experience in Printing Industry he is awarded "Guttenberg Award" as Stalwart of Printing Industry by All India Federation of Master Printers. He has also been awarded as Star Printer of SAARC Nations during September, 2009</p> <p>Other Honors</p> <ul style="list-style-type: none"> • Sahitya Mudranalaya is a winner of Presidential Awards for excellence in printing. • He has also been awarded with certificate of excellence at the First South Asia Print Congress amongst SAARC countries. • He is also a winner of several National and State level awards. • He is also empanelled as Security Printer by Indian Banks' Association for printing of MICR instruments <p>Other Prestigious positions held:</p> <ul style="list-style-type: none"> • President (2003-2004) of Gujarat Chamber of Commerce & Industry • Vice President (West) (1990-1991) of All India Federation of Master Printers. <p>President (1987-2003) for Ahmedabad Printing Press Association.</p>
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 7 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shreyasbhai Pandya is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorship as on March 31, 2018	Directorship in Listed Entities: NIL Directorship in other companies: 3 <ul style="list-style-type: none"> • Sahitya Mudranalaya Private Limited • Tarang Estate Private Limited • Meghmalhar Enterprise Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	NIL
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Shreyasbhai Pandya
Shareholding in the company	NIL
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	4 (Four)

(E) A brief resume of Mr. Sandeepbhai Singhi being re-appointed as Independent Director, at the ensuing Annual General Meeting:

Name	Mr. Sandeepbhai Singhi (Independent Director)
Director Identification No.	DIN 01211070
Date of Birth	April 6, 1966
Age	52 Years old
Date of Original appointment	November 9, 2012
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mr. Sandeepbhai Singhi is a B.Sc. LL.B. He became a law graduate from the Gujarat University 1989 and has since been enrolled as an Advocate with the Bar Council of Gujarat. He is also a member of International Bar Association. He has rich experience of two decades in handling corporate and commercial litigations, Arbitrations, Writs, Banking Laws, Securitization Act, Mergers and Demergers and other Company law matters including matters relating to Insolvency and Bankruptcy Code. He was co-opted as a member of Corporate & Business Law Committee, constituted by Gujarat Chamber of Commerce and Industry for the year 1999-2000.
Terms and conditions of appointment / re-appointment	As per the resolution at item no. 8 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sandeepbhai Singhi is proposed to be re-appointed as an Independent Director
Name of the other listed entities along with Other Companies in which the person holds the directorships on March 31, 2018	Directorship in Listed Entities: 2 <ul style="list-style-type: none"> • Gujarat Ambuja Exports Limited • Sintex Plastics Technology Limited Directorship in other companies: 1 <ul style="list-style-type: none"> • Sintex-Bapl Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2018	Gujarat Ambuja Exports Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee - Chairman Sintex Plastics Technology Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Member
Disclosure of relation-ships between directors inter-se	None of the Directors, Manager or Key Managerial Personnel is related to Mr. Sandeepbhai Singhi
Shareholding in the company	NIL
Last salary drawn	Not Applicable
Number of Meetings of the Board attended during the FY 2017-18	1 (One)

Registered Office:
 "Sandesh Bhavan", Lad Society Road,
 B/h. Vastrapur Gam, P. O. Bodakdev,
 Ahmedabad-380054
 Date : May 28, 2018
 Place : Ahmedabad

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

Dhaval Pandya
 COMPANY SECRETARY

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:

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

Land Mark: Opposite 'Law Garden'

