

**THE SANDESH LIMITED**

CIN-L22121GJ1943PLC000183

Registered Office: "SANDESH BHAVAN", Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)

Phone No.: (079) 40004000, Fax: (079) 40004242,

Email: investorsgrievance@sandesh.com, Website: www.sandesh.com

**NOTICE FOR 74th AGM, E-VOTING INFORMATION
AND BOOK CLOSURE**

NOTICE is hereby given that 74th Annual General Meeting (AGM) of The Sandesh Limited will be held on Friday, 22.09.2017 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 of AGM.

Annual Report, inter alia, containing Notice of AGM, attendance slip and proxy form has also been sent electronically to those members who have registered their email addresses. Notice of AGM together with Annual Report of the Company for FY 2016-17 has been dispatched to all other members at their registered addresses by permitted mode and the same is also available on our website www.sandesh.com. The dispatch of Annual Report for FY 2016-17 along with Notice of AGM and E-voting procedure to the members was completed on 29.08.2017. Any such member who wishes to have a physical copy of Annual Report may write to the Company and the same would be provided at free of cost. Any member, who has not received Annual Report or any investor who has become a member of the Company after dispatch of Annual Report, may send a request to the Company Secretary at Registered Office's address for a copy of Annual Report and can also attend AGM in person or appoint a proxy.

Notice is also given that pursuant to section 91 of the Companies Act 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Register of Members and Share Transfer Book of the Company will remain closed from Friday, 15.09.2017 to Friday, 22.09.2017 (both days inclusive) for the purpose of AGM.

Pursuant to applicable provisions of section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of Listing Regulations, 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 Members attending AGM who have not casted their votes by remote e-voting shall be able to exercise their right at AGM. Please note that remote e-voting is optional.

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 remote e-voting or voting at AGM through ballot paper. Persons who are not the Members of the Company as on the cut-off date should treat this Notice for information purpose only.

The 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 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.

Remote e-voting period begins at 09:00 A.M. on Tuesday, 19.09.2017 and ends at 05:00 P.M. on Thursday, 21.09.2017. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15.09.2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Members who have casted their vote by remote e-voting prior to AGM may also attend AGM, but shall not be entitled to cast their vote again. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.

In case you have any queries or issues regarding remote 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:** Name: Mr. Mehboob Lakhani; Designation: Assistant Manager; Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai-400001; Email id: helpdesk.evoting@cdslindia.com; Phone number: 18002005533

By the order of the Board of Directors,
For, **THE SANDESH LIMITED**
Dhaval Pandya
Company Secretary

Place: Ahmedabad
Date: 29.08.2017

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