

February 21, 2024

**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 SEBI (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 10, 2024, seeking approval of the members of the Company for the following resolutions:

1. Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company;
2. Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company;
3. Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent 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 16, 2024, 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 22, 2024
End of e-voting:	5:00 p.m. (IST) on Friday, March 22, 2024

The Postal Ballot Notice is also available on the Company's website at [www.sandesh.com](http://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, 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 resolutions set out below are 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. 09/2023 dated September 25, 2023, 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:

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Commencement 9:00 a.m. (IST) on Thursday, February 22, 2024  
of e-voting:

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End of e-voting: 5:00 p.m. (IST) on Friday, March 22, 2024

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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 Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the '**Act**'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Bijal Hemant Chhatrapati (DIN: 02249401), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby

appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Bijal Hemant Chhatrapati be paid such fees and remuneration and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

**2. Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Keyur Dhanvantlal Gandhi (DIN: 02448144), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Keyur Dhanvantlal Gandhi be paid such fees and remuneration and commission as the Board of Directors of the Company may approve from

time to time and subject to such limits, prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

**3. Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sudhin Bhagwandas Choksey (DIN:00036085), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby accorded for continuation of Shri Sudhin Bhagwandas Choksey, as Non-executive Independent Director of the Company after he attains the age of seventy-five years on January 31, 2029 till expiry of his first term, on the same terms and conditions of his appointment;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Sudhin Bhagwandas Choksey be paid such fees and remuneration and commission as the Board of Directors of the Company may

approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

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

**HARDIK PATEL**

Company Secretary  
and Compliance Officer

Date: February 10, 2024

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 resolutions 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 16, 2024 ("**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, 2<sup>nd</sup> 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/2023/120 dated July 11, 2023, 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 22, 2024 and ends at 5:00 p.m. (IST) Friday, March 22, 2024. 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 resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, March 22, 2024.
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](mailto:cs@sandesh.com).

## 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- 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**

6. 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](http://www.evoting.nsdl.com).
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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. 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 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](mailto: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](mailto: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](mailto: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:

Based upon recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('the Board') at its meeting held on February 10, 2024, considered the appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as a Non-executive and Independent Director of the Company, not liable to retire by rotation for a first term of five (05) consecutive years w.e.f. April 01, 2024, subject to approval of the Members and such other regulatory approvals as may be required.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (03) months from the date of appointment, whichever is earlier.

In accordance with the provisions of section 149 read with Schedule IV to the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and the rules made thereunder, the appointment of Shri Bijal Hemant Chhatrapati as an Independent Director requires the approval of the Members of the Company.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of Shri Bijal Hemant Chhatrapati as an Independent Director requires the approval of Members of the Company by way of special resolution. Accordingly, the item for the appointment of Shri Bijal Hemant Chhatrapati as an Independent Director is being proposed for the approval of the Members through the postal ballot.

The brief profile of Shri Bijal Hemant Chhatrapati is as follows:

He is a gold medallist solicitor with about thirty-nine years of experience. During his legal career, he has acquired invaluable and extensive experience in the practice areas of dispute resolution and corporate matters. He has handled several complex commercial and IPR-related disputes as well as writs, at various forums, including various High Courts across the country and the Supreme Court of India, as well as local arbitrations and international arbitrations, before ICC. As a corporate advisor, he has assisted and taken up various assignments of mergers and acquisitions, joint ventures, and private equity deals, apart from routinely and extensively advising on all kinds of contractual and conveyancing transactions. At present, he is Partner with J. Sagar Associates, Advocates & Solicitors, and heads its Ahmedabad office.

In terms of the applicable provisions of the Act and the Listing Regulations, the Company has received from Shri Bijal Hemant Chhatrapati (i) his consent to act as Director under section 152 of the Act in the prescribed format (Form DIR-2); (ii) disclosure of

interest under section 184(1) of the Act (Form MBP-1); (iii) declaration under section 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including the declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; and (iv) declaration of independence under section 149(6) of the Act and Regulation 16 of the Listing Regulations including confirmation that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and all other necessary information and declarations. He has also confirmed about the compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 before his appointment, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice from a Member in writing under section 160 of the Act proposing his candidature as an Independent Director of the Company.

The NRC and the Board are of the opinion that Shri Bijal Hemant Chhatrapati possesses appropriate skills, acumen, integrity, experience, expertise, and knowledge for the role and also fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulation and that he is independent of the management and his association as an independent director will immensely benefit the Company, and hence, it is desirable to appoint him as an Independent Director. The Board considers that the association of Shri Bijal Hemant Chhatrapati in view of his vast experience is justified; would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The details pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in Annexure-A to this Notice. Also, an electronic copy of the draft letter for the appointment of Shri Bijal Hemant Chhatrapati as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.sandesh.com](http://www.sandesh.com).

In conformity with the Company's Nomination and Remuneration Policy, Shri Bijal Hemant Chhatrapati will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof in which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also commission, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

None of the Directors or key managerial persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board recommends the resolution set out under Item No. 1 of the Notice for approval of the Members by way of a Special Resolution.

## ITEM NO. 2:

Based upon recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('the Board') at its meeting held on February 10, 2024, considered the appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as a Non-executive and Independent Director of the Company, not liable to retire by rotation for a first term of five (05) consecutive years w.e.f. April 01, 2024, subject to approval of the Members and such other regulatory approvals as may be required.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (03) months from the date of appointment, whichever is earlier.

In accordance with the provisions of section 149 read with Schedule IV to the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and the rules made thereunder, the appointment of Shri Keyur Dhanvantlal Gandhi as an Independent Director requires the approval of the Members of the Company.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of Shri Keyur Dhanvantlal Gandhi as an Independent Director requires the approval of Members of the Company by way of special resolution. Accordingly, the item for the appointment of Shri Keyur Dhanvantlal Gandhi as an Independent Director is being proposed for the approval of the Members through the postal ballot.

The brief profile of Shri Keyur Dhanvantlal Gandhi is as follows:

He has been practicing as an Advocate for the past 32 years in various courts and tribunals of Gujarat and before the Supreme Court, amongst other courts in India. His areas of practice included dispute resolution litigation, industrial disputes, commercial disputes, real estate disputes and advisory, and corporate advisory, amongst others. Earlier he was the practicing lawyer associated with Mr. K. S. Nanavati, Senior Advocate. Then, he became the Senior Partner at M/s. Nanavati Associates, a Law Firm, and subsequently he was the Senior Partner at M/s. K. Nanavati and Gandhi Associates, a Law Firm, focused on real estate advisory and legal drafting. In February 2022, he started his own law firm namely M/s. Gandhi Law Associates, which is a full-service law firm based out of Ahmedabad (Gujarat) and has a branch in Surat. He has been involved in some of the most high-profile and contentious litigations on various areas of law, including civil & corporate laws, insolvency laws, debt recovery laws, electricity laws, corporate laws, arbitration, labour & industrial laws, real estate, and criminal laws. He is also an active Partner of

M/s. D.C. Gandhi Associates, a Law Firm, which focuses on industrial dispute litigations in tribunals and courts across Gujarat.

In terms of the applicable provisions of the Act and the Listing Regulations, the Company has received from Shri Keyur Dhanvantlal Gandhi (i) his consent to act as Director under section 152 of the Act in the prescribed format (Form DIR-2); (ii) disclosure of interest under section 184(1) of the Act (Form MBP-1); (iii) declaration under section 164 of the Act (Form DIR-8) to the effect that he is not disqualified to become a director including the declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; and (iv) declaration of independence under section 149(6) of the Act and Regulation 16 of the Listing Regulations including confirmation that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and all other necessary information and declarations. He has also confirmed about the compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 before his appointment, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice from a Member in writing under section 160 of the Act proposing his candidature as an Independent Director of the Company.

The NRC and the Board are of the opinion that Shri Keyur Dhanvantlal Gandhi possesses appropriate skills, acumen, integrity, experience, expertise, and knowledge for the role and also fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulation and that he is independent of the management and his association as an independent director will immensely benefit the Company, and hence, it is desirable to appoint him as an Independent Director. The Board considers that the association of Shri Keyur Dhanvantlal Gandhi in view of his vast experience is justified; would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The details pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in Annexure-A to this Notice. Also, an electronic copy of the draft letter for the appointment of Shri Keyur Dhanvantlal Gandhi as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.sandesh.com](http://www.sandesh.com).

In conformity with the Company's Nomination and Remuneration Policy, Shri Keyur Dhanvantlal Gandhi will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof in which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also commission, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

None of the Directors or key managerial persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

The Board recommends the resolution set out under Item no. 2 of the Notice for approval of the Members by way of a Special Resolution.

### ITEM NO. 3:

Based upon recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('the Board') at its meeting held on February 10, 2024, considered the appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as a Non-executive and Independent Director of the Company, not liable to retire by rotation for a first term of five (05) consecutive years w.e.f. April 01, 2024, subject to approval of the Members and such other regulatory approvals as may be required.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (03) months from the date of appointment, whichever is earlier.

In accordance with the provisions of section 149 read with Schedule IV to the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and the rules made thereunder, the appointment of Shri Sudhin Bhagwandas Choksey as an Independent Director requires the approval of the Members of the Company.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of Shri Sudhin Bhagwandas Choksey as an Independent Director requires the approval of Members of the Company by way of special resolution. Accordingly, the item for the appointment of Shri Sudhin Bhagwandas Choksey as an Independent Director is being proposed for the approval of the Members through the postal ballot.

The brief profile of Shri Sudhin Bhagwandas Choksey is as follows:

Shri Sudhin Bhagwandas Choksey has more than 40 years of professional experience both in the country and abroad. He is an experienced CEO having led GRUH Finance with a demonstrated history in the mortgage finance business and skilled in lending business.

He is the former Managing Director of GRUH Finance Ltd. which merged with Bandhan Bank. As a part of the scheme of the merger, he joined Bandhan Bank as Executive Director (Designate) in 2019 and retired in 2021. He has also served as an Independent Director on the Boards of many listed and unlisted companies. Presently, he is a Chairman of India Shelter Finance Corporation Limited besides being an Independent Director on the Boards of listed companies namely, CSB Bank Limited, Fairchem Organics Limited, and Gujarat Ambuja Exports Limited. He is also on the boards of a few other private companies.

He is a fellow member of the Institute of Chartered Accountants of India and holds a degree in Commerce (Honours) from The Sydenham College of Commerce & Economics, Bombay University. He received the 2015 Business Leader-Financial Services Award from The Institute of Chartered Accountants of India in New Delhi.

In 2014, he was appointed as a member of the National Task Force on Rural Housing and Habitat set up by the Ministry of Rural Development (India) for rural housing.

In terms of the applicable provisions of the Act and the Listing Regulations, the Company has received from Shri Sudhin Bhagwandas Choksey (i) his consent to act as Director under section 152 of the Act in the prescribed format (Form DIR-2); (ii) disclosure of interest under section 184(1) of the Act (Form MBP-1); (iii) declaration under section 164 of the Act (Form DIR-8) to the effect that he is not disqualified to become a director including the declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; and (iv) declaration of independence under section 149(6) of the Act and Regulation 16 of the Listing Regulations including confirmation that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and all other necessary information and declarations. He has also confirmed about the compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 before his appointment, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice from a Member in writing under section 160 of the Act proposing his candidature as an Independent Director of the Company.

The NRC and the Board are of the opinion that Shri Sudhin Bhagwandas Choksey possesses appropriate skills, acumen, integrity, experience, expertise, and knowledge for the role and also fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulation and that he is independent of the management and his association as an independent director will immensely benefit the Company, and hence, it is desirable to appoint him as an Independent Director. The Board considers that the association of Shri Sudhin Bhagwandas Choksey in view of his vast experience is justified; would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Pursuant to Regulation 17(1A) of the Listing Regulations, with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a special resolution is passed to that effect. Shri Sudhin Bhagwandas Choksey will attain the age of seventy five years on January 31, 2029.

However, considering his skills, acumen, integrity, experience, expertise, and knowledge, the NRC and the Board are of opinion

that continuation of appointment of Shri Sudhin Bhagwandas Choksey as Non-executive Independent Director, after he attains the age of seventy five years, will immensely benefit the Company. Therefore, the Board recommends the continuation of his appointment as Non-executive Independent Director of the Company, after he attains the age of seventy five years, till expiry of his first term up to March 31, 2029, for the approval of the Members of the Company.

The details pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in Annexure-A to this Notice. Also, an electronic copy of the draft letter for the appointment of Shri Sudhin Bhagwandas Choksey as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.sandesh.com](http://www.sandesh.com).

In conformity with the Company's Nomination and Remuneration Policy, Shri Sudhin Bhagwandas Choksey will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof in which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also commission, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

None of the Directors or key managerial persons of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the resolution set out under Item No. 3 of the Notice for approval of the Members by way of a Special Resolution.

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

**HARDIK PATEL**  
Company Secretary and Compliance Officer

Date: February 10, 2024

Place: Ahmedabad

**Registered Office:**

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

CIN: L22121GJ1943PLC000183

**Website:** [www.sandesh.com](http://www.sandesh.com)

**E-mail:** [cs@sandesh.com](mailto:cs@sandesh.com)

## ANNEXURE TO POSTAL BALLOT NOTICE DATED FEBRUARY 10, 2024

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) Shri Bijal Hemant Chhatrapati

Name of Director & DIN	Shri Bijal Hemant Chhatrapati DIN: 02249401
Age	61 years
Brief resume	Refer to the explanatory statement above
Relationship with other Directors <i>inter-se</i> , Manager, and Key Managerial Personnel of the Company	Refer to the explanatory statement above. He is not related to any other Director or Key Managerial Personnel of the Company or its subsidiary or associate company.
Date of Appointment	April 01, 2024
Experience and expertise in specific functional areas	39 years, Corporate Lawyer
Qualification	B. Com., LL.B., Solicitor
Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation, for the first term of five (05) consecutive years from April 01, 2024 to March 31, 2029 (Both days inclusive)
Details of remuneration sought to be paid	Refer to the explanatory statement above
Remuneration last drawn (including sitting fee during FY-2023-24)	Not applicable
Date of first appointment on the Board	Not applicable
Shareholding in the Company: Number of Equity Shares of ₹ 10/- each held in the Company or on behalf of any other person on a beneficial basis	NIL
Number of Board Meetings attended during FY 2023-24 (till date)	NIL
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
List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	NIL

(2) **Shri Keyur Dhanvantlal Gandhi**

<b>Name of Director &amp; DIN</b>	<b>Shri Keyur Dhanvantlal Gandhi DIN: 02448144</b>
Age	57 years
Brief resume	Refer to the explanatory statement above
Relationship with other Directors <i>inter-se</i> , Manager, and Key Managerial Personnel of the Company	Refer to the explanatory statement above. He is not related to any other Director or Key Managerial Personnel of the Company or its subsidiary or associate company.
Date of Appointment	April 01, 2024
Experience and expertise in specific functional areas	32 years, Corporate Lawyer
Qualification	B.A., LL.B.
Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation, for the first term of five (05) consecutive years from April 01, 2024 to March 31, 2029 (Both days inclusive)
Details of remuneration sought to be paid	Refer to the explanatory statement above
Remuneration last drawn (including sitting fee during FY-2023-24)	Not applicable
Date of first appointment on the Board	Not applicable
Shareholding in the Company: Number of Equity Shares of ₹ 10/- each held in the Company or on behalf of any other person on a beneficial basis	500 Equity Shares of ₹ 10/- each of the Company in his name
Number of Board Meetings attended during FY 2023-24 (till date)	NIL
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	Names of listed entities: NIL Membership of Committees of the Board of listed entities: NIL Listed entities from which he has resigned in the past three years: NIL
List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held	<b>Unlisted entities in which he is Director:</b> AMA Distributors Private Limited <b>Membership of Committees:</b> NIL

### (3) Shri Sudhin Bhagwandas Choksey

Name of Director & DIN	Shri Sudhin Bhagwandas Choksey DIN: 00036085
Age	70 years
Brief resume	Refer to the explanatory statement above
Relationship with other Directors <i>inter-se</i> , Manager, and Key Managerial Personnel of the Company	Refer to the explanatory statement above. He is not related to any other Director or Key Managerial Personnel of the Company or its subsidiary or associate company.
Date of Appointment	April 01, 2024
Experience and expertise in specific functional areas	40 years Financial Management, treasury & banking, leadership & management, decision-making & communication, and risk management.
Qualification	Commerce (Honours), Chartered Accountant
Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation, for the first term of five (05) consecutive years from April 01, 2024 to March 31, 2029 (Both days inclusive)
Details of remuneration sought to be paid	Refer to the explanatory statement above
Remuneration last drawn (including sitting fee during FY-2023-24)	Not applicable
Date of first appointment on the Board	Not applicable
Shareholding in the Company: Number of Equity Shares of ₹ 10/- each held in the Company or on behalf of any other person on a beneficial basis	NIL
Number of Board Meetings attended during FY 2023-24 (till date)	NIL
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	<p>Listed entities in which he is Director:</p> <ol style="list-style-type: none"> <li>Gujarat Ambuja Exports Limited</li> <li>Fairchem Organics Limited</li> <li>CSB Bank Limited</li> <li>India Shelter Finance Corporation Limited:</li> </ol> <p><b>Membership of Committees:</b></p> <p><u>Gujarat Ambuja Exports Limited:</u></p> <ol style="list-style-type: none"> <li>Audit Committee: Member</li> <li>Corporate Social Responsibility Committee: Member</li> <li>Risk Management Committee: Member</li> </ol> <p><u>CSB Bank Limited:</u></p> <ol style="list-style-type: none"> <li>Stakeholders Relationship Committee: Chairman</li> <li>Risk Management Committee: Member</li> <li>Corporate Social Responsibility Committee: Member</li> <li>Management Committee: Member</li> <li>Credit Committee: Member</li> </ol> <p><u>Fairchem Organics Limited:</u></p> <ol style="list-style-type: none"> <li>Audit Committee: Chairman</li> <li>Stakeholders Relationship Committee: Member</li> <li>Risk Management Committee: Member</li> </ol> <p><u>India Shelter Finance Corporation Limited:</u></p> <ol style="list-style-type: none"> <li>Risk Management Committee: Member</li> <li>Stakeholders Relationship Committee: Member</li> <li>IT Strategy Committee: Member</li> <li>Willful Defaulter Committee (Review Committee): Member</li> </ol> <p><b>Listed entities from which he has resigned in the past three years: NIL</b></p>

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**Name of Director & DIN****Shri Sudhin Bhagwandas Choksey**  
**DIN: 00036085**

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List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held

**Unlisted entities in which he is Director:**

- (1) Kuhoo Finance Private Limited
- (2) Kuhoo Technology Services Private Limited
- (3) Anchorage Infrastructure Investments Holdings Limited

**Membership of Committees:**Anchorage Infrastructure Investments Holdings Limited

- (a) Audit Committee: Chairman
  - (b) Nomination and Remuneration Committee: Chairman
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By Order of the Board of Directors,  
**For, THE SANDESH LIMITED**

**HARDIK PATEL**

Company Secretary and Compliance Officer

Date: February 10, 2024

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