

NOTICE

NOTICE is hereby given that **73rd ANNUAL GENERAL MEETING** of the Members of “**THE SANDESH LIMITED**” (CIN: L22121GJ1943PLC000183) will be held on **Friday, the 30th day of September, 2016 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, approve and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of Auditors thereon.
2. To confirm the Interim Dividend of ₹ 5/- per equity share of ₹ 10/- each paid on Equity Shares of the Company as a Final Dividend for the Financial Year 2015-16.
3. To appoint a Director in place of Shri Parthiv F. Patel (DIN 00050211) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Manubhai & Shah LLP (LLPIN: AAG-0878) (Formerly known as Manubhai & Shah.), (Firm Registration No.106041W/W100136) Chartered Accountants, Ahmedabad, the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration, out-of-pocket, travelling expenses, etc. as may be incurred by them for the purpose of Audit, as may be decided by the Board of Directors of the Company and the said 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. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

Re-appointment of Shri Falgunbhai C. Patel (DIN 00050174), as the Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto and also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions of the Article 86 of the Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and in terms of the approval by the Nomination and Remuneration Committee of the Board of Directors of the Company, the reappointment of Shri Falgunbhai C. Patel be and is hereby approved as the Managing Director of the Company for a further period of five years with effect from 1st April, 2017 on the following terms as to the remuneration and other conditions as set out in the draft Agreement laid before the Meeting and initialed by the Chairman of the meeting for the purpose of the identification:

- 1) Salary of ₹ 6,50,000/- (Rupees Six Lacs Fifty thousand only) per month.
- 2) Perquisites to be allowed in addition to salary and commission as under:
 - (A) i) The Company shall provide equipments, appliances, furniture, fixtures and furnishing at residence of the Managing Director at the cost of the Company. The Company shall reimburse expenses of Gas, Electricity, Water, etc. The expenditure of these, valued in accordance with Income Tax Rules.
 - ii) Medical expenses for self and family including insurance premia shall be reimbursed by the Company in accordance with the Policy of the Company.
 - iii) The Company shall reimburse Leave Travel Fare for the Managing Director and his family once in a year.
 - iv) The Company shall pay personal accident insurance premia in accordance with the Policy of the Company. These perquisites shall be subject to a ceiling of an amount equal to the annual salary.

Shri Falgunbhai C. Patel shall also be given the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

- (B) i) The Company shall contribute 12% of the salary to the Provident Fund or such percentage as may be specified from time to time.

- ii) The Company shall contribute towards Pension/Superannuation Fund provided that such contribution together with contribution to Provident Fund shall not exceed the limit laid down under the Income-Tax Act or any statutory modification thereof.

The Contribution to the Provident Fund, Pension/Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent this either singly or put together are not taxable under the Income tax Act, 1961.

- iii) The Company shall pay Gratuity in accordance with the applicable statutory provisions and in terms of the Policy of the Company.
- (C) i) The Company shall provide a car with driver at the entire cost of the Company for office work.
- ii) The Company shall provide telephone at the residence of Managing Director at the entire cost of the Company.
- iii) The Managing Director shall be entitled to privilege leave in accordance with the Policy of the Company. The Managing Director shall be entitled to en-cash the un-availed leave at the end of his tenure.

3) COMMISSION :

The Managing Director shall be paid commission in addition to the salary and perquisites mentioned above in a manner that the total remuneration including commission shall be 10% of the Net profit of the Company computed in the manner laid down in section 197 of the Companies Act, 2013.

The remuneration referred to above is subject to the limit of 10% of the Net profit of the Company for the Managing Director and subject further to the overall limit of 11% of the net profit of the Company for all the Directors including Managing Director and whole-time Director of the Company taken together.

- 4) In case of absence or inadequacy of profits in the financial years during the tenure of Shri Falgunbhai C. Patel, the Company will be entitled to salary, perquisites and other allowances as the minimum remuneration subject to the limits prescribed in Section 197 read with Section II of Part II of the Schedule V of the Companies Act, 2013, are payable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to enhance, enlarge, alter or vary the scope and quantum or remuneration, allowances and perquisites and other terms & conditions of the Appointment of Shri Falgunbhai C. Patel, as the Board in its absolute discretion deem fit and is acceptable to Shri Falgunbhai C. Patel, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments, modifications, re-enactments made thereof from time to time by the Company in this behalf;

RESOLVED FURTHER THAT after obtaining the approval of the Members of the Company at ensuing General Meeting of the Company for the said re-appointment, the Company do execute an Agreement with Shri Falgunbhai C. Patel for his re-appointment as a Managing Director of the Company on the above terms and that any one of the Directors of the Company do execute the said Agreement on behalf of the Company and that the Common Seal of the Company if required be affixed to the engrossment of the Agreement in presence of the said Director of the Company and be countersigned by the Company Secretary of the Company;

RESOLVED FURTHER THAT any of the Directors of the company and the Company Secretary of the Company, be and are hereby severally authorised to do all incidental and consequential tasks in order to give effect to the above resolution and to file necessary form with the Registrar of the Companies."

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 30, 2016
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.**
- The instrument of 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 meeting. Proxies submitted on behalf of the companies / bodies corporate, etc., must be supported by an appropriate resolution / authority together with specimen signature, as applicable.
- As per the provisions of section 105 of the Companies 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.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would 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.

5. Corporate Members intending to authorize its representatives to attend the Annual General Meeting are requested to submit the Company at its Registered Office, a certified true copy of the Board Resolution or authorization document authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. The businesses set out in the Notice of this Annual General Meeting 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. 26. 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.
7. 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 Annual General Meeting is furnished and forms part of this Notice. The said Directors have furnished necessary consents / declarations for their appointment / re-appointment.
8. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under Item No. 5 to be transacted at the Annual General Meeting is annexed hereto.
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 Annual General Meeting of the Company.
10. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, 23.09.2016 to Friday, 30.09.2016 (both days inclusive).
11. The Ministry of Corporate Affairs has notified the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said website and write to the Company or the Registrar & Transfer Agent before the same is due for transfer to the Investor Education and Protection Fund.
12. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Year 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company (www.sandesh.com), as also on the website of the Ministry of Corporate Affairs.
13. 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 Annual General Meeting, to enable the Company to keep the information ready.
14. 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, having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009 (Gujarat). Telephone No. (079) 26580461/ 26580462 / 26580463, Fax No. (079) 26581296, Email ID: mcssta@rediffmail.com & mcsahmd@gmail.com, and (d) Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
15. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.sandesh.com.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
18. Annual Report for Financial Year 2015-16 along with the Notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ Registrar and Share Transfer Agent unless any Member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2015-16 along with the Notice of Annual General Meeting, 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 the aforesaid documents will also be available at the Company's Registered Office for inspection during the business hours on the working days. For any communication, the Members may also send requests to the email address of the Company viz. investorsgrievance@sandesh.com.
19. Pursuant to section 101 of the Companies Act, 2013 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 Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.

20. 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 Registrar and Share Transfer Agent in this regard.
21. 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 Share Transfer Agent for physical shares.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
23. The Securities and Exchange Board of India 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 the Registrar and Share Transfer Agent / the Company.
24. 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 post at free of cost.
25. 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.
26. **VOTING THROUGH ELECTRONIC MEANS:**

The business as set out in the Notice of the Annual General Meeting may be transacted through electronic voting system. In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Standard 2 of the 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.

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 the Annual General Meeting (remote e-voting). The facility for voting shall be made available at the Annual General Meeting through polling paper and the Members attending the Annual General Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting. Please note that the voting through electronic means is optional for the Members of the Company.

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 the Annual General Meeting. Persons who are not the Members of the Company as on the cut-off date should treat this Notice for information purpose only.

The Notice will be displayed on the website of the Company www.sandesh.com and on the website of CDSL.

The Members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting, but shall not be entitled to cast their vote again.

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 the Annual General Meeting. 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.

The Members of the Company are requested to follow the instructions below to cast their votes through e-voting:

- i. The remote e-voting period begins at 09:00 A.M. on Tuesday, September 27, 2016 and ends at 05:00 P.M. on Thursday, September 29, 2016. 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. September 23, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders – Log In.
- 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 earlier 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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. <ul style="list-style-type: none"> 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. The Members holding shares in physical form will then directly reach the Company selection screen. However, the 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 respective 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 EVSN for the relevant 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 he / she should enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.

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:

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

A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Company has appointed M/s. Jignesh A. Maniar & Associates, Practicing Company Secretaries, Ahmedabad (C.P. No.: 6996 & F.C.S. No.: 3468), to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the 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.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.

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.

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 30, 2016.

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 30, 2016
Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

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

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

ITEM NO. 5:

Shri Falgunbhai C. Patel is a Managing Director of the Company. His present five years term as the Managing Director of the Company expires on March 31, 2017. He is also the Chairman of the Company. Shri Falgunbhai C. Patel and his family are the Promoters of the Company. He has been associated with the Company for the more than forty one years. He has a vast experience in the field of journalism and management of the newspapers, journals, magazines besides investments, finance, treasury and general administrative functions of the Company. He was appointed as a Director of the Company in the year 1974. Then after considering his performance, he was appointed as Managing Director of the Company from the year 1978.

The shareholders of the Company at 68th Annual General Meeting of the members of Company held on August 05, 2011 approved the re-appointment of Shri Falgunbhai C. Patel as Managing Director of the Company for a period of five years with effect from April 01, 2012.

It is therefore proposed to re-appoint Shri Falgunbhai C. Patel as the Managing Director of the Company for a further period of five (5) years from April 1, 2017 on the prevailing terms and conditions, including payment of remuneration, as may be determined by the Board of Directors, which shall be within the limits prescribed under the provisions of the Companies Act, 2013 read with Schedule V as set out in the resolution and draft Agreement. Shri Falgunbhai C. Patel satisfies all the conditions as set out in Part - I of Schedule V to the Companies Act, 2013 as also the conditions set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for his appointment. The remuneration payable to Shri Falgunbhai C. Patel is within the permissible limits specified by the Companies Act, 2013 and is also commensurate with his responsibilities of heading the Company with the diversified businesses and the magnitude of the operations of the Company. He is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013. Shri Falgunbhai C. Patel is not liable to retire by rotation. He is also the Chairman of the Corporate Social Responsibility Committee of the Board of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company. The Board of Directors of the Company, at their meeting held on May 30, 2016 has, while considering his expertise, long lasting experience and exposure in the field of media and the responsibilities being shouldered by him as well as his association with the Company and also the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Members of the Company in the Annual General Meeting, re-appointed Shri Falgunbhai C. Patel as the Managing Director of the Company for a period of five (5) years from April 01, 2017 to March 31, 2022 on the following terms and conditions :-

- 1) Salary of ₹ 6,50,000/- (Rupees Six Lacs Fifty thousand only) per month.
- 2) Perquisites to be allowed in addition to salary and commission as under:
 - (A) i) The Company shall provide equipments, appliances, furniture, fixtures and furnishing at residence of the Managing Director at the cost of the Company. The Company shall reimburse expenses of Gas, Electricity, Water, etc.

The expenditure of these, valued in accordance with Income Tax Rules.

- ii) Medical expenses for self and family including insurance premia shall be reimbursed by the Company in accordance with the Policy of the Company.
- iii) The Company shall reimburse Leave Travel Fare for the Managing Director and his family once in a year.
- iv) The Company shall pay personal accident insurance premia in accordance with the Policy of the Company. These perquisites shall be subject to a ceiling of an amount equal to the annual salary.

Shri Falgunbhai C. Patel shall also be given the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

- (B) i) The Company shall contribute 12% of the salary to the Provident Fund or such percentage as may be specified from time to time.
 - ii) The Company shall contribute towards Pension/Superannuation Fund provided that such contribution together with contribution to Provident Fund shall not exceed the limit laid down under the Income-Tax Act or any statutory modification thereof.
- The Contribution to the Provident Fund, Pension/Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent this either singly or put together are not taxable under the Income tax Act, 1961.
- iii) The Company shall pay Gratuity in accordance with the applicable statutory provisions and in terms of the Policy of the Company.
- (C) i) The Company shall provide a car with driver at the entire cost of the Company for office work.
 - ii) The Company shall provide telephone at the residence of Managing Director at the entire cost of the Company.
 - iii) The Managing Director shall be entitled to privilege leave in accordance with the Policy of the Company. The Managing Director shall be entitled to en-cash the un-availed leave at the end of his tenure.

3) COMMISSION:

The Managing Director shall be paid commission in addition to the salary and perquisites mentioned above in a manner that the total remuneration including commission shall be 10% of the Net profit of the Company computed in the manner laid down in section 197 of the Companies Act, 2013.

The remuneration referred to above is subject to the limit of 10% of the Net profit of the Company for the Managing Director and subject further to the overall limit of 11% of the net profit of the Company for all the Directors including Managing Director and whole-time Director of the Company taken together.

- 4) In case of absence or inadequacy of profits in the financial years during the tenure of Shri Falgunbhai C. Patel, the Company will be entitled to salary, perquisites and other allowances as the minimum remuneration subject to the limits prescribed in section 197 read with Section II of Part II of the Schedule V of the Companies Act, 2013, are payable.

The particulars set out hereinabove may be treated as an abstract of the terms of Agreement between the Company and Shri Falgunbhai C. Patel, Chairman and Managing Director pursuant to the provisions of the Companies Act, 2013.

In compliance with the provisions of sections 196 and 197 read with Schedule V to the Companies Act, 2013 the re-appointment of Shri Falgunbhai C. Patel as the Managing Director is being placed before the Members of the Company for their approval. A brief resume of Shri Falgunbhai C. Patel, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst the Directors inter-se as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided herein below.

The copies of the relevant resolution and the draft Agreement referred to herein above, containing, inter alia, the principal terms & conditions of the re-appointment is available for inspection by the members of the Company between 11:00 a.m. to 01:00 p.m. on any working day at the Registered Office of the Company

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Falgunbhai C. Patel, his son Shri Parthiv F. Patel, her spouse and Smt. Pannaben F. Patel and their relatives, is concerned or interested, financial or otherwise, in the passing of the resolution mentioned in Item No. 5. The Board recommends the resolution for the approval by the Members of the Company.

Registered Office:
 "Sandesh Bhavan", Lad Society Road,
 B/h. Vastrapur Gam, P. O. Bodakdev,
 Ahmedabad-380054
 Date : May 30, 2016
 Place : Ahmedabad

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

Dhaval Pandya
COMPANY SECRETARY

PARTICULARS OF THE DIRECTOR/S SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:
(A) A brief resume of Shri Parthiv F. Patel being re-appointed at the ensuing Annual General Meeting:

Name	Shri Parthiv F. Patel
Director Identification No.	DIN 00050211
Date of Birth	26/07/1982
Age	34 Years
Date of appointment	14/03/2002
Brief resume, qualification, experience and nature of expertise in specific functional areas	Shri Parthiv F. Patel is the Managing Director of the Company. He has been associated with the Company for more than fourteen years. He was appointed as Director of the Company in the year 2002 and has been handling the management and control of the organization, remarkably since then. He has gained a rich experience in the field of management of print media and electronic media besides investments, finance and general administrative functions of the Company. He shoulders the whole gamut of new projects & up-gradation of all departments of the Company under his dynamic leadership and industrious nature.
Educational Qualification	B.A. with Business Finance from United Kingdom
Name of the listed entities along with Other Companies in which the person holds the directorship	Directorship in Listed Entities: NIL Directorship in other companies: 1. Autumnleaf Estates Private Limited (CIN: U45201GJ2008PTC052953) 2. Satlon Enterprise Private Limited (CIN : U51101GJ1981PTC 004642) 3. Sandesh Digital Private Limited (CIN: U22100GJ2015PTC 083461) 4. Suramya Chemicals Private Limited (CIN: U24200GJ2015 PTC 083767) 5. Sarvatra Chemicals Private Limited (CIN: U24233GJ2015 PTC 083895)
Membership / Chairmanship of Committees of other Boards	NIL
Disclosure of relation-ships between directors inter-se	Shri Parthiv F. Patel is the son of Shri Falgunbhai C. Patel (Chairman and Managing Director of the Company) and Smt. Pannaben F. Patel (Director). Except the aforesaid, none of the other Directors, Manager or Key Managerial Personnel is related to Shri Parthiv F. Patel.
Shareholding in the company	11,89,100 Equity Shares of ₹ 10/- each (15.71%)
Last salary drawn	₹ 60 Lacs per annum
Number of Meetings of the Board attended during the year	5 (Five)

(B) A brief resume of Shri Falgunbhai C. Patel being re-appointed at the ensuing Annual General Meeting:

Name	Shri Falgunbhai C. Patel
Director Identification No.	(DIN 00050174)
Date of Birth	11/01/1956
Age	60 Years
Date of Appointment	27/11/1974
Brief resume, qualification, experience and nature of expertise in specific functional areas	He is Chairman & Managing Director of The Sandesh Limited with more than forty one years of experience in Print Media Administration and Management. Under his stewardship "Sandesh" a leading Gujarati Newspaper charted out a dynamic trail of achievements by having independent editions from Ahmedabad, Baroda, Surat, Rajkot, Bhavnagar, Bhuj and Mumbai.
Educational Qualification	B.Com & Advance Management, Management Studies from USA
Name of the listed entities along with Other Companies in which the person holds the directorship and the membership of Committees of the Board	Directorship in Listed Entities: NIL Directorship in other companies: 1. Dhanali Stock Holdings Private Limited (CIN: U99999GJ1991PTC016664) 2. Autumnleaf Estates Private Limited (CIN: U45201GJ2008PTC052953) 3. Satlon Enterprise Private Limited (CIN: U51101GJ1981PTC004642) 4. Sandesh Digital Private Limited (CIN: U22100GJ2015PTC083461) 5. Suramya Chemicals Private Limited (CIN: U24200GJ2015PTC083767) 6. Sarvatra Chemicals Private Limited (CIN: U24233GJ2015PTC083895)
Membership / Chairperson of Board Committees	Chairman - Corporate Social Responsibility Committee
Disclosure of relation-ships between directors inter-se	Shri Falgunbhai C. Patel is spouse of Smt. Pannaben F. Patel who is the director of the Company and father of Shri Parthiv F. Patel, who is the Managing Director of the Company Except the aforesaid, none of the other Directors, Manager or Key Managerial Personnel is related to Shri Falgunbhai C. Patel.
Shareholding in the company	3,86,350 Equity Shares of ₹ 10/- each (5.10%)
Last salary drawn	₹ 78 Lacs per annum
The number of Meetings of the Board attended during the year	5 (Five)

Registered Office:
"Sandesh Bhavan", Lad Society Road,
B/h. Vastrapur Gam, P. O. Bodakdev,
Ahmedabad-380054
Date : May 30, 2016
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'



THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)

Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
 Email: investorsgrievance@sandesh.com • Website: www.sandesh.com • Phone: 079-40004000, Fax: 079-40004242

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID*	Folio No.
Client ID	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the **73rd ANNUAL GENERAL MEETING** of the Company held on **Friday, September 30, 2016** at **10:00 A.M.** at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India).

* Applicable for investors holding shares in electronic form

Signature of Shareholder / Proxy

THE SANDESH LIMITED

(CIN: L22121GJ1943PLC000183)

Registered Office: 'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)
 Email: investorsgrievance@sandesh.com • Website: www.sandesh.com • Phone: 079-40004000, Fax: 079-40004242

FORM OF PROXY

(Form MGT-11)

Name of the Member(s) :	_____
Registered Address :	_____
E-mail ID :	_____
Folio No. / Client ID :	_____
DP ID :	_____

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

- Name : _____
 Address : _____
 Email ID : _____ Signature : _____ or failing him;
- Name : _____
 Address : _____
 Email ID : _____ Signature : _____ or failing him;
- Name : _____
 Address : _____
 Email ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **73rd Annual General Meeting** of the Company, to be held on **Friday, September 30, 2016** at **10:00 A.M.** at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

[PTO]

Resolution No.	Particulars of Resolutions	Optional*	
		For	Against
	Ordinary Business:		
1	Ordinary Resolution to consider and adopt Audited Financial Statement (including consolidated financial statements) for the year ended March 31, 2016		
2	Ordinary Resolution to confirm the interim dividend declared and paid as final dividend		
3	Ordinary Resolution for re-appointment of Shri Parthiv F. Patel (DIN 00050211) as a Director of the Company, who retires by rotation		
4	Ordinary Resolution for ratification of appointment of M/s. Manubhai & Shah, Chartered Accountants as Auditors of the Company and fixing their remuneration		
	Special Business:		
5	Ordinary Resolution for re-appointment of Shri Falgunbhai C. Patel (DIN 00050174) as Managing Director		

Signed this _____ day of _____, 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Re. 0.15
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Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten per cent (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 a proxy for any other person or shareholder.
4. It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Proxy need not be a Member of the Company.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. Please complete all details including details of member(s) in above box before submission.
8. Appointing a proxy does not prevent a member from attending the Annual General Meeting in person if he so wishes.
9. The Company reserves the right to ask for identification of the Proxy.

DISPATCH OF DOCUMENTS THROUGH ELECTRONIC MODE

To the Members,
THE SANDESH LIMITED

The Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed the companies to send official documents including annual reports to their shareholders electronically as part of its Green Initiative in Corporate Governance. The Company has informed all its Members, who have registered their e-mail address with the Depository / Company, about the Company adopting the practice of sending documents including Annual Report through email. The Members who have not registered their email addresses are also appealed to register their e-mail addresses and opt for receiving all the communication through e-mail. Annual Report for the Financial Year **2015-16** including the Notice convening **73rd** Annual General Meeting are also sent in electronic mode to such Members of the Company.

The Members of the Company are appealed to have their email addresses registered and opt for electronic delivery and contribute to the cause of Green Initiative. Kindly fill up the form given here below and send it to us.

Please note that physical copies of the Annual Report for the Financial Year **2015-16** including the Notice convening **73rd** Annual General Meeting are sent to those Members who have specifically intimated the Company in this regard and also to those Members who have not yet registered their e-mail addresses for such electronic delivery. Annual Report for the Financial Year **2015-16** including the Notice convening **73rd** Annual General Meeting are also available on the website of the Company i.e. www.sandesh.com.

Registration Form for E-communication

(In terms of Circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DPID & Client ID	:	
Name of First Registered Holder	:	
Name of Joint Holder(s)	:	
Registered Address	:	
E-mail ID (to be registered)	:	

I / We, member(s) of The Sandesh Limited, agree to receive all communication from the Company in electronic mode.

Please register the above mentioned e-mail address in the records of the Company for sending communication through e-mail.

Signature:
(First Holder)
Date:

Notes:

1. On registration, all the documents / communication will be sent to the e-mail address registered for the folio.
2. The Members are requested to keep the Company / Depository Participants informed as and when there is any change in the above e-mail address.