

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L22121GJ1943PLC000183

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	THE SANDESH LIMITED	THE SANDESH LIMITED
Registered office address	SANDESH BHAVAN, LAD SOCIETY ROAD, B/H VASTRAPUR GAM, P.O.BODAKDEV,NA,AHMEDABAD,Gujarat,India,380054	SANDESH BHAVAN, LAD SOCIETY ROAD, B/H VASTRAPUR GAM, P.O.BODAKDEV,NA,AHMEDABAD,Gujarat,India,380054
Latitude details	23.04025520	23.04025520
Longitude details	72.52501540	72.52501540

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photos.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0D

(c) *e-mail ID of the company

*****ndesh.com

(d) *Telephone number with STD code

07*****00

(e) Website	www.sandesh.com											
iv *Date of Incorporation (DD/MM/YYYY)	11/03/1943											
v (a) *Class of Company (as on the financial year end date) (Private company/Public Company/One Person Company)	Public company											
(b) *Category of the Company (as on the financial year end date) (Company limited by shares/Company limited by guarantee/Unlimited company)	Company limited by shares											
(c) *Sub-category of the Company (as on the financial year end date) (Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)	Indian Non-Government company											
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code										
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
viii Number of Registrar and Transfer Agent	1											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67120WB2011PLC165872</td> <td style="text-align: center;">MCS SHARE TRANSFER AGENT LIMITED</td> <td>383 LAKE GARDENS 1ST FLOOR, KOLKATA,Kolkata,West Bengal,India,700045</td> <td></td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67120WB2011PLC165872	MCS SHARE TRANSFER AGENT LIMITED	383 LAKE GARDENS 1ST FLOOR, KOLKATA,Kolkata,West Bengal,India,700045		
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent									
U67120WB2011PLC165872	MCS SHARE TRANSFER AGENT LIMITED	383 LAKE GARDENS 1ST FLOOR, KOLKATA,Kolkata,West Bengal,India,700045										
ix * (a) Whether Annual General Meeting (AGM) held	☐ Yes ☒ No											
(b) If yes, date of AGM (DD/MM/YYYY)												
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026											
(d) Whether any extension for AGM granted	☐ Yes ☒ No											
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension												

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

Scheduled to be held 15 September, 2026

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	58	Publishing activities	23
2	M	Professional, Scientific and Technical activities	73	Advertising and market research	77

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U22100GJ2015PTC083461		SANDESH DIGITAL PRIVATE LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	15000000.00	7569421.00	7569421.00	7569421.00
Total amount of equity shares (in rupees)	150000000.00	75694210.00	75694210.00	75694210.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	15000000	7569421	7569421	7569421
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150000000.00	75694210.00	75694210	75694210

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
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Total amount of unclassified shares

0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	37300	7532121	7569421.00	75694210	75694210	
Increase during the year	0.00	3660.00	3660.00	36600.00	36600.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialization of Shares	0	3660	3660.00	36600	36600	
Decrease during the year	3660.00	0.00	3660.00	36600.00	36600.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialization of Shares	3660	0	3660.00	36600	36600	
At the end of the year	33640.00	7535781.00	7569421.00	75694210.00	75694210.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE583B01015

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

2103961000

ii * Net worth of the Company

14255701000

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1777400	23.48	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	3885617	51.33	0	0.00

10	Others 		0		
	Total	5663017.00	74.81	0.00	0

Total number of shareholders (promoters)

8

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	965300	12.75	0	0.00
	(ii) Non-resident Indian (NRI)	15091	0.20	0	0.00
	(iii) Foreign national (other than NRI)	7126	0.09	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	845351	11.17	0	0.00

10	Others				
	IEPF and Clearing Me	73536	0.97	0	0.00
	Total	1906404.00	25.18	0.00	0

Total number of shareholders (other than promoters)

6972

Total number of shareholders (Promoters + Public/Other than promoters)

6980.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	2413
2	Individual - Male	4237
3	Individual - Transgender	0
4	Other than individuals	330
	Total	6980.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	7540	6972
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	1	2	1	17.65	3.24
B Non-Promoter	1	4	1	4	0.04	0.01
i Non-Independent	1	0	1	0	0.04	0
ii Independent	0	4	0	4	0	0.01
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	00	0	0	0
iii Government	0	0	0	0	00	0
iv Small share holders	00	0	00	0	0	0
v Others	0	0	00	0	00	0
Total	3	5	3	5	17.69	3.25

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
FALGUNBHAI CHIMANBHAI PATEL	00050174	Managing Director	340850	
PARTHIV FALGUNBHAI PATEL	00050211	Managing Director	995400	
PANNABEN FALGUNBHAI PATEL	00050222	Director	245500	
RAHOUL RAJIVKUMAR SHAH	00054684	Whole-time director	2750	
GAURI TRIVEDI	06502788	Director	0	

SUDHIN BHAGWANDAS CHOKSEY	00036085	Director	0	
BIJAL HEMANT CHHATRAPATI	02249401	Director	0	
KEYUR DHANVANTLAL GANDHI	02448144	Director	500	
SANJAY KUMAR TANDON	ABVPT1635Q	CFO	0	
HARDIK ARUNKUMAR JOSHI	BDXPJ2034E	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
HARDIKKUMAR JITENDRABHAI PATEL	CBYPP3842A	Company Secretary	21/05/2025	Cessation
HARDIK ARUNKUMAR JOSHI	BDXPJ2034E	Company Secretary	05/08/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2025	7620	48	76

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance
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			Number of directors attended	% of attendance
1	29/05/2025	8	6	75
2	05/08/2025	8	8	100
3	12/11/2025	8	8	100
4	05/02/2026	8	8	100

C COMMITTEE MEETINGS

Number of meetings held

22

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	29/05/2025	4	4	100
2	Audit Committee Meeting	05/08/2025	4	4	100
3	Audit Committee Meeting	12/11/2025	4	4	100
4	Audit Committee Meeting	05/02/2026	4	4	100
5	Nomination and Remuneration Committee	29/05/2025	4	3	75
6	Nomination and Remuneration Committee	05/08/2025	4	4	100
7	Nomination and Remuneration Committee	12/11/2025	4	3	75
8	Nomination and Remuneration Committee	05/02/2026	4	4	100
9	Stakeholders Relationship Committee	29/05/2025	4	2	50
10	Stakeholders Relationship Committee	05/08/2025	4	4	100
11	Stakeholders Relationship Committee	12/11/2025	4	4	100

12	Stakeholders Relationship Committee	05/02/2026	4	4	100
13	Corporate Social Responsibility Committee	29/05/2025	6	4	66.67
14	Corporate Social Responsibility Committee	05/08/2025	6	6	100
15	Corporate Social Responsibility Committee	12/11/2025	6	6	100
16	Corporate Social Responsibility Committee	05/02/2026	6	6	100
17	Risk Management Committee	29/05/2025	5	4	80
18	Risk Management Committee	12/11/2025	5	5	100
19	Executive Committee	06/11/2025	3	3	100
20	Executive Committee	27/11/2025	3	3	100
21	Executive Committee	22/01/2026	3	3	100
22	Executive Committee	25/03/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								 (Y/N/NA)
1	FALGUNBHAI CHIMANBHAI PATEL	4	4	100	10	10	100	
2	PARTHIV FALGUNBHAI PATEL	4	4	100	17	17	100	
3	PANNABEN FALGUNBHAI PATEL	4	4	100	8	8	100	
4	RAHOUL RAJIVKUMAR SHAH	4	3	75	14	11	78	
5	GAURI TRIVEDI	4	4	100	6	6	100	
6	SUDHIN BHAGWANDAS CHOKSEY	4	4	100	10	10	100	

7	BIJAL HEMANT CHHATRAPATI	4	4	100	16	16	100	
8	KEYUR DHANVANTLAL GANDHI	4	3	75	12	9	75	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	FALGUNBHAI CHIMANBHAI PATEL	Managing Director	9884000	41865000	0	0	51749000.00
2	PARTHIV FALGUNBHAI PATEL	Managing Director	6759000	44990000	0	0	51749000.00
3	RAHOUL RAJIVKUMAR SHAH	Whole-time director	3368000	0	0	0	3368000.00
	Total		20011000.00	86855000.00	0.00	0.00	106866000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SANJAY KUMAR TANDON	CFO	3920000	0	0	0	3920000.00
2	HARDIK ARUNKUMAR JOSHI	Company Secretary	541000	0	0	0	541000.00
3	HARDIKKUMAR JITENDRABHAI PATEL	Company Secretary	97000	0	0	0	97000.00
	Total		4558000.00	0.00	0.00	0.00	4558000.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	BIJAL HEMANT CHHATRAPATI	Director	0	0	0	300000	300000.00
2	GAURI TRIVEDI	Director	0	0	0	200000	200000.00

3	SUDHIN BHAGWANDAS CHOKSEY	Director	0	0	0	240000	240000.00
4	KEYUR DHANVANTLAL GANDHI	Director	0	0	0	195000	195000.00
	Total		0.00	0.00	0.00	935000.00	935000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

6972

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of The Sandesh Limited as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

MAHESH CHAND GUPTA

Date (DD/MM/YYYY)

11/07/2026

Place

Ahmedabad

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

1*2*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

BDXPJ2034E

*(b) Name of the Designated Person

HARDIK ARUNKUMAR JOSHI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

60

dated*

(DD/MM/YYYY)

26/05/2023

to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*0*7*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

5*5*7

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC5255023

eForm filing date (DD/MM/YYYY)

11/08/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company