

September 28, 2024

E-FILING

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
"Exchange Plaza", C-1, Block - G,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

Script Code: 526725

NSE Symbol: SANDESH (EQ.)

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Voting Results of the 81st Annual General Meeting of the Company

Dear Sir/Madam,

Apropos the captioned subject, please find enclosed herewith the voting results along with the Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and e-voting during the AGM), in respect of the 81st Annual General Meeting ("**AGM**") of the Company, held on Friday, September 27, 2024 at 12:30 P.M. through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**").

Thanking you,

Yours sincerely,
For, The Sandesh Limited

Hardik Patel
Company Secretary & Compliance Officer
ICSI Membership No.: A55828

ENCL: AS ABOVE

VOTING RESULTS

[PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Date of the AGM	September 27, 2024
Total number of shareholders on record date (Cut-off date for the purpose of e-voting: September 20, 2024)	7103
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	8
Public:	29

AGENDA- WISE DISCLOSURE:

RESOLUTION NO. 1:								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors and Statutory Auditors thereon					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5663017	5663017	100.00	5663017	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	11408	6601	57.8629	6601	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		11408	6601	57.8629	6601	0	100.00
Public- Non institutions	E-voting	1894996	131728	6.9514	131587	141	99.8930	0.1070
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1894996	131728	6.9514	131587	141	99.8930
Total [(A)+(B)+(C)]		7569421	5801346	76.6419	5801205	141	99.9976	0.0024

Whether resolution is passed or not? (yes/no): Yes

Details of invalid votes:

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1308
Public - Non Insitutions	0

RESOLUTION NO. 2:								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Description of resolution considered			To appoint a Director in place of Shri Parthiv Falgunbhai Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5663017	5663017	100.00	5663017	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	11408	7228	63.3590	7228	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		11408	7228	63.3590	7228	0	100.00
Public- Non institutions	E-voting	1894996	131728	6.9514	131587	141	99.8930	0.1070
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1894996	131728	6.9514	131587	141	99.8930
Total [(A)+(B)+(C)]		7569421	5801973	76.6502	5801832	141	99.9976	0.0024

Whether resolution is passed or not? (yes/no): Yes

Details of invalid votes:

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1308
Public - Non Insitutions	0

RESOLUTION NO. 3:								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Description of resolution considered			To re-appoint Shri Sanjay Kumar Tandon (DIN: 00055918) as a Whole-time Director of the Company					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5663017	5663017	100.0000	5663017	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.0000	5663017	0	100.0000
Public - Institutions	E-voting	11408	7228	63.3590	7228	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		11408	7228	63.3590	7228	0	100.00
Public- Non institutions	E-voting	1894996	131728	6.9514	131587	141	99.8930	0.1070
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1894996	131728	6.9514	131587	141	99.8930
Total [(A)+(B)+(C)]		7569421	5801973	76.6502	5801832	141	99.9976	0.0024

Whether resolution is passed or not? (yes/no): Yes

Details of invalid votes:

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1308
Public - Non Insitutions	0

RESOLUTION NO. 4:								
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Description of resolution considered			To re-appoint Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director of the Company					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5663017	5663017	100.0000	5663017	0	100.0000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.0000	5663017	0	100.0000
Public - Institutions	E-voting	11408	7228	63.3590	7228	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		11408	7228	63.3590	7228	0	100.00
Public - Non institutions	E-voting	1894996	131728	6.9514	131587	141	99.8930	0.1070
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1894996	131728	6.9514	131587	141	99.8930
Total [(A)+(B)+(C)]		7569421	5801973	76.6502	5801832	141	99.9976	0.0024

Whether resolution is passed or not? (yes/no): Yes

Details of invalid votes:

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1308
Public - Non Insitutions	0

Note:

All the resolutions as per the Notice convening the 81st Annual General Meeting have been carried with requisite majority.



Date: 27th September, 2024

To,
The Chairman of
81st Annual General Meeting
The Sandesh Limited
(CIN: L22121GJ1943PLC000183)
Held on Friday, 27th September, 2024 at 12:30 p.m.
Through Video Conferencing

CONSOLIDATED SCRUTINIZER'S REPORT

81ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SANDESH LIMITED HELD ON FRIDAY, 27TH SEPTEMBER, 2024 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM")

We, M/s. Sparsh Gupta & Co., Company Secretaries, have been appointed as the Scrutinizer for the purpose of remote e-voting and e-voting on the date of 81st Annual General Meeting to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and with MCA Circulars 14/2020, 17/2020, 20/2020, 02/2022, 10/2022, 11/2022 and General Circular No. 09/2023 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), in respect of resolutions mentioned in the Notice along with the Annual Report, at the 81st Annual General Meeting of the company held on Friday, 27th September, 2024.

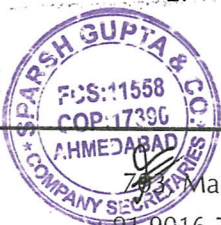
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e., by remote e-voting and e-voting]. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") (an Agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide e-voting facility) and attendant papers/ documents furnished to me electronically by the Company and/or NSDL for my verification.

Report on scrutiny:

1. The Company has entered into an arrangement with National Securities Depository Limited ("NSDL"), the agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting and e-voting on the date of AGM.
2. The cut-off date for the purposes of identifying the shareholders entitled to vote on the resolutions placed for approval of the shareholders was 20th September, 2024.

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3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, 24th September, 2024 (09:00 A.M.) to Thursday, 26th September, 2024 (05:00 P.M.) (Both days inclusive).
4. At the end of remote e-voting period on 26th September, 2024 at 5:00 p.m., voting portal of service provider was blocked forthwith.
5. Notice of the 81st AGM was dispatched to 6,018 shareholders through e-mail having registered e-mail ids on 5th September, 2024.
6. As on cut-off date i.e., 20th September, 2024, there were 7,103 shareholders.
7. 37 members who had logged in as the shareholders of the company were present at the 81st Annual General Meeting through VC.
8. The shareholders who were present at the AGM through VC and who had not voted through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
9. On Friday, 27th September, 2024, at 01:08 p.m., after 15 minutes of closure of the AGM, the EVSN generated by NSDL was blocked by the system.
10. On Friday, 27th September, 2024 at 03:20 p.m. the votes cast through remote e-voting and e-voting at the AGM, were unblocked by me in the presence of Mr. Ayush Tiwari and Ms. Vanshita Bagora.
11. The consolidated results of remote e-voting and the e-voting on the day of the AGM are as under:





Consolidated report on results of remote e-voting and e-voting on the day of the AGM:

Item No. 1: As an Ordinary Resolution:

To receive, consider and adopt:

a) The Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2024, together with the Reports of the Board of Directors and Statutory Auditors thereon; and

b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2024, together with the Report of Statutory Auditors thereon:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	70	57,53,228	99.1706
Through e-voting at AGM	1	47,977	0.8270
Total	71	58,01,205	99.9976

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	4	141	0.0024
Through e-voting at AGM	-	-	-
Total	4	141	0.0024

(iii) Votes **Invalid**:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	1	1,308
Through e-voting at AGM	-	-
Total	1	1,308





Item No. 2: As an Ordinary Resolution:

To appoint a Director in place of Shri Parthiv Falgunbhai Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	71	57,53,855	99.1706
Through e-voting at AGM	1	47,977	0.8270
Total	72	58,01,832	99.9976

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	4	141	0.0024
Through e-voting at AGM	-	-	-
Total	4	141	0.0024

(iii) Votes **Invalid**:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	1	1,308
Through e-voting at AGM	-	-
Total	1	1,308





Item No. 3: As an Ordinary Resolution:

To re-appoint Shri Sanjay Kumar Tandon (DIN: 00055918) as a Whole-time Director of the Company:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	71	57,53,855	99.1706
Through e-voting at AGM	1	47,977	0.8270
Total	72	58,01,832	99.9976

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	4	141	0.0024
Through e-voting at AGM	-	-	-
Total	4	141	0.0024

(iii) Votes **Invalid**:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	1	1,308
Through e-voting at AGM	-	-
Total	1	1,308





Item No. 4: As a Special Resolution:

To re-appoint Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director of the Company:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	71	57,53,855	99.1706
Through e-voting at AGM	1	47,977	0.8270
Total	72	58,01,832	99.9976

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	4	141	0.0024
Through e-voting at AGM	-	-	-
Total	4	141	0.0024

(iii) Votes **Invalid**:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	1	1,308
Through e-voting at AGM	-	-
Total	1	1,308

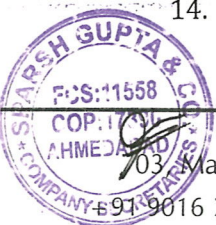
Note:

a) *Institutional / Body Corporate Shareholders, which have not furnished the Board Resolution / Authority, are considered as invalid ones.*

12. Based on the above voting, the Chairman of the 81st Annual General Meeting may announce the results of the meeting.

13. The data downloaded from the National Securities Depositories Limited (NSDL) and all other relevant records relating to the e-voting are handed over to the Chairman of the Company.

14. This report is issued in accordance with the terms of the Engagement Letter.





Sparsh Gupta & Co.
Company Secretaries

CS Sparsh M. Gupta
B.Com., LL.B., ACS

Restriction on use:

15. This report has been issued at the request of the Company for submission to Stock Exchanges and other authorities, as required. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours faithfully,

For, Sparsh Gupta & Co.
Company Secretaries
UCN: S2016GJ437500

Sparsh M. Gupta
Proprietor
FCS: 11558
COP: 17390
PR: 1802/2022
UDIN: F011558F001350676



Date: 27th September, 2024
Place: Ahmedabad

Witness 1:
Mr. Ayush Tiwari
Swa Bunglows,
Chandkheda,
Ahmedabad - 382424.

Witness 2:
Ms. Vanshita Bagora
43/44, Shyamal 3-B, Near
Shangri-La Arcade, Shyamal
Satellite, Ahmedabad - 380015.

COUNTERSIGNED BY:
For The Sandesh Limited

Mr. Sanjay Kumar Tandon
CFO & Wholetime Director
DIN: 00055918
(Under the authority by the Chairman)

