

March 23, 2024

E-FILING

To,

1. BSE LIMITED

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

BSE Scrip Code: 526725

2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"Exchange Plaza", C-1, Block-G,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

NSE Symbol: SANDESH (EQ.)

Sub.: Disclosure of Voting Results in respect of the Postal Ballot process by remote e-voting

Ref.: Postal Ballot Notice dated February 10, 2024

Dear Sir / Madam,

The Company had, through the Postal Ballot notice dated February 10, 2024, sought approval of the Members of The Sandesh Limited ("the Company") to the following Special Resolutions:

1. Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company for a period of five years with effect from April 01, 2024;
2. Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company for a period of five years with effect from April 01, 2024; and
3. Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company for a period of five years with effect from April 01, 2024.

The remote e-voting process was commenced at 9:00 a.m. (IST) on Thursday, February 22, 2024 and concluded at 05:00 p.m. (IST) on Friday, March 22, 2024.

The details of the voting results of the Postal Ballot, conducted through a remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated February 10, 2024, are attached in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

Based on the Scrutinizer's Report, we hereby inform that the Members of the Company have duly passed all the three Special Resolutions with requisite majority on March 22, 2024 (the last date of e-voting).

This is for your information and records.

Thanking you,

Yours sincerely,

For, THE SANDESH LIMITED

HARDIK PATEL

COMPANY SECRETARY

MEMBERSHIP NO.: A55828

ENCL.: AS ABOVE

PURSUANT TO REGULATION 44 OF THE LISTING REGULATIONS - FORMAT FOR VOTING RESULTS

Date of the AGM	Not Applicable (Resolutions passed through Postal Ballot on March 22, 2024)
Total number of shareholders on record date (Cut-off date: February 16, 2024)	6827
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	Not Applicable
Promoters and Promoter Group:	
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item):

Resolution No. 1: Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company for a period of five years with effect from April 01, 2024								
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	912	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)		912	0	0.00	0	0	0.00
Public- Non institutions	E-voting	1905492	140630	7.3802	140409	221	99.8429	0.1571
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1905492	140630	7.3802	140409	221	99.8429
Total [(A)+(B)+(C)]		7569421	5803647	76.6723	5803426	221	99.9962	0.0038

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0
Total	0

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

Resolution No. 2: Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company for a period of five years with effect from April 01, 2024								
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	912	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)		912	0	0.00	0	0	0.00

Public- Non institutions	E-voting	1905492	140630	7.3802	140409	221	99.8429	0.1571
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1905492	140630	7.3802	140409	221	99.8429
Total [(A)+(B)+(C)]		7569421	5803647	76.6723	5803426	221	99.9962	0.0038

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

Resolution No. 3: Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company for a period of five years with effect from April 01, 2024								
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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		0	0.00	0	0	0.00	0.00
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	912	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)		0	0	0.00	0	0	0.00
Public- Non institutions	E-voting	1905492	140630	7.3802	140409	221	99.8429	0.1571
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (C)		1905492	140630	7.3802	140409	221	99.8429
Total [(A)+(B)+(C)]		7569421	5803647	76.6723	5803426	221	99.9962	0.0038

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0
Total	0

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

Note:

All the aforesaid Special Resolutions as per the Postal Ballot Notice have been passed with the requisite majority.



Sparsh Gupta & Co.

Company Secretaries

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

Report of Scrutinizer (Postal Ballot with E-voting facility)

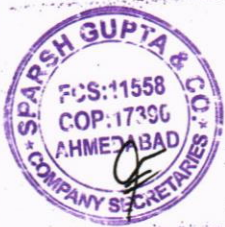
[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman and Managing Director,
The Sandesh Limited,
Sandesh Bhavan, Lad Society Road,
B/h. Vastrapur Gam, P.O.
Bodakdev, Ahmedabad - 380054,

Dear Sir,

Re: Passing of Special Resolution by means of postal ballot through remote electronic voting (e-voting).

1. I, Sparsh M. Gupta, Proprietor of M/s. Sparsh Gupta & Co., Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of The Sandesh Limited (CIN: L22121GJ1943PLC000183) ("the Company") with respect to the Special Resolutions proposed to be passed by means of postal ballot through remote electronic voting (e-voting) and for ascertaining the requisite majority on the Postal Ballot through remote E-voting facility carried out in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as contained in the Notice of the Postal ballot dated 10th February, 2024 circulated by the company in accordance with the applicable provisions.
2. The management of the Company is responsible to ensure the compliance with the requirements of provisions of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal ballot on the resolutions set out in the postal ballot Notice. Our responsibility as Scrutinizer for the voting process is restricted to ensure that the process of Postal ballot through E-voting facility is conducted in a fair and transparent manner and make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based upon the scrutiny of postal ballots (through E-voting) received from the members and on the reports generated from the E-voting system provided by National Securities Depository Limited ('NSDL' or 'e-voting agency') the authorised agency to provide e-voting facilities, appointed by the company.
3. The Company, through its e-mail, had sent on 21st February, 2024, the Postal Ballot Notice dated 10th February, 2024 to 6,161 members, whose names appear in the Register of Members / Record of Depositories as on Friday, 16th February, 2024. As on cut-off date, the Company had 6,827 members. Further, the company has informed that it has given opportunity to all its members to register their E-mail IDs in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, MCS Share Transfer Agent Limited ('RTA'), having its regional office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad-380009, Gujarat (Tel: 079 2658 0461), by following the due procedure so as to participate in the Postal Ballot through E-voting.





- It has been intimated that the company has published the public Notice under Rule 22(3) of the Companies (Management & administration) Rules, 2014 by way of Advertisements published on 22nd February, 2024 in Financial Express in English language and Sandesh Newspaper in Gujarati language.
- In accordance with the Postal Ballot Notice dated 10th February, 2024 sent to the shareholders, the postal ballot through e-voting was commenced on Thursday, 22nd February, 2024 at 09:00 A.M. and closed on Friday, 22nd March, 2024 at 5:00 P.M. (Voting Period).
- The Members of the Company as on cut-off date i.e., Friday, 16th February, 2024, were entitled to vote on the resolutions stated in the Notice of the Postal ballot.
- During the period from 22nd February, 2024 to 22nd March, 2024 (i.e., total duration of 30 days) 73 equity shareholders participated for the exercise of their voting rights through IDEAS i.e. E-voting system provided by National Securities Depository Limited ('NSDL').
- The result of the Postal Ballot and E-voting is as under:

Resolution 1: Special Resolution

Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company for a period of 5 years:

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

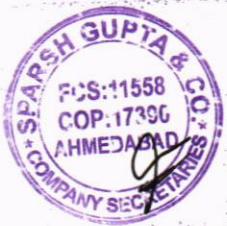
Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by Postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%

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

Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid** votes:

Mode of voting	Number of Members voted	Number of Votes Cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-





Resolution 2: Special Resolution

Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company for a period of 5 years:

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

Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by Postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%

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

Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid votes:**

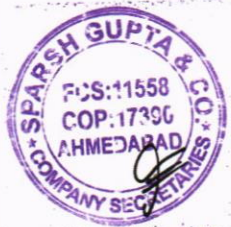
Mode of voting	Number of Members voted	Number of Votes Cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-

Resolution 3: Special Resolution

Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company for a period of 5 years:

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

Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by Postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%





Sparsh Gupta & Co.

Company Secretaries

CS Sparsh M. Gupta

B.Com., LL.B., ACS

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

Mode of voting	Number of Members voted	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid** votes:

Mode of voting	Number of Members voted	Number of Votes Cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-

- There was no postal Form required to be received physically in view of MCA & SEBI circulars referred to in the Postal Ballot Notice.
- The votes cast on E-voting were subsequently unblocked by the undersigned on 22nd March, 2024 after the voting period was over in the presence of 2 witnesses and electronic votes were diligently scrutinized by the undersigned.
- The e-voting results may be announced within 2 working days from conclusion of the e-voting period at the registered office of the Company and also by placing the same on the Company's website and communicated, simultaneously, to the stock exchange and National Securities Depository Limited ('NSDL'), e-voting agency and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the postal ballot process after the minutes of the Postal Ballot have been signed by the Chairperson.





Sparsh Gupta & Co.
Company Secretaries

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

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,
Yours faithfully,

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


Sparsh M. Gupta
Proprietor

FCS: 11558
COP: 17390
PR: 1802/2022
UDIN: F011558E003624046



Place: Ahmedabad
Date: 22-03-2024

We, the undersigned witness that the E-voting results/list was unblocked and downloaded from the National Securities Depository Limited ('NSDL') website (<https://www.evoting.nsdl.com>.) in our presence at 05.15 p.m. on 22nd March, 2024 at the office of Mr. Sparsh M. Gupta, the Scrutinizer.



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



Witness 2:
Ms. Leena Chawla
701-B, Maruti Tower,
Shivranjani Cross Road,
Satellite, Ahmedabad- 380015.

COUNTERSIGNED BY:
For The Sandesh Limited,



Falgunbhai C. Patel
DIN: 00050174
Chairman & Managing Director