

September 22, 2023

**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 80<sup>th</sup> 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 at the AGM), in respect of the 80<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Thursday, September 21, 2023 at 01:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We request to take on your record the above.

Thanking you,  
Yours sincerely,  
**For, THE SANDESH LIMITED**

**SANJAY KUMAR TANDON**  
**WHOLE-TIME DIRECTOR**  
**DIN: 00055918**

***ENCL: AS ABOVE***

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

Date of the AGM	September 21, 2023
Total number of shareholders on record date (Cut-off date: 15.09.2023)	6035
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 (to be disclosed separately for each agenda item):

<b>Resolution No. 1: To receive, consider and adopt Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon</b>								
Resolution required: (Ordinary/ Special)			Ordinary 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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)		0	0	0.00	0	0	0.00
Public- Non institutions	E-voting	1906404	220221	11.55	220100	121	99.95	0.05
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (C)		0	220221	11.55	220100	121	99.95
Total [(A)+(B)+(C)]		7569421	5883238	77.72	5883117	121	100.00	0.00

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

<b>Resolution No. 2: To appoint a Director in place of Mrs. Pannaben Falgunbhai Patel (DIN: 00050222), who retires by rotation and being eligible, offers himself for re-appointment</b>								
Resolution required: (Ordinary/ Special)			Ordinary 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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (A)		5663017	5663017	100.00	5663017	0	100.00
Public - Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)		0	0	0.00	0	0	0.00
Public- Non institutions	E-voting	1906404	220221	11.55	220100	121	99.95	0.05
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (C)		0	220221	11.55	220100	121	99.95
Total [(A)+(B)+(C)]		7569421	5883238	77.72	5883117	121	100.00	0.00

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

<b>Resolution No. 3: To appoint the Statutory Auditors and fix their remuneration</b>								
Resolution required: (Ordinary/ Special)			Ordinary 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	100.00	5663017	0	100.00	0.00
	Poll	5663017	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total (A)</b>	<b>5663017</b>	<b>5663017</b>	<b>100.00</b>	<b>5663017</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non institutions	E-voting		220221	11.55	220100	121	99.95	0.05
	Poll	1906404	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total (C)</b>	<b>0</b>	<b>220221</b>	<b>11.55</b>	<b>220100</b>	<b>121</b>	<b>99.95</b>	<b>0.05</b>
<b>Total [(A)+(B)+(C)]</b>		<b>7569421</b>	<b>5883238</b>	<b>77.72</b>	<b>5883117</b>	<b>121</b>	<b>100.00</b>	<b>0.00</b>

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

**Note:**

All the resolutions as per the Notice convening the 80<sup>th</sup> Annual General Meeting have been carried with requisite majority.



Date: 21<sup>st</sup> September, 2023

To,  
The Chairman of the 80<sup>th</sup> Annual General Meeting of The Sandesh Limited, held on Thursday, 21<sup>st</sup> September, 2023 at 01:30 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

### **CONSOLIDATED SCRUTINIZER'S REPORT**

**80<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SANDESH LIMITED HELD ON THURSDAY, 21<sup>ST</sup> SEPTEMBER, 2023 at 01:30 P.M. 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 80<sup>th</sup> 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 and 11/2022 and in accordance with the provisions of SEBI (Listing Obligation and Disclosure requirement) Regulations, 2015, in respect of resolutions mentioned in the Annual report, at the 80<sup>th</sup> Annual General Meeting of the company held on Thursday, 21<sup>st</sup> September, 2023.

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 on the date of AGM] for the resolutions contained in the Notice of the AGM of the Members of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

#### **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.
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 15<sup>th</sup> September, 2023.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 18<sup>th</sup> September, 2023 (09:00 A.M.) to Wednesday, 20<sup>th</sup> September, 2023 (05:00 P.M.) (Both days inclusive).





4. At the end of remote e-voting period on 20<sup>th</sup> September, 2023 at 5:00 p.m., voting portal of service provider was blocked forthwith.
5. As on cut-off date i.e., 15<sup>th</sup> September, 2023, there were 6035 shareholders.
6. 37 members who had logged in as the shareholders of the company were present at the 80<sup>th</sup> Annual General Meeting through VC.
7. 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.
8. On Thursday, 21<sup>st</sup> September, 2023, at 01:55 p.m., after 15 minutes of closure of the AGM, the EVSN generated by NSDL was blocked by the system.
9. On Thursday, 21<sup>st</sup> September, 2023 at 03:55 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. Leena Chawla.
10. 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 the 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and**

**b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2023, together with the Report of the Auditors thereon:**

- 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	61	58,83,117	99.9979
Through e-voting at AGM	-	-	-
Total	61	58,83,117	99.9979





- 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	3	121	0.0021
Through e-voting at AGM	-	-	-
Total	3	121	0.0021

- Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through remote e-voting	-	-
Through e-voting at AGM	-	-
Total	-	-

#### **Item No. 2: As an Ordinary Resolution:**

**To appoint a director in place of Mrs. Pannaben Falgunbhai Patel (DIN: 00050222), who retires by rotation and being eligible, offers herself for re-appointment:**

- 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	61	58,83,117	99.9979
Through e-voting at AGM	-	-	-
Total	61	58,83,117	99.9979

- 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	3	121	0.0021
Through e-voting at AGM	-	-	-
Total	3	121	0.0021





- **Votes Invalid:**

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through remote e-voting	-	-
Through e-voting at AGM	-	-
Total	-	-

### **Item No. 3: As an Ordinary Resolution:**

#### **To appoint the Statutory Auditors and fix their remuneration:**

- **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	61	58,83,117	99.9979
Through e-voting at AGM	-	-	-
Total	61	58,83,117	99.9979

- **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	3	121	0.0021
Through e-voting at AGM	-	-	-
Total	3	121	0.0021

- **Votes Invalid:**

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through remote e-voting	-	-
Through e-voting at AGM	-	-
Total	-	-

**Note:**

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





# Sparsh Gupta & Co.

Company Secretaries


CS Sparsh M. Gupta

B.Com., LL.B., ACS

11. Based on the above voting, we request the Chairman of the 80<sup>th</sup> Annual General Meeting to announce the results of the meeting.
12. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,  
Yours faithfully,

For Sparsh Gupta & Co.  
Company Secretaries  
UCN: S2016G1437500

  
Sparsh M. Gupta  
Proprietor

FCS: 11558  
COP: 17390  
PR: 1802/2022  
UDIN: F011558E001053038




Date: 21<sup>st</sup> September, 2023

Place: Ahmedabad



Witness 1:  
Mr. Ayush Tiwari  
SWA Bunglows,  
Chandkheda,  
Ahmedabad – 382424.



Witness 2:  
Ms. Leena Chawla  
701-B, Maruti Tower,  
Shivranjani Cross Road,  
Satellite, Ahmedabad 380 015.

COUNTERSIGNED BY:  
For The Sandesh Limited,



Mr. Sanjay Kumar Tandon  
DIN: 00055918  
CFO & Whole-time Director