

December 31, 2020

E-FILING

To,  
The Manager, Corporate Relationship Dept.,  
**BSE LIMITED**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

Script Code : 526725

The Manager, Listing Department,  
**NATIONAL STOCK EXCHANGE OF INDIA LTD.**,  
"Exchange Plaza", C-1, Block – G,  
Bandra-Kurla Complex, Bandra (E),  
MUMBAI – 400 051

NSE Symbol : SANDESH (EQ.)

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Voting Results of the 77<sup>th</sup> Annual General Meeting

Dear Sir / Madam,

Apropos the captioned subject, please find enclosed herewith the voting results along with the Scrutinizer's Report on the resolutions passed at the 77<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Wednesday, December 30, 2020 at 02:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The Voting Results are also posted on the website of the Company ([www.sandesh.com](http://www.sandesh.com)) and National Securities Depository Limited (NSDL) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

We request to take on your record the above.

Thanking you,  
Yours sincerely,

For, THE SANDESH LIMITED



DHAVAL PANDYA  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ENCL: AS ABOVE



CC TO:

National Securities Depository Limited (via e-filing),  
Trade World, A – Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013

**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183)

REGD. OFFICE: 'SANESH BHAVAN', LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380054.

TEL.: (079) 40004319, 40004175, FAX: 91-79-40004242 Email: [secretarial@sandesh.com](mailto:secretarial@sandesh.com), [cs@sandesh.com](mailto:cs@sandesh.com)

VIST US: [www.sanesh.com](http://www.sanesh.com)

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

|   |                   |
|---|-------------------|
| Date of the AGM   | December 30, 2020 |
| Total number of shareholders on record date<br>(Cut-off date: 18.12.2020)     | 5124              |
| 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           | 48                |
| Promoters and Promoter Group:   | 8                 |
| Public:   | 40                |

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

| Resolution No. 1:<br>To receive, consider and adopt Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2020 together with the reports of the Board and Auditors thereon |                |                    |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions   | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions   | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| Total  |                | 7569421            | 5807518             | 76.72                                   | 5783914                  | 23604                  | 99.59                                | 0.41                               |



**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183)

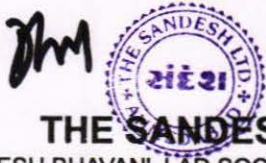
REGD. OFFICE: 'SANESH BHAVAN', LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380054.

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VIST US: www.sanesh.com

| Resolution No. 2:<br>To confirm the Interim Dividend of Rs. 5/- (Rupees Five Only) for every equity share of the Face Value of Rs. 10/- each, already paid to the Shareholders of the Company, as the Final Dividend for the Financial Year 2019-20. |                |                    |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions   | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions   | E-voting       | 1906354            | 144501              | 7.58                                    | 120861                   | 23640                  | 83.64                                | 16.36                              |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 1906354            | 144501              | 7.58                                    | 120861                   | 23640                  | 83.64                                | 16.36                              |
| Total  |                | 7569421            | 5807518             | 76.72                                   | 5783878                  | 23640                  | 99.59                                | 0.41                               |

| Resolution No. 3:<br>To appoint a Director in place of Mrs. Pannaben F. Patel (DIN: 00050222), who retires by rotation and being eligible, offers himself for re-appointment |                |                    |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary/ Special)   |                |                    | Ordinary Resolution |   |                          |                        |                                      |                                    |
| Whether promoter / promoter group are interested in the agenda / resolution?   |                |                    | Yes                 |   |                          |                        |                                      |                                    |
| 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                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions   | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions   | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| Total  |                | 7569421            | 5807518             | 76.72                                   | 5783914                  | 23604                  | 99.59                                | 0.41                               |



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| Resolution No. 4:<br>To appoint Mr. Sanjay Kumar Tandon (DIN: 00055918) as Whole Time Director of the Company |                |                    |                     |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                                  |
|   | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|   | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions  | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|   | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|   | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions  | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|   | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|   | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| Total   |                | 7569421            | 5807518             | 76.72                                   | 5783914                  | 23604                  | 99.59                                | 0.41                               |

| Resolution No. 5:<br>To appoint Dr. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director of the Company |                |                    |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions   | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions   | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|  | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|  | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| Total  |                | 7569421            | 5807518             | 76.72                                   | 5783914                  | 23604                  | 99.59                                | 0.41                               |



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**Resolution No. 6:**

To approve remuneration of Mr. Falgunbhai C. Patel (DIN: 00050174) the Chairman and Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution required: (Ordinary/ Special)

Special Resolution

Whether promoter / promoter group are interested in the agenda / resolution?

Yes

| 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                                  |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions        | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions    | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| <b>Total</b>                |                | <b>7569421</b>     | <b>5807518</b>      | <b>76.72</b>                            | <b>5783914</b>           | <b>23604</b>           | <b>99.59</b>                         | <b>0.41</b>                        |

**Resolution No. 7:**

To approve remuneration of Mr. Parthiv F. Patel (DIN: 00050211) the Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution required: (Ordinary/ Special)

Special Resolution

Whether promoter / promoter group are interested in the agenda / resolution?

Yes

| 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                                  |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 5663017            | 5663017             | 100.00                                  | 5663017                  | 0                      | 100.00                               | 0                                  |
| Public- Institutions        | E-voting       | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 50                 | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public- Non Institutions    | E-voting       | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
|                             | Poll           |                    | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                             | Total          | 1906354            | 144501              | 7.58                                    | 120897                   | 23604                  | 83.67                                | 16.33                              |
| <b>Total</b>                |                | <b>7569421</b>     | <b>5807518</b>      | <b>76.72</b>                            | <b>5783914</b>           | <b>23604</b>           | <b>99.59</b>                         | <b>0.41</b>                        |

 Note: All the Ordinary & Special Resolutions as per the Notice convening the 77<sup>th</sup> Annual General Meeting have been carried with requisite majority.

**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183)

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VIST US: www.sanesh.com

93, Surdhara Bungalows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.  
Cell. :98791 04118 E-mail : jignesh@gujoil.com

**CONSOLIDATED SCRUTINIZER REPORT**  
**(For Remote E-voting & E-voting during the AGM)**

To,

**Mr. Falgunbhai C. Patel**

Chairman & Managing Director

**(Chairman of 77<sup>th</sup> Annual General Meeting)**

**THE SANDESH LIMITED**

**(CIN: L22121GJ1943PLC000183)**

'Sandesh Bhavan', Lad Society Road,

B/h. Vastrapur Gam, P.O. Bodakdev,

Ahmedabad – 380054 (Gujarat – India)

**Consolidated Report of the Scrutinizer on remote e-voting and e-voting during the Annual General Meeting (AGM) conducted pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 at the 77<sup>th</sup> AGM of The Sandesh Limited (AGM) held on Wednesday, December 30, 2020, at 2:00 P.M. through video conferencing (VC) / other audio visual means (OAVM).**

Dear Sir,

1. I, Jignesh A. Maniar, Practicing Company Secretary and the proprietor of M/s. Jignesh A. Maniar & Associates, Company Secretaries, having address at 93, Surdhara Bungalows, Opp. Sarathi – III, Drive-in-Road, Ahmedabad – 380054 (Gujarat), have been appointed as the Scrutinizer by the Board of Directors of **The Sandesh Limited (the Company, for short)** for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the AGM under the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in force, on the Resolutions contained in the Notice dated **November 12, 2020** of the **77<sup>th</sup> AGM** of the Company, held on **Wednesday, December 30, 2020** at **2:00 P.M.** through VC / OAVM.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the provisions of the Companies Act, 2013 and the Rules relating to remote e-voting and e-voting during the AGM on the Resolutions contained in the Notice of the **77<sup>th</sup> AGM**. My responsibility as a scrutinizer is to scrutinize and ensure that the voting carried out through remote e-voting and e-voting during the AGM is done in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions based on the reports generated from remote e-voting system provided by National Securities Depository Limited, a authorised agency to provide remote e-voting facilities, as engaged by the Company.



3. The Company has made arrangements with National Securities Depository Limited (NSDL) for providing a system of voting by the Members electronically through remote e-voting and e-voting during the AGM.
4. The Members of the Company holding shares as on the cut-off date i.e. **Friday, December 18, 2020**, were entitled to vote on the resolutions contained in the Notice of the **77<sup>th</sup> AGM**.
5. The remote e-voting period commenced from **9:00 A.M. on Saturday, December 26, 2020 and ended at 5:00 P.M. on Tuesday, December 29, 2020**. The Company had also provided the facility of e-voting during the AGM for the members who were present at the **77<sup>th</sup> AGM** through VC / OAVM and who had not casted their votes through remote e-voting facility prior to AGM.
6. After the closure of the e-voting during the AGM, the votes casted through remote e-voting and e-voting during the AGM were unblocked and counted by me in the presence of two witnesses, Mr. Ashish Patel and Mr. Ashwin J. Patel, who were not in the employment of the Company.
7. As requested by the Management of the Company, I submit herewith Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting during the AGM, stating total votes, invalid votes, votes in favour of the Resolutions (Number & percentage) and the votes against the Resolutions (Number & percentage) as under:

**Resolution No. 1: Ordinary Resolution:**

To receive, consider, approve and adopt Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2020 together with the reports of the Board and Auditors thereon:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |



**Resolution No. 2: Ordinary Resolution:**

To confirm the Interim Dividend of Rs. 5/- (Rupees Five Only) for every equity share of the Face Value of Rs. 10/- each, already paid to the Shareholders of the Company, as a Final Dividend for the Financial Year 2019-20:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 51              | 5742434                               | 99.59                                | 3             | 23640                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>52</b>       | <b>5783878</b>                        | <b>99.59</b>                         | <b>3</b>      | <b>23640</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |

**Resolution No. 3: Ordinary Resolution:**

Appointment of a Director in place of Mrs. Pannaben F. Patel (DIN: 00050222) , who retires by rotation and being eligible, offers herself for re-appointment:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |





**Resolution No. 4: Ordinary Resolution:**

To appoint Mr. Sanjay Kumar Tandon (DIN: 00055918) as Whole Time Director of the Company:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |

**Resolution No. 5: Ordinary Resolution:**

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

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |



**Resolution No. 6: Special Resolution:**

To approve remuneration of Mr. Falgunbhai C. Patel (DIN: 00050174) the Chairman and Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |

**Resolution No. 7: Special Resolution:**

To approve remuneration of Mr. Parthiv F. Patel (DIN: 00050211) the Managing Director of the Company, in accordance with the provisions of Regulation 17(6)(e) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| Mode of voting          | Total Valid Vote Cast | Votes In favour |                                       |                                      | Votes Against |                                       |                                      | Invalid / Abstain   |                                       |
|-------------------------|-----------------------|-----------------|---------------------------------------|--------------------------------------|---------------|---------------------------------------|--------------------------------------|---------------------|---------------------------------------|
|                         |                       | No. of Folio    | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Folio  | No. of shares for which votes casted. | % of total no. of valid votes casted | No. of Shareholders | No. of shares for which votes casted. |
| Remote E-voting         | 5766074               | 52              | 5742470                               | 99.59                                | 2             | 23604                                 | 0.41                                 | 0                   | 0                                     |
| E-voting during the AGM | 41444                 | 1               | 41444                                 | 100.00                               | 0             | 0                                     | 0.00                                 | 0                   | 0                                     |
| <b>Total</b>            | <b>5807518</b>        | <b>53</b>       | <b>5783914</b>                        | <b>99.59</b>                         | <b>2</b>      | <b>23604</b>                          | <b>0.41</b>                          | <b>0</b>            | <b>0</b>                              |

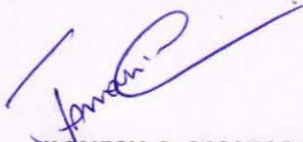


8. The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM is under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman of the Meeting considers, approves and signs the Minutes of the 77<sup>th</sup> AGM.

Thanking you,

Yours faithfully,

**FOR, JIGNESH A. MANIAR & ASSOCIATES  
COMPANY SECRETARIES**



**JIGNESH A. MANIAR  
PROPRIETOR  
F.C.S. No. : 3468  
C.P. No. : 6996**



**Place: Ahmedabad**

**Date: December 31, 2020**

**UDIN: F003468B001781101**

**For, The Sandesh Limited**



**Mr. Falgunbhai C. Patel  
Chairman & Managing Director  
(Chairman of the 77<sup>th</sup> Annual General  
Meeting)**