

October 1, 2019

E-FILING

To,

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

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

Script Code : 526725

NSE Symbol : SANDESH (EQ.)

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and details of voting results of the 76th Annual General Meeting

Dear Sir / Madam,

Apropos the captioned subject and in furtherance to the Notice of 76th Annual General Meeting (AGM) of the Company, the 76th AGM was held on Monday, September 30, 2019 at 10:00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat).

In compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), please find enclosed herewith the following:

1. Proceedings of the 76th AGM of the Company as required under Regulation 30 of the Listing Regulations
2. Voting Results as required under Regulation 44 (3) of the Listing Regulations along with copies of the Reports of the Scrutinizer;
3. Declaration of Voting Results by the Chairman of the 76th AGM
4. Details pursuant to Regulation 30 of Listing Regulations for the following Directors who have been reappointed at the 76th AGM:
 - a. Mr. Parthiv F. Patel (DIN: 00050211), who was liable to retire by rotation and being eligible offered himself for the reappointment, was duly re-appointed.
 - b. Mr. Yogesh Jani (DIN 06495782) who holds the office as Whole Time Director upto August 10, 2020 and who is also attaining an age of 70 years on September 18, 2020 and being eligible, was re-appointed as Whole Time Director for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation.

Further pursuant to BSE Circular (LIST/COMP/14/2018-19) and NSE Circular (NSE/CMU2018/24) both dated June 20, 2018, we hereby affirm that Mr. Yogesh Jani the Whole Time Director of the Company and Mr. Parthiv F. Patel, the Managing Director, of the Company, who were re-appointed at the 76th AGM of the Company, as aforesaid, are not debarred from accessing the capital markets and/or restrained from holding the office of the Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority

The Voting Results as enclosed herewith are also posted on the website of the Company (www.sandesh.com) and Central Depository Services Limited (www.evotingindia.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:

Central Depository Services (India) Limited (via e-mail and e-filing),
Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013

THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

**PURSUANT TO REGULATION 30 OF THE LISTING REGULATIONS – PROCEEDINGS OF THE 76TH AGM OF
THE COMPANY**

Annual General Meeting day, date & time: Monday, September 30, 2019, which commenced at 10.00 a.m. and concluded at 10:35 a.m.

Venue: Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India)

Chairman: Mr. Falgunbhai C. Patel, Chairman & Managing Director

The requisite quorum being present, the Chairman called 76th Annual General Meeting (AGM) to an order.

The Chairman thereafter welcomed the Members and other invitees to the 76th AGM of the Company. He introduced the following dignitaries present on the dais:

| | |
|-------------------------|-------------------------------|
| Mr. Mukeshbhai Patel | Independent Director & Member |
| Mr. Parthiv F. Patel | Managing Director & Member |
| Mr. Sudhirbhai Nanavati | Independent Director & Member |
| Mr. Yogesh Jani | Whole Time Director & Member |

The Chairman informed the Members that due to pre-occupation, Mr. Shreyasbhai Pandya, Mr. Sandeepbhai Singhi and Mrs. Pannaben F. Patel, Director of the Company could not attend this Meeting.

| RESULTS OF THE MEETING | | | | |
|------------------------|---|--|--|--------------------------------|
| Sr. No. | Agenda | Resolution required (Ordinary/Special) | Mode of voting | Remarks |
| 1. | To receive, consider and adopt Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2019 together with the reports of the Board and Auditors thereon | Ordinary | Remote e-voting and voting by the way of poll at the AGM | Passed with requisite majority |
| 2. | 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 2018-19 | Ordinary | Remote e-voting and voting by the way of poll at the AGM | Passed with requisite majority |
| 3 | To appoint a Director in place of Mr. Parthiv F. Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment | Ordinary | Remote e-voting and voting by the way of poll at the AGM | Passed with requisite majority |
| 4 | To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation. | Special | Remote e-voting and voting by the way of poll at the AGM | Passed with requisite majority |



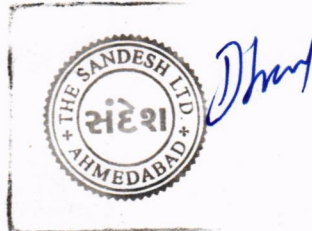
THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

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

| | |
|---|--------------------|
| Date of the AGM | September 30, 2019 |
| Total number of shareholders on record date (Cut-off date: 20.09.2019) | 5582 |
| No. of shareholders present in the meeting either in person or through proxy: | 35 |
| Promoters and Promoter Group: | 06 |
| Public: | 29 |
| 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: To receive, consider and adopt Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2019 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 | 105138 | 5.52 | 104988 | 150 | 99.86 | 0.14 |
| | Poll | | 965 | 0.05 | 965 | 0 | 100.00 | 0 |
| | Total | 1906354 | 106103 | 5.57 | 105953 | 150 | 99.85 | 0.14 |
| Total | | 7569421 | 5769120 | 76.22 | 5768970 | 150 | 99.974 | 0.0026 |



THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.
PHONE : (079) 40004319, 40004175, FAX NO. 91-079-40004242. E-mail : secretarial@sandesh.com, cs@sandesh.com
VISIT US : WWW.SANDESH.COM

| Resolution No. 2: 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 2018-19. | | | | | | | | |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 | 105138 | 5.52 | 104988 | 150 | 99.86 | 0.14 |
| | Poll | | 965 | 0.05 | 965 | 0 | 100.00 | 0 |
| | Total | 1906354 | 106103 | 5.57 | 105953 | 150 | 99.85 | 0.14 |
| Total | | 7569421 | 5769120 | 76.22 | 5768970 | 150 | 99.974 | 0.0026 |

| Resolution No. 3: To appoint a Director in place of Mr. Parthiv F. Patel (DIN: 00050211), 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 | 105138 | 5.52 | 104988 | 150 | 99.86 | 0.14 |
| | Poll | | 965 | 0.05 | 965 | 0 | 100.00 | 0 |
| | Total | 1906354 | 106103 | 5.57 | 105953 | 150 | 99.85 | 0.14 |
| Total | | 7569421 | 5769120 | 76.22 | 5768970 | 150 | 99.974 | 0.0026 |



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REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.
PHONE : (079) 40004319, 40004175, FAX NO. 91-079-40004242. E-mail : secretarial@sandesh.com, cs@sandesh.com
VISIT US : WWW.SANDESH.COM

Resolution No. 4:

To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation.

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 | 105138 | 5.52 | 105138 | 0 | 100.00 | 0 |
| | Poll | | 965 | 0.05 | 965 | 0 | 100.00 | 0 |
| | Total | 1906354 | 106103 | 5.57 | 106103 | 0 | 100.00 | 0 |
| Total | | 7569421 | 5769120 | 76.22 | 5769120 | 0 | 100.00 | 0 |

Note: All the Ordinary & Special Resolutions as per the Notice convening the 76th Annual General Meeting have been carried with requisite majority.



THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.
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 VISIT US : WWW.SANDESH.COM

76TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2019

Declaration of Result of Remote e-voting and Voting through Poll

Pursuant to the provisions of section 108 of the Companies Act, 2013 ("Act") read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, THE SANDESH LIMITED ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions as stated in the notice of 76th Annual General Meeting ("AGM"). The remote e-voting was open from 9:00 a.m. on Friday, September 27, 2019 upto 5:00 p.m. on Sunday, September 29, 2019.

Further to the remote e-voting facility as provided, the Company has also provided voting through Polling paper, pursuant to the provisions of Section 109 of the Act and Rule 21 of the Rules, to the Members at the venue of 76th AGM, to exercise their right to vote on the business items as stated in the Notice of the 76th AGM.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated June 17, 2014 voting by show of hands as per section 107 of the Companies Act, 2013 is not allowed in case where Rule 20 of the Rules relating to the e-voting facility is applicable.

The Board of Directors had appointed Mr. Jignesh A. Maniar, Practicing Company Secretary and proprietor of M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad, as Scrutinizer for remote e-voting and voting through polling paper. The Scrutinizer has carried out the scrutiny of all the electronic votes, received till 5:00 p.m. on September 29, 2019 and on the voting through polling paper at the 76th AGM and submitted his reports on remote e-voting and also on voting through polling paper. The Reports of the Scrutinizer are enclosed.

The consolidated Voting Results (via remote e-voting and voting through poll at 76th AGM), as per the Scrutinizer's Report is as under:

| Sr. No. | Item | Type of Resolution | Mode of voting | Total Valid Vote Cast | In favour | | Against | | Invalid / Abstain | |
|---------|--|--------------------|----------------|-----------------------|------------------------|----------------------|----------------------|--------------------|---------------------|-------------------|
| | | | | | No. of Votes in favour | % of votes in favour | No. of Votes Against | % of votes against | No. of Shareholders | No. of votes cast |
| 1 | To receive, consider and adopt Audited Standalone and Consolidated Financial Statements for the Financial Year 2018-19 together with the reports of the Board and Auditors thereon | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |
| 2 | 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 2018-19 | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |



THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

| | | | | | | | | | | |
|---|---|----------|----------|---------|---------|---------|-----|--------|---|---|
| 3 | To appoint a Director in place of Mr. Parthiv F. Patel (DIN: 00050211), who retires by rotation and being eligible, offers himself for re-appointment | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |
| 4 | To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation. | Special | E-voting | 5768155 | 5768155 | 100.00 | 0 | 0.00 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5769120 | 100.00 | 0 | 0.00 | 2 | 0 |

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 76th AGM have been duly approved by the Members with the requisite majority.

For & on behalf of,
THE SANDESH LIMITED


FALGUNBHAI C. PATEL

(DIN: 00050174)

(Chairman of 76th Annual General Meeting)

C/o. 'Sandesh Bhavan', Lad Society Road,

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

Ahmedabad-380054 (Gujarat-India)



Date: October 1, 2019

Place: Ahmedabad

THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.

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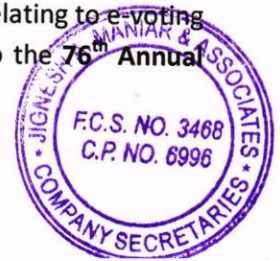
CONSOLIDATED SCRUTINIZER REPORT
(For Remote E-voting & voting through Polling Paper)

To,
Mr. Falgunbhai C. Patel
Chairman & Managing Director
(Chairman of 76th 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 voting through Polling Paper conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 at the 76th Annual General Meeting of the Sandesh Limited held on Monday, September 30, 2019, at 10:00 a.m. at Gujarat Society Auditorium, G. L. S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad – 380006 (Gujarat)

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), appointed as the Scrutinizer by the Board of Directors of **The Sandesh Limited (the Company, for short)** for the purpose of scrutinizing the voting through e-voting process under the provisions of the sections 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended and in force, and also for the purpose of scrutinizing the voting through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as amended and in force, at the **76th Annual General Meeting** of the Company, on the Resolutions contained in the Notice dated **May 28, 2019** of the **76th Annual General Meeting** of the Company, held on **Monday, September 30, 2019** at 10:00 A.M. at Gujarat Law Society Auditorium, G. L. S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad – 380006 (Gujarat – India).
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 e-voting and voting by ballot papers on the Resolutions contained in the Notice to the **76th Annual**



General Meeting of the Company. My responsibility as a scrutinizer for the e-voting process and for voting through ballot papers at the **76th Annual General Meeting** is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice of the Annual General Meeting, based on the reports generated from the remote e-voting system provided by the Central Depository Services Limited, (CDSL, for short) and voting through ballot papers conducted at the **76th Annual General Meeting**.

3. The Company has made arrangements with CDSL for providing a system of voting by the Members electronically through remote e-voting.
4. The Company has also provided voting facility to the Members of the Company who were present at the **76th Annual General Meeting** and who had not cast their votes through remote e-voting facility, to vote through ballot paper.
5. The Members of the Company holding shares as on the cut-off date i.e. Friday, **September 20, 2019**, were entitled to vote on the resolutions contained in the Notice of the **76th Annual General Meeting**.
6. I have issued separate Scrutinizer's Reports dated **September 30, 2019** i.e. (i) on voting by Electronic means (i.e. Remote e-voting) which commenced from **Friday, September 27, 2019** (9:00 A.M.) and ended on **Sunday, September 29, 2019** (5:00 P.M.), and (ii) on voting through polling papers, on the resolutions contained in the Notice to the **76th Annual General Meeting** of the Company.
7. After conclusion of voting by polling papers at the **76th Annual General Meeting**, the votes cast thereat were counted, where after the votes cast under remote e-voting facility were unblocked by me in the presence of two witnesses, Mr. Ashish Patel and Mrs. Khyati Kapadiya, who were not in the employment of the Company.
8. As requested by the Management of the Company, I submit herewith Consolidated Scrutinizer's Report on the results of e-voting together with that of voting by polling papers at the venue of **76th Annual General Meeting**, stating total votes, invalid votes, votes in favour of the Resolutions (Number & percentage) and the votes against the Resolutions (Number & percentage) as under:

| S. N. | Items | Type of Resolution | Mode of voting | Total Valid Vote Cast | In favour | | Against | | Invalid / Abstain | |
|-------|--|--------------------|----------------|-----------------------|------------------------|----------------------|----------------------|--------------------|---------------------|---------------------------------------|
| | | | | | No. of Votes in favour | % of votes in favour | No. of Votes Against | % of votes against | No. of Shareholders | No. of votes Cast/ No. of shares held |
| 1 | To receive, consider, approve and adopt Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2019 together with the reports of the Board and Auditors thereon | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |



| | | | | | | | | | | |
|---|--|----------|----------|---------|---------|---------|-----|--------|---|---|
| 2 | To confirm the Interim Dividend of Rs. 5/- per equity share of Rs. 10/- each paid on Equity Shares of the Company as a Final Dividend for the Financial Year 2018-2019 | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |
| 3 | To appoint a Director in place of ShriParthiv F. Patel (DIN 00050211) who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary | E-voting | 5768155 | 5768005 | 99.9974 | 150 | 0.0026 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5768970 | 99.9974 | 150 | 0.0026 | 2 | 0 |
| 4 | To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation | Ordinary | E-voting | 5768155 | 5768155 | 100.00 | 0 | 0.00 | 0 | 0 |
| | | | Poll | 965 | 965 | 100.00 | 0 | 0.00 | 2 | 0 |
| | | | Total | 5769120 | 5769120 | 100.00 | 0 | 0.00 | 2 | 0 |

9. It is further submitted that I have not found invalid vote/s and 2 (Two) Members who were present in the Annual General Meeting but abstained from voting.

10. The electronic data and all other relevant records relating to remote e-voting 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 76th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

FOR, JIGNESH A. MANIAR & ASSOCIATES
COMPANY SECRETARIES (C.P. No. : 6996)



JIGNESH A. MANIAR (F.C.S. No. : 3468)
PROPRIETOR

FOR, THE SANDESH LIMITED
[Signature]
CHAIRMAN AND MANAGING DIRECTOR

Place: Ahmedabad

Date: September 30, 2019

REPORT OF SCRUTINIZER ON E-VOTING RESULTS

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

September 30, 2019

To,

Mr. Falgunbhai C. Patel

Chairman & Managing Director

(Chairman of the 76th Annual General Meeting)

THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183)

'Sandesh Bhavan', Lad Society Road,

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

Ahmedabad-380054 (Gujarat-India)

Dear Sir,

Re.: 76th Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED held on Monday, September 30, 2019 at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006

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), appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 76th Annual General Meeting ('AGM') of the Equity Shareholders of **THE SANDESH LIMITED** ('the Company' for short), held on Monday, September 30, 2019, at 10:00 A.M. on Monday, at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, hereby submit my report as under:

1. In accordance with the Notice of 76thAGM sent to the Equity Shareholders, the voting through electronic (Remote e-Voting) means was started on at 9:00 A.M. on September 27, 2019 and ended at 5:00 P.M. on September 29, 2019.
2. The Equity Shareholders holding shares as on cut-off date i.e. September 20, 2019 were entitled to vote on the resolutions as stated in the Notice of 76thAGM of the Company.
3. The votes were unblocked on September 30, 2019 in the presence of Mr. Ashish Patel and Mrs. Khyati Kapadiyawho are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list downloaded from the website of Central Depository Services Limited (www.evotingindia.com) is being handed over to the Chairman of the 76th AGM, who is also the Chairman & Managing Director of the Company, along with this report.
5. The result of the e-voting is 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, 2019 together with the reports of the Board and Auditors thereon:

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

| Number of members voting through electronic means | Number of votes cast by them | % of total number of valid votes |
|---|------------------------------|----------------------------------|
| 54 | 5768005 | 99.9974% |

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

| Number of members voting through electronic means | Number of votes cast by them | % of total number of valid votes |
|---|------------------------------|----------------------------------|
| 1 | 150 | 0.0026% |

(iii) **Invalid** votes:

| Total Number of Members whose votes declared invalid | Number of votes cast by them |
|--|------------------------------|
| 0 | 0 |

Resolution No. 2: Ordinary Resolution:

To confirm the Interim Dividend of Rs. 5/- (Rupees Five Only) per equity share of Face Value of Rs. 10/- each, already paid to shareholders of the Company, as the Final Dividend for the Financial Year 2018-2019:

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

| Number of members voting through electronic means | Number of votes cast by them | % of total number of valid votes |
|---|------------------------------|----------------------------------|
| 54 | 5768005 | 99.9974% |

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

| Number of members voting through electronic means | Number of votes cast by them | % of total number of valid votes |
|---|------------------------------|----------------------------------|
| 1 | 150 | 0.0026% |

(iii) **Invalid** votes:

| Total Number of Members whose votes declared invalid | Number of votes cast by them |
|--|------------------------------|
| 0 | 0 |



Resolution No. 3: Ordinary Resolution:

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

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

| Number of members voting though electronic means | Number of votes cast by them | % of total number of valid votes |
|--|------------------------------|----------------------------------|
| 54 | 5768005 | 99.9974% |

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

| Number of members voting though electronic means | Number of votes cast by them | % of total number of valid votes |
|--|------------------------------|----------------------------------|
| 1 | 150 | 0.0026% |

(iii) **Invalid** votes:

| Total Number of Members whose votes declared invalid | Number of votes cast by them |
|--|------------------------------|
| 0 | 0 |

Resolution No. 4: Ordinary Resolution:

To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation.

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

| Number of members voting though electronic means | Number of votes cast by them | % of total number of valid votes |
|--|------------------------------|----------------------------------|
| 55 | 5768155 | 100% |

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

| Number of members voting though electronic means | Number of votes cast by them | % of total number of valid votes |
|--|------------------------------|----------------------------------|
| 0 | 0 | 0.00% |

(iii) **Invalid** votes:

| Total Number of Members whose votes declared invalid | Number of votes cast by them |
|--|------------------------------|
| 0 | 0 |



6. A register is maintained electronically containing the list of equity shareholders who voted "For" or "Against" and those whose votes were declared invalid for each resolution is enclosed.
7. The said register, and relevant records relating to electronic voting shall remain in my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman of the 76th AGM considers, approves and signs the Minutes of the 76th AGM of the Company.

Thanking you,



**FOR, JIGNESH A. MANIAR & ASSOCIATES
COMPANY SECRETARIES (C.P. No. : 6996)**

**JIGNESH A. MANIAR (F.C.S. No. : 3468)
PROPRIETOR**

**Place: Ahmedabad
Date: September 30, 2019**

We, the undersigned, witnesseth that the votes unblocked from the e-voting website of Central Depository Services Limited (www.evotingindia.com) in our presence on September 30, 2019 at the office of the Scrutinizer.

| Name and Address of Witness -1: | Name and Address of Witness -2: |
|---|---|
| | |
| Mr. Ashish Patel | Mrs. Khyati Kapadiya |
| Add: A2-104, AdaniPratham, Behind Nirma University, S.G.Highway, Ahmedabad - 382481 | Add:A-404, Skylark Apartment, Opp. Nilgiri Apartment, Sola-Bhagwat Road, Sola, Ahmedabad - 380060 |

FOR, THE SANDESH LIMITED

CHAIRMAN AND MANAGING DIRECTOR

Jignesh A. Maniar & Associates

COMPANY SECRETARIES

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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

Mr. Falgunbhai C. Patel

Chairman & Managing Director

(Chairman of 76th Annual General Meeting)

THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183)

'Sandesh Bhavan', Lad Society Road,

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

Ahmedabad-380054 (Gujarat-India)

76th Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED held on Monday, 30th September, 2019 at 10:00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat)

Dear Sir,

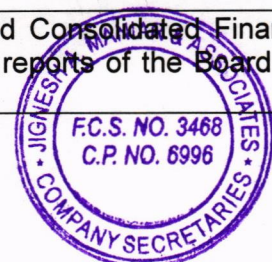
I, Jignesh A. Maniar, Practicing Company Secretary and the proprietor of M/s. Jignesh A. Maniar & Associates, Company Secretaries, having address at 93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in-Road, Ahmedabad-380054 (Gujarat), appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at **the 76th Annual General Meeting** of the Equity Shareholders of **THE SANDESH LIMITED**, held on **Monday, 30th September, 2019** at 10:00 a.m. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. No poll paper was incomplete and/or which was otherwise found defective has been treated as invalid and hence not required to be kept separately.

The result of the Poll is 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, 2019 together with the reports of the Board and Auditors thereon



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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 965 | 100.00 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL | NIL |

Resolution No. 2: Ordinary Resolution:

To confirm the Interim Dividend of Rs. 5/- (Rupees Five Only) per equity share of face value Rs. 10/- each, already paid to the Equity shareholders of the Company, as a Final Dividend for the Financial Year 2018-2019

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 965 | 100.00 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL | NIL |

Resolution No. 3: Ordinary Resolution:

To appoint a Director in place of Mr. Parthiv F. Patel (DIN 00050211) who retires by rotation



and being eligible, offers himself for re-appointment

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 965 | 100.00 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL | NIL |

Resolution No. 4: Ordinary Resolution:

To re-appoint Mr. Yogesh Jani (DIN 06495782), who holds the office as Whole Time Director upto August 10, 2020, who is also attaining an age of 70 years on September 18, 2020 and being eligible, as the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation

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

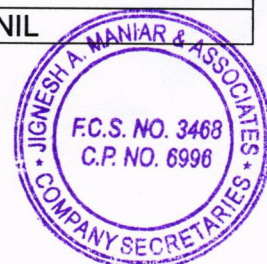
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 965 | 100.00 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| NIL | NIL |



4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board of Directors of THE SANDESH LIMITED for safe keeping.

Thanking you,



**FOR, JIGNESH A. MANIAR & ASSOCIATES
COMPANY SECRETARIES (C.P. No. : 6996)**

**PLACE: AHMEDABAD
DATE: September 30, 2019**

**JIGNESH A. MANIAR (F.C.S. No. : 3468)
PROPRIETOR**

ENCL: AS ABOVE

**FOR, THE SANDESH LIMITED
CHAIRMAN AND MANAGING DIRECTOR**

**PURSUANT TO REGULATION 30 OF LISTING REGULATIONS- DETAILS OF THE DIRECTORS WHO
HAVE BEEN REAPPOINTED AT THE 76TH AGM**

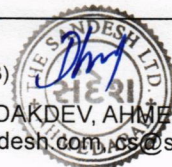
1. **Details of Ms. Parthiv F. Patel (DIN: 00050211), who was liable to retire by rotation and being eligible offered himself for the reappointment, and was duly re-appointed:**

| Sr. No. | Particulars | Information |
|----------------|---|--|
| 1 | Reason for change viz., appointment | Pursuant to provisions of Section 152(6) of the Companies Act, 2013, Mr. Parthiv F. Patel, the Managing Director of the Company, liable to retirement by rotation and being eligible offers himself for re-appointment at the 76 th AGM |
| 2 | Date of appointment & term of appointment | Mr. Parthiv F. Patel, the Managing Director of the Company was originally appointed on 14.03.2002 and whose period of office shall be liable to determination by retirement by rotation |
| 3 | Brief Profile | Mr. Parthiv Patel is the Managing Director of the Company. He has pursued B. A. with Business finance from United Kingdom. He has been associated with the Company for more than 15 years. He was appointed as Director of the Company in the year 2002 and has been handling the management and control of the organization, remarkably since then. He has gained a rich experience in the field of management of newspaper, journals and magazines besides investments, finance, treasury and general administrative functions of the Company. He shoulders the whole gamut of new projects & up-gradation of all departments of the Company. Under his dynamic leadership and industrious nature, the Company is the proud owner of latest technology in printing with zero-error. He also is the champion of all new projects of the Company, which is on a very promising upward trajectory |
| 4 | Disclosure of Relationships between Directors | Mr. Parthiv F. Patel is the son of Mr. Falgunbhai C. Patel, the Chairman and Managing Director and Ms. Pannaben F Patel, the Director of the Company |

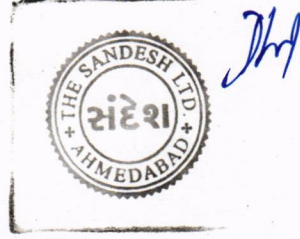
2. **Details of Mr. Yogesh Jani (DIN: 06495782) who is re-appointed as Whole Time Director of the Company:**

| Sr. No. | Particulars | Information |
|----------------|-------------------------------------|--|
| 1 | Reason for change viz., appointment | Re-appointment of Mr. Yogesh Jani (DIN 06495782), as a Whole Time Director of the Company for a period of five (5) years with effect from August 11, 2020, on account of expiry of his term on August 10, 2020 and attainment of 70 years of age on September 18, 2020, and that whose period of office is liable to retirement by rotation, in accordance with the provisions of sections 190, 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. |

THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)



| | | |
|---|---|---|
| 2 | Date of appointment & term of appointment | Mr. Yogesh Jani is re-appointed at the 76 th AGM, the Whole Time Director of the Company for a consecutive period of 5 years commencing from 11th August, 2020, liable to retire by rotation for a consecutive period of five years commencing from 11th August, 2020, liable to retire by rotation. |
| 3 | Brief Profile | Mr. Yogesh Jani, has a vast experience of over 39 years in the fields of the news paper industry which includes rich experience in the matters of excise, administration, human resource, land acquisition, production, machinery erection, establishment of printing press facilities and its upgradation, purchase, stores, circulation, Government liasoning, etc. He also takes keen interest in social activities. |
| 4 | Disclosure of Relationships between Directors | Mr. Yogesh Jani is not related to any Director of the Company |



THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : SANDESH BHAVAN, LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD-380 054.
PHONE : (079) 40004319, 40004175, FAX NO. 91-079-40004242. E-mail : secretarial@sandesh.com, cs@sandesh.com
VISIT US : WWW.SANDESH.COM