

September 27, 2014

**SPEED POST / EMAIL**

To,

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.)**

**RE: Details of voting results at the 71<sup>st</sup> Annual General Meeting**

Ref: Clause 35A of the Listing Agreement

Dear Sir / Madam,

Apropos the captioned subject, please find enclosed herewith the details of Voting Results in the stipulated format of the 71<sup>st</sup> Annual General Meeting of the Company held on Friday, September 26, 2014 at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat).

The voting results as enclosed herewith are also posted on the website of the Company.

We request to take on your record the above.

Thanking you,

Yours sincerely,

**For, THE SANDESH LIMITED**

  
**Dhaval Pandya**  
**COMPANY SECRETARY**

**ENCL: AS ABOVE**

**CC TO:**

**National Securities Depository Limited**

Trade World, A wing, 4th & 5th Floors,

Kamala Mills Compound, Lower Parel, Mumbai – 400013

**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](mailto:secretarial@sandesh.com), [cs@sandesh.com](mailto:cs@sandesh.com)

VISIT US : [WWW.SANDESH.COM](http://WWW.SANDESH.COM)

**THE SANDESH LIMITED (CIN - L22121GJ1943PLC000183)**  
**REGD. OFFICE : "SANDESH BHAVAN", LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD - 380 054 (GUJ.)**

Name of the Company	THE SANDESH LIMITED [BSE SCRIP CODE - 526725, NSE SYMBOL - SANDESH(EQ.)]
Date of AGM	Friday, September 26, 2014
Total No. of Shareholders on record date	3555 - [Book Closure from 20/09/2014 to 26/09/2014 (both days inclusive)]

**NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY**

Category	Present in person (Including Authorised Representative)	Present through proxy	Total
Promoters and Promoters Group	3	2	5
Public	18	10	28
<b>Total</b>	<b>21</b>	<b>12</b>	<b>33</b>

**NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING**

Promoters and Promoters Group	NIL
Public	NIL



**THE SANDESH LIMITED (CIN - L22121GJ1943PLC000183)**  
**REGD. OFFICE : "SANDESH BHAVAN", LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD - 380 054 (GUJ.)**

**Voting by Members:**

Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting [Show of hands / poll / postal ballot / e-voting]	Remarks
1	Ordinary Resolution for adoption of Audited Financial States for the year ended March 31, 2014	Ordinary	E-voting and Poll at Meeting	With requisite majority
2	Ordinary Resolution for declaration of dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14	Ordinary	E-voting and Poll at Meeting	With requisite majority
3	Ordinary Resolution for re-appointment of Shri Parthiv F. Patel (DIN00050211) as a Director of the Company, who retires by rotation	Ordinary	E-voting and Poll at Meeting	With requisite majority
4	Ordinary Resolution for appointment of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration	Ordinary	E-voting and Poll at Meeting	With requisite majority
5	Ordinary Resolution for reappointment of Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company	Ordinary	E-voting and Poll at Meeting	With requisite majority
6	Ordinary Resolution for reappointment of Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director	Ordinary	E-voting and Poll at Meeting	With requisite majority
7	Ordinary Resolution for reappointment of Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director	Ordinary	E-voting and Poll at Meeting	With requisite majority
8	Ordinary Resolution for reappointment of Shri Sandeep Singhi (DIN: 01211070) as an Independent Director	Ordinary	E-voting and Poll at Meeting	With requisite majority
9	Special Resolution for borrowing of monies in excess of paid up capital and free reserves of the Company	Special	E-voting and Poll at Meeting	With requisite majority
10	Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	E-voting and Poll at Meeting	With requisite majority
11	Special Resolution to revise the term of appointment of Shri Parthiv F. Patel (DIN00050211)	Special	E-voting and Poll at Meeting	With requisite majority



**DETAIL OF THE AGENDA AND VOTING RESULTS**

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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
<b>Item No.1 (Ordinary Resolution)</b>								
To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon.								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	8290	0.43	8290	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2680755</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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
<b>Item No.2 (Ordinary Resolution)</b>								
To declare a dividend on the equity shares of the Company of Directors (the Board) and Auditors thereon.								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	8290	0.43	360	7930	4.34	95.66
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]	
<b>Item No.3 (Ordinary Resolution)</b> To appoint a Director in place of Shri Parthiv F. Patel (DIN 00050211) who retires by rotation and being eligible, offers himself for re-appointment.	<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0	
	Public - Institutional	500	0	0.00	0	0	0.00	0	
	Public - Others	1905904	8290	0.43	8290	0	100.00	0	
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2680755</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	
	<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00	
	Public - Institutional	500	0	0	0	0	0.00	0.00	
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00	
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]	
<b>Item No.4 (Ordinary Resolution)</b> To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s).	<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00	
	Public - Institutional	500	0	0.00	0	0	0.00	0.00	
	Public - Others	1905904	8290	0.43	360	7930	4.34	95.66	
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>	
	<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00	
	Public - Institutional	500	0	0	0	0	0.00	0.00	
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00	
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	



Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]	
<b>Item No.5 (Ordinary Resolution)</b> <b>Special Business</b> To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s).	Promoter & Promoter Group	<b>Result of voting through electronic means (e-voting)</b>							
		Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
		Public - Institutional	500	0	0.00	0	0	0.00	0.00
		Public - Others	1905904	8290	0.43	360	7930	4.34	95.66
		<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>
		<b>Result of voting of Poll (at the AGM)</b>							
Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00		
Public - Institutional	500	0	0	0	0	0.00	0.00		
Public - Others	1905904	134003	7.03	134003	0	100.00	0.00		
<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]	
<b>Item No.6 (Ordinary Resolution)</b> <b>Special Business</b> To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s).	Promoter & Promoter Group	<b>Result of voting through electronic means (e-voting)</b>							
		Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
		Public - Institutional	500	0	0.00	0	0	0.00	0.00
		Public - Others	1905904	8290	0.43	360	7930	4.34	95.66
		<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>
		<b>Result of voting of Poll (at the AGM)</b>							
Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00		
Public - Institutional	500	0	0	0	0	0.00	0.00		
Public - Others	1905904	134003	7.03	134003	0	100.00	0.00		
<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		



Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]
<b>Item No.7 (Ordinary Resolution)</b>								
<b>Special Business</b>								
To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s).								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	8290	0.43	360	7930	4.34	95.66
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]
<b>Item No.8 (Ordinary Resolution)</b>								
<b>Special Business</b>								
To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s).								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0
	Public - Institutional	500	0	0.00	0	0	0.00	0
	Public - Others	1905904	2845	0.15	2845	0	100.00	0
	<b>TOTAL</b>	<b>7569421</b>	<b>2675310</b>	<b>35.34</b>	<b>2675310</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**THE SANDESH LIMITED (CIN - L22121G11943PLC000183)**  
**REGD. OFFICE : "SANDESH BHAVAN", LAD SOCIETY ROAD, B/H. VASTRAPUR GAM, P.O. BODAKDEV, AHMEDABAD - 380 054 (GUJ.)**

Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]
<b>Item No.9 (Special Resolution)</b>								
<b>Special Business</b>								
To approve borrowing limits for the Company and in this regard to consider and if thought fit, to pass, with or without modification(s).								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00
	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	8290	0.43	360	7930	4.34	95.66
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution	THE SANDESH LIMITED	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]
<b>Item No.10 (Special Resolution)</b>								
<b>Special Business</b>								
To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought it, to pass, with or without modification(s).								
<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0
	Public - Institutional	500	0	0.00	0	0	0.00	0
	Public - Others	1905904	8290	0.43	8290	0	100.00	0
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2680755</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Disclosure pertaining to Voting Results of the 71st Annual General Meeting of the Company held on Friday, 26th September, 2014

Clause 35A of the Listing Agreement





Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - in 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]	
<b>Item No.11 (Special Resolution)</b> <b>Special Business</b> To revise the term of appointment of Shri Parthiv F. Patel (DIN00050211) and in this regard to consider and if thought it, to pass, with or without modification(s).	<b>Result of voting through electronic means (e-voting)</b>								
	Promoter & Promoter Group	5663017	2672465	47.19	2672465	0	100.00	0.00	
	Public - Institutional	500	0	0.00	0	0	0.00	0.00	
	Public - Others	1905904	8290	0.43	360	7930	4.34	95.66	
	<b>TOTAL</b>	<b>7569421</b>	<b>2680755</b>	<b>35.42</b>	<b>2672825</b>	<b>7930</b>	<b>99.70</b>	<b>0.30</b>	
	<b>Result of voting of Poll (at the AGM)</b>								
	Promoter & Promoter Group	5663017	2990552	52.81	2990552	0	100.00	0.00	
	Public - Institutional	500	0	0	0	0	0.00	0.00	
	Public - Others	1905904	134003	7.03	134003	0	100.00	0.00	
	<b>TOTAL</b>	<b>7569421</b>	<b>3124555</b>	<b>59.84</b>	<b>3124555</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	



**FOR, THE SANDESH LTD.**  
*Dhaval Pandya*  
**DHAVAL PANDYA**  
**COMPANY SECRETARY**

**71<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON 26<sup>TH</sup> SEPTEMBER, 2014**  
**Declaration of Result of e-voting and poll**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, M/s. THE SANDESH LIMITED ("the Company" for short) had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the notice of 71<sup>st</sup> Annual General Meeting ("AGM" for short). The e-voting was open from 9:30 A.M. on 20<sup>th</sup> September, 2014 upto 5:00 P.M. on 22<sup>nd</sup> September, 2014.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated 17<sup>th</sup> June, 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 Companies (Management and Administration) Rules, 2014 relating to the e-voting facility is applicable. The Company has provided the e-Voting facility and Ballot Forms to the Members to exercise their right to vote on the business items as stated in the Notice of AGM.

The Board of Directors had appointed Mr. Jignesh A. Maniar, Practicing Company Secretary of M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad, as Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 22<sup>nd</sup> September, 2014 and on the poll at AGM and submitted his reports, on 23<sup>rd</sup> September, 2014 and 27<sup>th</sup> September, 2014 respectively. The Reports of the Scrutinizer are attached herewith.

The consolidated Report as per the Scrutinizer's above mentioned Reports is as under:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
1	To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon	Ordinary	5805310	100.00	Nil	0.00
2	To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14	Ordinary	5797380	99.70	7930	0.30
3	To re-appoint Shri Parthiv F. Patel (DIN: 00050211) as a Director of the Company, who retires by rotation	Ordinary	5805310	100.00	Nil	0.00
4	To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered	Ordinary	5797380	99.70	7930	0.30



**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

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
	Accountants as Auditors of the Company and fixing their remuneration					
5	To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company	Ordinary	5797380	99.70	7930	0.30
6	To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
7	To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
8	To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director	Ordinary	5799865	100.00	Nil	0.00
9	To borrow of monies in excess of paid up capital and free reserves of the Company	Special	5797380	99.70	7930	0.30
10	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	5805310	100.00	Nil	0
11	To revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211)	Special	5797380	99.70	7930	0.30

Based on the Reports of the Scrutinizers, all Resolutions as set out in the Notice of 71<sup>st</sup> AGM have been duly approved by the Members with the requisite majority.

For, THE SANDESH LIMITED



*Dhaival Pandya*  
DHAIVAL PANDYA  
COMPANY SECRETARY

Date: 27.09.2014  
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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VISIT US : [WWW.SANDESH.COM](http://WWW.SANDESH.COM)

93, Surdhara Bungalows, 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 rule section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

To,  
Chairman & Managing Director  
**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183)  
'Sandesh Bhavan', Lad Society Road,  
B/h. Vastrapur Gam, P.O. Bodakdev,  
Ahmedabad-380054 (Gujarat-India)

**71<sup>st</sup> Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED held on Friday, 26<sup>th</sup> September, 2014 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 Bungalows, 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 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of **THE SANDESH LIMITED**, held on Friday, 26<sup>th</sup> September, 2014 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 boxes were 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 Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. For eliminating duplicate voting (e-voting and voting on poll), necessary action was taken and the details of the Members who had voted through e-voting facility were obtained in advance and blocked for the purpose of issuing the poll papers at AGM. Poll papers were issued only to those Members present at AGM, who have not opted the e-voting facility.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**71<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON 26<sup>TH</sup> SEPTEMBER, 2014**  
**Declaration of Result of e-voting and poll**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, M/s. THE SANDESH LIMITED ("the Company" for short) had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the notice of 71<sup>st</sup> Annual General Meeting ("AGM" for short). The e-voting was open from 9:30 A.M. on 20<sup>th</sup> September, 2014 upto 5:00 P.M. on 22<sup>nd</sup> September, 2014.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated 17<sup>th</sup> June, 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 Companies (Management and Administration) Rules, 2014 relating to the e-voting facility is applicable. The Company has provided the e-Voting facility and Ballot Forms to the Members to exercise their right to vote on the business items as stated in the Notice of AGM.

The Board of Directors had appointed Mr. Jignesh A. Maniar, Practicing Company Secretary of M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad, as Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 22<sup>nd</sup> September, 2014 and on the poll at AGM and submitted his reports, on 23<sup>rd</sup> September, 2014 and 27<sup>th</sup> September, 2014 respectively. The Reports of the Scrutinizer are attached herewith.

The consolidated Report as per the Scrutinizer's above mentioned Reports is as under:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
1	To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors (the Board) and Auditors thereon	Ordinary	5805310	100.00	Nil	0.00
2	To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14	Ordinary	5797380	99.70	7930	0.30
3	To re-appoint Shri Parthiv F. Patel (DIN: 00050211) as a Director of the Company, who retires by rotation	Ordinary	5805310	100.00	Nil	0.00
4	To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered	Ordinary	5797380	99.70	7930	0.30



**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](mailto:secretarial@sandesh.com), [cs@sandesh.com](mailto:cs@sandesh.com)  
 VISIT US : [WWW.SANDESH.COM](http://WWW.SANDESH.COM)

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
	Accountants as Auditors of the Company and fixing their remuneration					
5	To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company	Ordinary	5797380	99.70	7930	0.30
6	To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
7	To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director	Ordinary	5797380	99.70	7930	0.30
8	To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director	Ordinary	5799865	100.00	Nil	0.00
9	To borrow of monies in excess of paid up capital and free reserves of the Company	Special	5797380	99.70	7930	0.30
10	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	5805310	100.00	Nil	0
11	To revise the term of appointment of Shri Parthiv F. Patel (DIN: 00050211)	Special	5797380	99.70	7930	0.30

Based on the Reports of the Scrutinizers, all Resolutions as set out in the Notice of 71<sup>st</sup> AGM have been duly approved by the Members with the requisite majority.

For, THE SANDESH LIMITED



*Dhaival Pandya*  
DHAIVAL PANDYA  
COMPANY SECRETARY

Date: 27.09.2014  
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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VISIT US : [WWW.SANDESH.COM](http://WWW.SANDESH.COM)

# 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

### Resolution No. 1, Ordinary Resolution:

To receive, consider, approve and adopt audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors 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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 2, Ordinary Resolution:

To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 3, Ordinary Resolution:

To re-appoint Shri Parthiv F. Patel (DIN00050211) as a Director of the Company, who retires 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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 4, Ordinary Resolution:

To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>





**Jignesh A. Maniar & Associates**  
**COMPANY SECRETARIES**

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(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
2 (Two)	51

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

To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company

(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
27 (Twenty Seven)	31,24,555	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
2 (Two)	51

**Resolution No. 6, Ordinary Resolution:**

To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

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(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 7, Ordinary Resolution:

To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>



93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.  
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**Resolution No. 8, Ordinary Resolution**

To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

**Resolution No. 9, Special Resolution:**

To borrow of monies in excess of paid up capital and free reserves of the Company

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.  
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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 10, Special Resolution:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
<b>2 (Two)</b>	<b>51</b>

### Resolution No. 11, Special Resolution:

To revise the term of appointment of Shri Parthiv F. Patel (DIN00050211)

(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
<b>27 (Twenty Seven)</b>	<b>31,24,555</b>	<b>100.00</b>



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

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

(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
2 (Two)	51

5. 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.
6. 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,

PLACE: AHMEDABAD  
DATE: September 27, 2014



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

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

ENCL: AS ABOVE

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

### REPORT OF SCRUTINIZER ON E-VOTING RESULTS

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

September 23, 2014

To,  
Chairman & Managing Director  
**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183)  
'Sandesh Bhavan', Lad Society Road,  
B/h. Vastrapur Gam, P.O. Bodakdev,  
Ahmedabad-380054 (Gujarat-India)

Dear Sir,

**Re: 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED to be held on Friday, 26<sup>th</sup> September, 2014 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 71<sup>st</sup> Annual General Meeting ('AGM' of the Equity Shareholders of **THE SANDESH LIMITED** ('the Company' for short), to be held at 10:00 A.M. on Friday, 26<sup>th</sup> September, 2014 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 AGM sent to the Equity Shareholders, the voting through electronic means started on at 9:30 A.M. on 20<sup>th</sup> September, 2014 and ended at 5:00 P.M. on 22<sup>nd</sup> September, 2014.
2. The Equity Shareholders holding shares as on cut-off date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions as stated in the Notice of AGM of the Company.
3. The votes were unblocked at 06:18 P.M. on 22<sup>nd</sup> September, 2014 in the presence of Mr. Fagesh R. Soni and Mr. Ashish G. Patel who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

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

4. The e-voting results/list downloaded from the website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) is being handed over to 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 Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

- (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
15 (Fifteen)	26,80,755	100.00

- (ii) Voted against the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

- (iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	10,000

### **Resolution No. 2, Ordinary Resolution:**

To declare dividend @40% i.e. Rs. 4/- per share on fully paid up equity share of Rs. 10 each for the Financial Year 2013-14

- (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
12 (Twelve)	26,72,825	99.70



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(ii) Voted against the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
3 (Three)	7,930	0.30

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	10,000

### Resolution No. 3, Ordinary Resolution:

To re-appoint Shri Parthiv F. Patel (DIN00050211) as a Director of the Company, who retires 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
15 (Fifteen)	26,80,755	100.00

(ii) Voted against the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
1 (one)	10,000

### Resolution No. 4, Ordinary Resolution:

To appoint of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Auditors of the Company and fixing their remuneration





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## COMPANY SECRETARIES

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(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>

### Resolution No. 5, Ordinary Resolution:

To reappoint Shri Mukeshbhai Patel (DIN: 00053892) as an Independent Director of the Company

(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>



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### Resolution No. 6, Ordinary Resolution:

To reappoint Shri Sudhirbhai Nanavati (DIN: 00050236) as an Independent Director

(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>

### Resolution No. 7, Ordinary Resolution:

To reappoint Shri Shreyasbhai Pandya (DIN: 00050244) as an Independent Director

(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>



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**Resolution No. 8, Ordinary Resolution**

To reappoint Shri Sandeep Singhi (DIN: 01211070) as an Independent Director

(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
<b>14 (Fourteen)</b>	<b>26,75,310</b>	<b>100.00</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>

**Resolution No. 9, Special Resolution:**

To borrow of monies in excess of paid up capital and free reserves of the Company

(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>



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### **Resolution No. 10, Special Resolution:**

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(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
<b>15 (Fifteen)</b>	<b>26,80,755</b>	<b>100.00</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>

### **Resolution No. 11, Special Resolution**

To revise the term of appointment of Shri Parthiv F. Patel (DIN00050211)

(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
<b>12 (Twelve)</b>	<b>26,72,825</b>	<b>99.70</b>

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
<b>3 (Three)</b>	<b>7,930</b>	<b>0.30</b>

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
<b>1 (one)</b>	<b>10,000</b>



# Jignesh A. Maniar & Associates

## COMPANY SECRETARIES

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6. A register is maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the Equity Shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.
7. The said register, all other papers and relevant records relating to electronic voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of the Company.

Thanking you,

PLACE: AHMEDABAD  
DATE: September 23, 2014



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

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

We, the undersigned, witnesseth that the votes unblocked from the e-voting website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in our presence at 6:18 P.M. on 22<sup>nd</sup> September, 2014 at the office of the Scrutinizer.

Name and Address of Witness:

Name and Address of Witness:

1. Mr. Fagesh R. Soni

2. Mr. Ashish G. Patel

Address: G-202, Shukan Glory, Nr. Vishwas  
City – 5, New Prahalad Nagar, Gota  
Cross Road, S. G. Highway,  
Ahmedabad - 382481

Address: 79/2, Chanakyapuri Society, Nr. Bus  
Stop, Ghatlodiya, Ahmedabad -  
380061