

Date of AGM	WEDNESDAY, SEPTEMBER 30, 2015
Total No. of Shareholders on record date	3749 - [Book Closure from 26/09/2015 to 30/09/2015 (both days inclusive)] Cut off date for voting: 24/09/2015

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	7	0	7
Public	33	8	41
Total	40	8	48

NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING: (Not arranged)	
Promoters and Promoters Group	NIL
Public	NIL

Voting by Members:					
Item No.	Details of Agenda	Resolution	Mode of Voting (Show of hands / poll / E-voting and Poll at Meeting)	Remarks	
1	To receive, consider, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board and Auditors thereon	Ordinary	E-voting and Poll at Meeting	With requisite majority	
2	To declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15	Ordinary	E-voting and Poll at Meeting	With requisite majority	
3	To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) as a Director of the Company, who retires by rotation	Ordinary	E-voting and Poll at Meeting	With requisite majority	
4	To ratify 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	To appointment of Shri Yogesh Jani (DIN 06495782) as a Director liable to retire by rotation	Ordinary	E-voting and Poll at Meeting	With requisite majority	
6	To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time Director	Ordinary	E-voting and Poll at Meeting	With requisite majority	



FOR, THE SANDESH LTD.
Manubhai & Shah
 DHAVAL P. P. P. P.
 COMPANY SECRETARY

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	
Item No.1 (Ordinary Resolution) To receive, consider, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board and Auditors thereon	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0.00	
	Public - Institutional	500	0	0.00	0	0	0.00	0.00	
	Public - Others	1905904	136075	7.14	136075	0	100.00	0.00	
	TOTAL	7569421	5799092	76.61	5799092	0	100.00	0.00	
				Result of voting of Poll (at the AGM)					
	Promoter & Promoter Group	5663017	0	0.00	0	0	0.00	0.00	
	Public - Institutional	500	0	0	0	0	0.00	0.00	
	Public - Others	1905904	14622	0.77	14622	0	100.00	0.00	
	TOTAL	7569421	14622	0.77	14622	0	100.00	0.00	
Item No.2 (Ordinary Resolution) To declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0.00	
	Public - Institutional	500	0	0.00	0	0	0.00	0.00	
	Public - Others	1905904	136075	7.14	128875	7200	94.71	5.29	
	TOTAL	7569421	5799092	76.61	5791892	7200	99.88	0.12	
				Result of voting of Poll (at the AGM)					
	Promoter & Promoter Group	5663017	0	0.00	0	0	0.00	0.00	
	Public - Institutional	500	0	0	0	0	0.00	0.00	
	Public - Others	1905904	14622	0.77	14622	0	100.00	0.00	
	TOTAL	7569421	14622	0.77	14622	0	100.00	0.00	



Resolution	Promoter/Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of votes - in favour	No. of votes - in against	% of Votes in favour on votes polled (6) = ((4)/(2))*100	% of Votes against on votes polled (7) = ((5)/(2))*100
Item No.3 (Ordinary Resolution) To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) as a Director of the Company, who retires by rotation	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0
	Public - Institutional	500	0	0.00	0	0	0.00	0
	Public - Others	1905904	133915	7.03	128875	5040	96.24	3.763581376
	TOTAL	7569421	5796932	76.58	5791892	5040	99.91	0.086942541
	Result of voting of Poll (at the AGM)							
Promoter & Promoter Group	5663017	0	0	0.00	0	0	0.00	0.00
Public - Institutional	500	0	0	0	0	0	0.00	0.00
Public - Others	1905904	14622	14622	0.77	14622	0	100.00	0.00
TOTAL	7569421	14622	14622	0.77	14622	0	100.00	0.00

Resolution	Promoter/Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3) = ((2)/(1))*100	No. of votes - in favour	No. of votes - in against	% of Votes in favour on votes polled (6) = ((4)/(2))*100	% of Votes against on votes polled (7) = ((5)/(2))*100
Item No.4 (Ordinary Resolution) To ratify 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	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0.00
	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	136075	7.14	128875	7200	94.71	5.29
	TOTAL	7569421	5799092	76.61	5791892	7200	99.88	0.12
	Result of voting of Poll (at the AGM)							
Promoter & Promoter Group	5663017	0	0	0.00	0	0	0.00	0.00
Public - Institutional	500	0	0	0	0	0	0.00	0.00
Public - Others	1905904	14622	14622	0.77	14622	0	100.00	0.00
TOTAL	7569421	14622	14622	0.77	14622	0	100.00	0.00



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
Item No.5 (Ordinary Resolution)								
Special Business	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0.00
To appointment of Shri Yogesh Jani (DIN 06495782) as a Director liable to retire by rotation	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	136075	7.14	128875	7200	94.71	5.29
	TOTAL	7569421	5799092	76.61	5791892	7200	99.88	0.12
				Result of voting of Poll (at the AGM)				
	Promoter & Promoter Group	5663017	0	0.00	0	0	0.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	14622	0.77	14622	0	100.00	0.00
	TOTAL	7569421	14622	0.77	14622	0	100.00	0.00

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
Item No.6 (Ordinary Resolution)								
Special Business	Promoter & Promoter Group	5663017	5663017	100.00	5663017	0	100.00	0.00
To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time Director	Public - Institutional	500	0	0.00	0	0	0.00	0.00
	Public - Others	1905904	136075	7.14	128875	7200	94.71	5.29
	TOTAL	7569421	5799092	76.61	5791892	7200	99.88	0.12
				Result of voting of Poll (at the AGM)				
	Promoter & Promoter Group	5663017	0	0.00	0	0	0.00	0.00
	Public - Institutional	500	0	0	0	0	0.00	0.00
	Public - Others	1905904	14622	0.77	14622	0	100.00	0.00
	TOTAL	7569421	14622	0.77	14622	0	100.00	0.00

Voting rights are in proportion to shares held
 \$ Excludes invalid votes



FOR THE SANDESH LTD,
Manoj Kumar
 DHAVAL PANDYA
 COMPANY SECRETARY

October 01, 2015

SPEED POST / EMAIL

To,

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

Script Code : 526725

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

NSE Symbol : SANDESH (EQ.)

RE: Declaration of voting results at 72nd Annual General Meeting

Dear Sir / Madam,

We would like to inform you that the 72nd Annual General Meeting of the Company was held on Wednesday, September 30, 2015 at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat). The results of the votes cast through remote e-voting and poll taken at the Meeting on all the resolutions are enclosed herewith along with the copy of Consolidated Scrutinizer's Report which would also be available on the website of the Company.


The details regarding voting results in the specified format would be submitted separately as per the provisions of clause 35A of the Listing Agreement with the Stock Exchanges.

We request you to kindly take the above on your records.

Thanking you,

Yours sincerely,

For, THE SANDESH LIMITED


Dhaval Pandya
COMPANY SECRETARY



ENCL: AS ABOVE

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

72ND ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2015

Declaration of Result of Remote 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) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, M/s. THE SANDESH LIMITED ("**the Company**" for short) had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the notice of 72nd Annual General Meeting ("**AGM**" for short). The remote e-voting was open from 9:00 A.M. on 26th September, 2015 upto 5:00 P.M. on 29th September, 2015.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated 17th 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) Amendment Rules, 2015 relating to the e-voting facility is applicable. The Company has provided the remote e-Voting facility and Ballot Papers 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 has carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 29th September, 2015 and on the poll at AGM and submitted his reports on remote e-voting and also on poll on 01st October, 2015 respectively. The Reports of the Scrutinizer are attached herewith.

Page no.1 of 2



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

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

S. N.	Item	Type of Resolution	Mode of voting	Total Valid Vote Casted	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, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board and Auditors thereon	Ordinary	E-voting	5799092	5799092	99.75	0.00	0.00	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5813714	5813714	100.00	0.00	0.00	NIL	NIL
2	To declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
3	To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) as a Director of the Company, who retires by rotation	Ordinary	E-voting	5796932	5791892	99.66	5040	0.09	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5811554	5806514	99.91	5040	0.09	NIL	NIL
4	To ratify 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	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
5	To appointment of Shri Yogesh Jani (DIN 06495782) as a Director liable to retire by rotation	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
6	To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time Director	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0.00	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 72nd AGM have been duly approved by the Members with the requisite majority.

**For & on behalf of,
THE SANDESH LIMITED**




FALGUNBHAI PATEL

(DIN: 00050174)

(Chairman of 72nd Annual General Meeting)

C/o. 'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)

Date: 01.10.2015

Place: Ahmedabad

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

CONSOLIDATED SCRUTINIZERS' REPORT

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)

Consolidated Report of the Scrutinizer on remote e-voting and voting through Ballot Paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 at the 72nd Annual General Meeting of The Sandesh Limited

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 section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and also for the purpose of scrutinizing the voting through ballot paper at the 72nd Annual General Meeting of the Company, on the resolutions contained in the Notice dated 26th May, 2015 of the 72nd Annual General Meeting of the Company, held on Wednesday, the 30th September, 2015 at 10:00 A.M. at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat-India).



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

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 paper on the resolutions contained in the Notice to the 72nd Annual General Meeting of the Company. My responsibility as a scrutinizer for the e-voting process and for voting through ballot paper at the Annual General Meeting is restricted to preparing a Scrutinizer's Report of the votes cast "*in favor*" or "*against*" the resolutions stated in notice of the Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) and voting through ballot paper conducted at the Annual General Meeting.
3. The Company has made arrangements with NSDL 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 72nd Annual General Meeting and who had not already 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 (Thursday, 24th September, 2015) were entitled to vote on the resolutions as contained in the Notice of the 72nd Annual General Meeting.
6. I have issued separate Scrutinizer's Reports dated Thursday, 01st October, 2015 (a) on voting by Electronic means (i.e. Remote e-voting) which commenced from Saturday, 26th September, 2015 (9:00 A.M.) and ended on Tuesday, 29th September, 2015 (5:00 P.M.), and (b) on voting through ballot papers, on the resolutions contained in the Notice to the 72nd Annual General Meeting of the Company.
7. After conclusion of voting by ballot papers at the 72nd Annual General Meeting, the votes cast thereat were counted, where after the votes cast under e-voting facility were unblocked by me in the presence of two witnesses, Mr. Fagesh R. Soni and Mr. Ghanshyambhai D. Patel, who were not in the employment of the Company.
8. As requested by the management of the Company, I submit herewith Consolidated



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

Scrutinizer's Report on the results of e-voting together with that of voting by ballot papers, 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.	Item	Type of Resolution	Mode of voting	Total Valid Vote Casted	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, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board and Auditors thereon	Ordinary	E-voting	5799092	5799092	99.75	NIL	0.00	NIL	NIL
			Poll	14622	14622	0.25	NIL	0.00	NIL	NIL
			Total	5813714	5813714	100.00	NIL	0.00	NIL	NIL
2	To declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	NIL	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
3	To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) as a Director of the Company, who retires by rotation	Ordinary	E-voting	5796932	5791892	99.66	5040	0.09	NIL	NIL
			Poll	14622	14622	0.25	NIL	0.00	NIL	NIL
			Total	5811554	5806514	99.91	5040	0.09	NIL	NIL
4	To ratify 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	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	NIL	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
5	To appointment of Shri Yogesh Jani (DIN 06495782) as a Director liable to retire by rotation	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL
6	To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time Director	Ordinary	E-voting	5799092	5791892	99.62	7200	0.12	NIL	NIL
			Poll	14622	14622	0.25	0	0.00	NIL	NIL
			Total	5813714	5806514	99.88	7200	0.12	NIL	NIL



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

9. It is further submitted that I did not find any invalid votes

10. The electronic data and all other relevant records relating to 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 72nd Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

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



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



Place: Ahmedabad

Date: October 01, 2015

COUNTERSIGNED BY,
For, THE SANDESH LTD.,

Chairman



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

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)

**72nd Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED held on
Wednesday, 30th September, 2015 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 72nd Annual General Meeting of the Equity Shareholders of **THE SANDESH LIMITED**, held on Wednesday, 30th September, 2015 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 Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.]
4. The result of the Poll is as under:

Resolution No. 1: Ordinary Resolution:

To receive, consider, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board and Auditors thereon



Jignesh A Maniar & Associates
COMPANY SECRETARIES

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

(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
25	14622	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	0.00

(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 declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15

(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
25	14622	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	0.00

(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



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COMPANY SECRETARIES

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Resolution No. 3: Ordinary Resolution:

To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) 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
25	14622	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	0.00

(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 ratify 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

(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
25	14622	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	0.00



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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
NIL	NIL

Resolution No. 5: Ordinary Resolution:

To appointment of Shri Yogesh Jani (DIN 06495782) as a Director 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
25	14622	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	0.00

(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. 6: Ordinary Resolution:

To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time 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
25	14622	100.00



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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	0.00

(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

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: October 01, 2015

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

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

ENCL: AS ABOVE

Jignesh A. Maniar & Associates
COMPANY SECRETARIES

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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]

October 1, 2015

To,
Shri Falgunbhai C. Patel
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: 72nd Annual General Meeting of the Equity Shareholders of THE SANDESH LIMITED to be held on Wednesday, 30th September, 2015 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 Bunglows, 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 72nd Annual General Meeting ('AGM') of the Equity Shareholders of **THE SANDESH LIMITED** ('the Company' for short), held at 10:00 A.M. on Wednesday, 30th September, 2015 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 (Remote e-Voting) means was started on at 9:00 A.M. on 26th September, 2015 and ended at 5:00 P.M. on 29th September, 2015.
2. The Equity Shareholders holding shares as on cut-off date i.e. 24th September, 2015 were entitled to vote on the resolutions as stated in the Notice of AGM of the Company.
3. The votes were unblocked on 30th September, 2015 in the presence of Mr. Fagesh R. Soni and Mr. Ghanshyambhai D. Patel who 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 National Securities Depository Limited (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:



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COMPANY SECRETARIES

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Resolution No. 1: Ordinary Resolution:

To receive, consider, approve and adopt Audited Financial Statement for the year ended March 31, 2015 together with the reports of the Board 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
33	5799092	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	0.00

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 2: Ordinary Resolution:

To declare dividend @40% i.e. Rs. 4/- per equity share on fully paid up equity share of Rs. 10 each for the Financial Year 2014-15

(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
31	5791892	99.88

(ii) Voted against the resolution:

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
2	7200	0.12

(iii) Invalid votes:

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



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Resolution No. 3: Ordinary Resolution:

To re-appointment of Smt. Pannaben F. Patel (DIN 00050222) 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
31	5791892	99.91

(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	5040	0.09

(iii) **Invalid votes:**

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 4: Ordinary Resolution:

To ratify 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

(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
31	5791892	99.88

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
2	7200	0.12

(iii) **Invalid votes:**

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL



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Resolution No. 5: Ordinary Resolution:

To appointment of Shri Yogesh Jani (DIN 06495782) as a Director 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
31	5791892	99.88

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
2	7200	0.12

(iii) **Invalid votes:**

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 6: Ordinary Resolution:

To appointment of Shri Yogesh Jani (DIN 06495782) as a Whole-Time 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
31	5791892	99.88

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

Number of members voting though electronic means	Number of votes cast by them	% of total number of valid votes
2	7200	0.12

(iii) **Invalid votes:**

Total Number of Members whose votes declared invalid	Number of votes cast by them
NIL	NIL

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.



Jignesh A. Maniar & Associates
COMPANY SECRETARIES

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7. The said register, and relevant records relating to electronic voting 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,



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

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

PLACE: AHMEDABAD
DATE: October 01, 2015

We, the undersigned, witnesseth that the votes unblocked from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) in our presence on 30th September, 2015 at the office of the Scrutinizer.

Name and Address of Witness -1:

Name and Address of Witness -2:

Mr. Fagun R. Soni

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

Mr. Ghanshambhai D. Patel

Address: 22, Sattar Society,
Nr. Shukan Mall, Science City Road,
Ahmedabad - 380060