

March 23, 2024

E-FILING

To,

1. BSE LIMITED

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

BSE Scrip Code: 526725

2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"Exchange Plaza", C-1, Block-G,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

NSE Symbol: SANDESH (EQ.)

Sub.: Minutes of Postal Ballot

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the proceedings of Postal Ballot of the Company.

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

For, THE SANDESH LIMITED

HARDIK PATEL

COMPANY SECRETARY

MEMBERSHIP NO.: A55828

ENCL.: AS ABOVE

MINUTES OF THE POSTAL BALLOT PROCEEDINGS OF THE SANDESH LIMITED HELD THROUGH REMOTE E-VOTING CONCLUDED ON MARCH 22, 2024, FOR THE SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF THE COMPANY AS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 10, 2024

The Board of Directors of the Company in its Meeting held on February 10, 2024, approved the Postal Ballot Notice seeking approval of the Members of the Company for the following Special Resolutions through remote e-voting pursuant to the provisions of section 108 and section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014:

Sr. No.	Particulars of the Special Resolution
1	Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company
2	Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company
3	Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company

The Company had engaged the services of National Securities Depository Limited as the agency to provide a remote e-voting facility.

The Board of Directors had appointed M/s. Sparsh Gupta & Co., Practicing Company Secretaries (Membership No. F11558 and COP: 17390) as Scrutinizer for conducting the Postal Ballot, through an e-voting process, in a fair and transparent manner.

In compliance with the MCA's Circulars and SEBI's circulars, the Postal Ballot Notice was sent only through electronic mode to those Members whose names appeared on the Register of Members / Register of Beneficial Owners as on Friday, February 16, 2024 ("Cut-off date") received from the Depositories and whose e-mail address was registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. In Compliance with the MCA's Circulars, a physical copy of this Postal Ballot Notice, Postal Ballot Form, and pre-paid business reply envelope were not sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members only took place through the remote e-voting system.

The total number of members as on the cut-off date was 6827.

Pursuant to the above, the Postal Ballot Notice along with the Explanatory Statement was sent to 6161 members, electronically, on February 21, 2024, whose email addresses were registered with the Company/Registrar and Transfer Agents/Depositories.

A Public advertisement was published on February 22, 2024, in Financial Express (English Newspaper) in English and Sandesh (Gujarati Newspaper) in Gujarati (Vernacular language).

The remote e-voting commenced at 9:00 a.m. (IST) on Thursday, February 22, 2024, and was closed at 5:00 p.m. (IST) on Friday, March 22, 2024.

The Scrutinizer unblocked the votes cast under remote e-voting and downloaded the details on March 22, 2024 from the NSDL portal in the presence of two witnesses.

The Scrutinizer then carried out the scrutiny of all the electronic votes, received during the remote e-voting process and submitted his report to the Chairman.

The Chairman took the report on record and declared that the resolutions set out in the Postal Ballot Notice dated February 10, 2024, were passed with the requisite majority.

The Voting Results as per the Scrutinizer's Report are as under:

Resolution 1: Special Resolution

Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company for a period of 5 years:

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid** votes:

Mode of voting	Number of Members voted	Number of Votes cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-

Resolution 2: Special Resolution

Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company for a period of 5 years:

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid** votes:

Mode of voting	Number of Members voted	Number of Votes cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-

Resolution 3: Special Resolution

Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company for a period of 5 years:

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	69	58,03,426	99.9962%
Total	69	58,03,426	99.9962%

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

Mode of voting	Number of Members voted	Number of Votes cast by Members	% of total number of valid votes cast
Through voting by postal ballot	-	-	-
Through e-voting	4	221	0.0038%
Total	4	221	0.0038%

(iii) **Invalid** votes:

Mode of voting	Number of Members voted	Number of Votes cast by Members
Through voting by postal ballot	-	-
Through e-voting	-	-
Total	-	-

The text of the Special Resolutions as set out in the Postal Ballot Notice dated February 10, 2024, that were passed by the members of the Company, are as follows:

1. RESOLUTION NO. 1: Appointment of Shri Bijal Hemant Chhatrapati (DIN: 02249401) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Bijal Hemant Chhatrapati (DIN: 02249401), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Bijal Hemant Chhatrapati be paid such fees and remuneration and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid

without being required to seek any further consent or approval of the Members of Company.”

2. RESOLUTION NO. 2: Appointment of Shri Keyur Dhanvantlal Gandhi (DIN: 02448144) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Keyur Dhanvantlal Gandhi (DIN: 02448144), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Keyur Dhanvantlal Gandhi be paid such fees and remuneration and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid

without being required to seek any further consent or approval of the Members of Company.”

3. RESOLUTION NO. 3: Appointment of Shri Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other regulatory approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sudhin Bhagwandas Choksey (DIN:00036085), who has furnished his consent to act as such along with a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act in the prescribed manner from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the first term of the consecutive period of five years, effective from April 01, 2024;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby accorded for continuation of Shri Sudhin Bhagwandas Choksey, as Non-executive Independent Director of the Company after he attains the age of seventy-five years on January 31, 2029 till expiry of his first term, on the same terms and conditions of his appointment;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V, and other applicable provisions of the Act and the Rules made thereunder, Shri Sudhin Bhagwandas Choksey be paid such fees and remuneration and commission as the Board of

Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Board of Directors of the Company, for the time being and from time to time, be and is hereby authorized to do all such acts, deeds, and things, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company.”

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and post the same on the website of the Company.

Sd/-

FALGUNBHAI C. PATEL
(DIN: 00050174)
CHAIRMAN

Date: 23/03/2024

Place: Ahmedabad

Date of entry in Minutes Book: 23/03/2024