સંદેશ

October 06, 2015

EMAIL/SPEED POST

To,

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

   Script Code: 526725

2. 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.: PROCEEDINGS OF 72ND ANNUAL GENERAL MEETING
Ref.: Clause 31(d) of the Listing Agreement

Dear Sir/Madam,

In terms of the provisions of clause 31(d) and other relevant clauses of the Listing Agreement, if any, please find enclosed herewith a certified true copy of the minutes of **72nd** Annual General Meeting of the Members of the Company held on **Wednesday**, the **30th** day of **September, 2015** at **10:00 A.M.** at Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad-380006 (Gujarat), signed by the Chairman of the said Meeting. The consolidated result of remote e-voting and poll on all the resolutions from Item nos. 1 to 6 enlisted in the Notice of the 72nd Annual General Meeting have been forwarded to the Stock Exchanges in the prescribed format and the same have been uploaded on the website of the Company.

We have also forwarded today the scanned copy of above proceedings to the designated email ID of the Stock Exchange.

Kindly take the same on your records.

Thanking you,

Yours sincerely,
FOR, THE SANDESH LIMITED

DHAVAL PANDYA
COMPANY SECRETARY

THE SANDESH LTD. સંદેશ AHMEDABAD

Encl.: As Above

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MINUTES OF THE 72ND ANNUAL GENERAL MEETING OF THE MEMBERS OF "THE SANDESH LIMITED" (CIN: L22121GJ1943PLC000183) HELD ON WEDNESDAY, THE 30TH DAY OF 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)

Time of commencement of the Meeting: 10:00 A.M.
Time of conclusion of the Meeting: 11:15 A.M.

THE FOLLOWING WERE PRESENT:

Directors (In alphabetical order):

Shri Falgunbhai Patel	Chairman & Managing Director and Member
Shri Mukeshbhai Patel	Director (Chairman of Audit Committee)
Shri Parthiv Patel	Managing Director and Member
Shri Sandeepbhai Singhi	Director
Shri Yogesh Jani	Director and Member

Also present:

Shri Krishnakant Solanki	Partner of M/s. Manubhai & Shah, Chartered Accountants – Statutory Auditors
Shri Jignesh Maniar	Proprietor of M/s. Jignesh A. Maniar & Associates, Practicing Company Secretary – Secretarial Auditor & Scrutinizer
Shri Sanjay Kumar Tandon	Chief Financial Officer of the Company
Shri Dhaval Pandya	Company Secretary of the Company

Members present:

Number of shareholders present in the Meeting either in person or through proxy:

In person:	40
Through proxy:	8 representing 3650 equity shares of Rs. 10/- each (being 0.048 % of the paid up Equity Share Capital of the Company)
Body Corporate:	5 representing 4010382 equity shares of Rs. 10/- each (being 52.98% of the paid up Equity Share Capital) (representation under section 113 of the Companies Act, 2013)

At sharp 10:00 A.M., Shri Falgunbhai C. Patel, the Chairman and Managing Director of the Company, took the Chair and welcomed the members to the 72nd Annual General Meeting of the Company.

The Chairman before commencing the proceedings of the 72nd Annual General Meeting introduced other Board Members sharing the dais and also informed the Members that due to pre-occupation in other urgent matters, Smt. Pannaben Patel, Shri Shreyasbhai Pandya and Shri Sudhirbhai Nanavati, Directors of the Company could not attend the Meeting. The Chairman further informed that Shri Mukeshbhai Patel, Chairman of Audit Committee and Shri Sandeepbhai Singhi are present at this Annual General Meeting. Shri Sudhirbhai Nanavati, Chairman of the Nomination & Remuneration Committee and also of the Stakeholders Relationship Committee has authorised Shri Mukeshbhai Patel to attend this Annual General Meeting.

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The Chairman also acknowledged the presence of Shri Krishnakant Solanki, Partner of M/s. Manubhai & Shah, (Firm Registration No.106041W), Chartered Accountants (Formerly known as Manubhai & Co.), the Statutory Auditors of the Company and Shri Jignesh Maniar (FCS No. 3468), Proprietor of M/s. Jignesh A. Maniar & Associates (C.P. No. 6996), the Secretarial Auditors of the Company.

On being informed by the Company Secretary that the requisite quorum is present, the Chairman declared the Meeting to order. The requisite quorum for the meeting was present till the close of the Meeting.

The Notice convening the 72nd Annual General Meeting, the Board's Report along with Annexures thereto for the Financial Year ended March 31, 2015, the Secretarial Audit Report, the Audited Accounts and the Auditors' Report thereon for the Financial Year ended March 31, 2015, the Proxy Register with valid proxies lodged with the Company in connection with this Annual General Meeting, the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or arrangement in which Directors are interested, the Register of Members and original Minutes of the General Meetings were available during the Meeting for inspection of the Members. All the material documents referred to in the Explanatory Statements to the Notice convening 72nd Annual General Meeting were also available for inspection by the Members.

With the permission of the members present at the meeting, the Notice convening 72nd Annual General Meeting of the Company and the Board's report, as circulated to the shareholders of the Company was taken as read.

Chairman's Speech:

Thereafter, Shri Falgunbhai C. Patel, the Chairman and Managing Director delivered his speech and made the presentation highlighting the performance of the Company. The Members asked few questions relating to the performance of the Company, increase in the newsprint cost, circulation of the publications, increase in the advertisement revenue and also the strategic plan for future development of the business of the Company. The Chairman of the Meeting responded to each question of the Members to their satisfaction. He also briefed the Members about the objectives and implications of all the resolutions which were included in the Notice of this Meeting.

At the request of the Chairman, the Company Secretary informed that in terms of the provisions of section 145 of the Companies Act, 2013, if there is no qualification, observation or comment on financial transactions or matters in the Auditor's Report, which have any adverse effect on the functioning of the Company, the same is not required to be read. The Chairman informed that there was no qualification, reservation or comment on the financial transactions or matters in Auditor's Report, which have any adverse effect on the functioning of the Company. He also informed that there were no qualification, observations, etc. in the report of the Secretarial Auditor. Since there were no such qualifications, observations or comments, the said Reports were not required to be read.

The Chairman then requested the Company Secretary to inform the members about the provisions of the Companies Act, 2013, the Rules made thereunder and the Listing Agreement with the Stock Exchanges, applicable to further proceedings of the Meeting.

Thereafter, the Company Secretary brought to attention of the Members the following:

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a. that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the clause 35B of the Listing Agreement with the Stock Exchanges, the Company has made arrangements for the Members to cast their votes on the proposed resolutions to be passed at this Annual General Meeting through electronic voting system or through poll and any Member who has exercised his right to vote through remote e-voting, will not be entitled to vote again at the meeting. The e-voting facility was provided by National Securities Depository Limited (NSDL).

b. The Company has published the necessary advertisement on September 05, 2015 intimating the shareholders about remote e-Voting amongst other matters as per the requirement of the Companies Act and Rules made thereunder.

c. The remote e-voting period commenced on September 26, 2015 and ended on September 29, 2015. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, cast their vote electronically.

d. There are six agenda items to be transacted at this 72nd Annual General Meeting, out of which four are ordinary businesses and two are special businesses.

e. Those members, who have not exercised their vote through remote e-voting, can cast their votes through poll which would be conducted at this Meeting.

The Company Secretary thereafter informed that the resolutions prescribed in the Notice convening the 72nd Annual General Meeting of the Company will be passed through the process of poll by the Members, representatives and proxy holders present at this Meeting. He then informed that Poll will be provided to the Members present in person and through proxies at the Meeting for the voting on all the resolutions of ordinary businesses and special businesses as set out in the Item Nos. 1 to 6 of the Notice of the 72nd Annual General Meeting. The Members can vote in proportion to the shares held by them on all the resolutions as set out in the Notice of this Meeting and no resolution will be passed by show of hands.

The Company Secretary thereafter explained the procedure in detail for exercising the votes by the Members through process of the Poll. He then stated that for those Members who have not cast their votes electronically, the ballot papers have been distributed and that the Members are required to fill their details and indicate their asset or dissent, as the case may be, and drop the duly signed ballot paper in the ballot box placed in the Hall.

The Chairman thereafter, ordered the Poll on the Resolutions as set out in the Item Nos. 1 to 6 of the Notice of the 72nd Annual General Meeting and requested all the Members, representatives and proxy holders present and entitled to vote, to participate in the Poll taken immediately after the closure of this Meeting at the same venue i.e. Gujarat Law Society Auditorium, G.L.S. College Campus, Opp. Law Garden, Ellisbridge, Ahmedabad–380006 (Gujarat-India), which remained open till the Members, the representatives and the proxy holders who participated in the Poll had cast their votes.

The Chairman stated that pursuant to the provisions of the section 109 of the Companies Act, 2013, Shri Jignesh A. Maniar, Practicing Company Secretary, who is the proprietor of M/s. Jignesh A. Maniar & Associates was appointed as the Scrutinizer to conduct the process of the Poll in a fair and transparent manner, scrutinize the poll papers and to submit his report thereof.

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The Chairman informed that the result of the voting of the each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic vote casted by the Members in favour or against the respective resolution. He declared that on receipt of the Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared latest by October 01, 2015. The results to be declared for each resolution shall indicate separately the votes on Poll and electronic voting and would immediately be intimated to the Stock Exchanges. He further stated that the results shall also be uploaded on the Company's website 'www.sandesh.com' with the respective reports of the Scrutinizers for the electronic voting and the Poll and shall also be available at the Registered Office of the Company. Date of passing of the resolutions would be the date of the Meeting, as prescribed under the Companies Act, 2013.

The Chairman then requested Shri Jignesh A. Maniar, Scrutinizer appointed for the Poll, after the closure of the Meeting, to take over the Poll proceedings and requested him to submit his report on the Poll on October 01, 2015. The Chairman stated that the Meeting would stand concluded when the last vote was cast.

The Chairman announced the formal closure of the 72nd Annual General Meeting of the Company thanking the Members for their participation and suggestions.

Conduct of poll at the Meeting:

Thereafter, Shri Jignesh A. Maniar, Scrutinizer conducted the Poll, which included distribution of the polling papers, showing empty polling boxes to the Members, locking and sealing of empty polling boxes in the presence of the Members, representatives and proxy holders. After ensuring that all the Members, representatives and proxy holders participating in the Poll had cast their votes, the Scrutinizer closed the Poll at around 11:15 A.M. The Scrutinizer then took the custody of the polling boxes.

Result of the Electronic Voting (Remote E-voting) and the Poll on the Ordinary Businesses and the Special Businesses at the 72nd Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015:

On the basis of the Scrutinizer's Report for the electronic voting (Remote E-voting) dated October 01, 2015 and the Scrutinizers Report for the Poll at the Annual General Meeting of October 01, 2015, the summary of which is mentioned hereunder. The Chairman announced the results of voting on October 01, 2015 that all the resolutions for the Ordinary businesses and Special businesses as set out in the Item Nos. 1 to 6 in the Notice of the 72nd Annual General Meeting of the Company have been duly passed with the requisite majority:

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 financial statements for the Financial Year ended on March 31, 2015 and the reports of the Board of Directors and Auditors thereon	Ordinary	5813714	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 2014-15	Ordinary	5806514	99.88	7200	0.12
3	To appoint a Director in place of Smt. Pannaben F. Patel (DIN 00050222) who	Ordinary	5806514	99.91	5040	0.09

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Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of votes in favour	No. of Votes Against	% of votes against
	retires by rotation and being eligible, offers herself for re-appointment					
4	To ratify appointment of M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No.106041W), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration	Ordinary	5806514	99.88	7200	0.12
5	To appoint Shri Yogesh Jani (DIN 06495782) as a Director liable to retire by rotation	Ordinary	5806514	99.88	7200	0.12
6	To appoint Shri Yogesh Jani (DIN 06495782) as a Whole-Time Director	Ordinary	5806514	99.88	7200	0.12

The Resolutions for the ordinary businesses and the special businesses as set out in Item Nos. 1 to 6 in the Notice of the 72nd Annual General Meeting, duly approved by the Members with the requisite majority, are recorded hereunder as part of the proceedings of 72nd Annual General Meeting of the Members held on Wednesday, September 30, 2015.

ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution for adoption of Financial Statements for the year ended March 31, 2015:

The Chairman then placed before the meeting the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon for the Financial Year 2014-15 for consideration, approval and adoption by the Members of the Company. He then mentioned about the Ordinary resolution for approval of the said accounts, which was as follows:

"**RESOLVED THAT** the Audited Financial Statements of the Company as on March 31, 2015, and the Auditor's Report thereon and the Report of the Board of Directors along with the Corporate Governance Report, the Management Discussion & Analysis Report, as laid before the Meeting be and are hereby received, considered, approved and adopted by the Shareholders of the Company."

The above resolution was proposed by Shri Falgunbhai C. Patel and second by Shri Baldevbhai Parmar, members of the Company to be passed as an Ordinary Resolution.

Before putting the resolution to vote, the Chairman opened the floor for discussion and invited the Members to share their views and comments or raise queries. Few Members inquired about the overall performance of the Company during the financial year, which was responded by the Chairman of the Meeting.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

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Item No. 2: Ordinary Resolution for approval of Dividend for Financial Year 2014-15:

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The Chairman then took the next item on agenda which was declaration of Dividend at the rate of Rs. 4.00 (Rupees Four only) per Equity Share of Rs. 10/- each for the Financial Year 2014-15. He then requested the Company Secretary to read the resolution which was as follows:

"**RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company, a dividend @40% i.e. at the rate of Rs. 4.00 (Rupees Four only) per Equity Share of Rs. 10/- each, be and is hereby approved for payment for the Financial Year 2014-15 and the same be paid to the Equity Shareholders of the Company whose names appear in the Register of Members as on September 25, 2015 be and is hereby declared out of the profits of the Company for the year ended March 31, 2015;

RESOLVED FURTHER THAT Dividend Warrants / Demand Drafts / Pay-orders be posted within thirty (30) days hereof to all the shareholders who are entitled to receive the payment."

The above resolution was proposed by Shri Vishnubhai Patel and second by Shri Jayendra Pasawala, members of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

Before taking the next item of Agenda, the Chairman informed that since he was interested in the next agenda item, he would vacate the Chair. He requested Shri Mukeshbhai Patel to take the Chair to which he consented.

Item No. 3: Ordinary Resolution for reappointment of Smt. Pannaben F. Patel, Director who retires by rotation:

The Chairman then took up the next item on the Agenda and informed the Members that Smt. Pannaben F. Patel, Director was to retire by rotation and being eligible had offered herself for re-appointment. He then requested the Company Secretary to read the resolution which was as follows:

"**RESOLVED THAT** Smt. Pannaben F. Patel (DIN 00050222), Director of the Company, who retires by rotation at this Meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The above resolution was proposed by Shri Hemedrabhai Shah and second by Shri Padmalochan Vyas, Member of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

Shri Mukeshbhai Patel then requested Shri Falgunbhai C. Patel to resume the Chair which Shri Falgunbhai C. Patel did.

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Item No. 4: Ordinary Resolution for ratification of appointment of Auditors and fixing their remuneration:

The Chairman informed that M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No. 106041W) Chartered Accountants, Ahmedabad, were appointed as Statutory Auditors of the Company to hold office from the conclusion of 71st Annual General Meeting till the conclusion of the fourth consecutive Annual General Meeting and their appointment as the Statutory Auditors be ratified to hold office from conclusion of 72nd Annual General Meeting to conclusion of next Annual General Meeting. He then requested the Company Secretary to read the resolution which was as follows:

"RESOLVED THAT pursuant to the provisions of section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Members of the Company at the Annual General Meeting held on September 26, 2014, appointed M/s. Manubhai & Shah (Formerly known as Manubhai & Co.), (Firm Registration No. 106041W) Chartered Accountants, Ahmedabad, as Auditors of the Company to hold office from the conclusion of Annual General Meeting held on September 26, 2014 till the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) AND THAT their appointment as the Statutory Auditors be ratified to hold office from conclusion of this Annual General Meeting to conclusion of next Annual General Meeting AND THAT the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors apart from reimbursement of actual out-of-pocket expenses as may be incurred by them for the purpose of Audit."

The above resolution was proposed by Shri Deepak Zhavery and second by Shri Kirtikumar Shah, Members of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

SPECIAL BUSINESS:

Item No. 5: Ordinary Resolution for appointment of Shri Yogesh Jani as a Director liable to retire by rotation:

The Chairman informed that Shri Yogesh Jani was appointed by the Board as an Additional Director, liable to retire by rotation, and holds office up to the date of this Annual General Meeting and further, the Company has received a notice in writing from a member under section 160 of the Act together with requisite deposit proposing his candidature for the office of the Director. He then requested the Company Secretary to read the resolution which was as follows:

"RESOLVED THAT Shri Yogesh Jani (DIN 06495782), who was appointed by the Board of Directors as an Additional Director on the Board of the Company w.e.f. August 11, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 ("the

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Act") and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act together with a deposit of Rs. 1 Lac proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

The above resolution was proposed by Shri Kumbhare Muljibhai and second by Smt. Rupam Bhatt, members of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

Item No. 6: Ordinary Resolution for appointment of Shri Yogesh Jani as a Whole-time Director:

The Chairman informed that Shri Yogesh Jani was appointed by the Board as a Whole-time Director for a period of five (5) years. He then requested the Company Secretary to read the resolution which was as follows:

"RESOLVED THAT pursuant to the provisions of sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act" for short) (including any statutory modifications or re-enactments thereof, for the time being in force) and the applicable provisions of the Articles of Association of the Company and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and approval by the Board, consent of the Members be and is hereby accorded to appoint Shri Yogesh Jani (DIN 06495782) as a Whole Time Director of the Company for a period of five (5) years with effect from August 11, 2015 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board, which shall be within the overall limits prescribed under the provisions of the Act from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of sections 197 and 198 of the Act in any financial year and on the terms and conditions, benefits and perquisites, as set out in the explanatory statement attached to this Notice and incorporated in the draft agreement proposed to be entered into between the Company and Shri Yogesh Jani with an authority to the Board to finalize and execute it;

RESOLVED FURTHER THAT the Board (term 'Board' referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary or modify the terms of remuneration, benefits and perquisites payable / made available to Shri Yogesh Jani;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration or maximum remuneration payable as per the limits set out in Schedule V of the Act, unless otherwise determined by the Board;

RESOLVED FURTHER THAT Shri Yogesh Jani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into with him;

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions."

The above resolution was proposed by Shri Hemal Patel and second by Shri Vishnubhai Patel, members of the Company to be passed as an Ordinary Resolution.

The Chairman then requested all the members present to cast their vote on the above resolution on the Ballot Paper provided.

Vote of thanks:

The voting commenced and continued till 11:15 A.M. The Company secretary thanked the Chairman, the dignitaries and all the Members present at the Meeting. There being no other business to be transacted, the Meeting terminated at around 11:15 A.M. with a vote of thanks to the Chair, proposed by Shri Amit Pasawala.

Report on voting:

The Consolidated Report on voting on all the Resolutions placed at the Meeting is annexed herewith as **Annexure A.**

FALGUNBHAI C. PATEL
(DIN: 00050174)
CHAIRMAN OF THE 72ND ANNUAL GENERAL MEETING
C/o. The Sandesh Limited, 'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)

Place: Ahmedabad
Date: October 05, 2015

Date of entry in Minutes Book: _____

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DHAVAL PANDYA
COMPANY SECRETARY

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ANNEXURE A: CONSOLIDATED RESULT ON VOTING

Name of Scrutinizer: Mr. Jignesh A. Maniar, Proprietor of M/s. Jignesh A. Maniar & Associates, Practicing Company Secretary

Resolution proposed: As per Item no. 1 to Item no. 6 of the Notice of Annual General Meeting dated May 26, 2015

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

As per combined report on E-voting and Poll given by the Scrutinizer, all the resolutions contained in Item no. 1 to Item no. 6 of the Notice dated May 26, 2015 have been passed with requisite majority.

FALGUNBHAI C. PATEL
(DIN: 00050174)
CHAIRMAN OF THE 72ND ANNUAL GENERAL MEETING
C/o. The Sandesh Limited, 'Sandesh Bhavan', Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad-380054 (Gujarat-India)

Place: Ahmedabad
Date: October 05, 2015

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COMPANY SECRETARY

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