

**THE SANDESH LIMITED** (CIN: L22121GJ1943PLC000183),

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

Phone: 079-40004000 Fax: 079-40004242 Email: [investorsgrievance@sandesh.com](mailto:investorsgrievance@sandesh.com)

1. Name of Listed Entity : **THE SANDESH LIMITED** (BSE SCRIP CODE – 526725 & NSE SYMBOL - SANDESH (EQ.))
2. Quarter ending as on **30<sup>TH</sup> JUNE, 2018**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent /Nominee)&	Date of Appointment in the current term/ cessation	Tenure (in months)	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Falgunbhai Patel	<b>DIN:</b> 00050174	Chairperson – Executive	01/04/2017	N.A.	One	None	None
Mr.	Parthiv Patel	<b>DIN:</b> 00050211	Executive	01/08/2013	N.A.	One	None	None
Ms.	Pannaben Patel	<b>DIN:</b> 00050222	Non-Executive	29/10/2010	N.A.	One	None	None
Mr.	Sudhirbhai Nanavati	<b>DIN:</b> 00050236	Non-Executive – Independent	01/04/2014	51 Months	One	One	One
Mr.	Shreyasbhai Pandya	<b>DIN:</b> 00050244	Non-Executive – Independent	01/04/2014	51 Months	One	Two	None
Mr.	Mukeshbhai Patel	<b>DIN:</b> 00053892	Non-Executive – Independent	01/04/2014	51 Months	Three	Two	Four
Mr.	Sandeepbhai Singhi	<b>DIN:</b> 01211070	Non-Executive – Independent	01/04/2014	51 Months	Two	Two	None
Mr.	Yogesh Jani	<b>DIN:</b> 06495782	Executive	11/08/2015	N.A.	One	None	None

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<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson / Executive / Non-Executive / independent / Nominee) <sup>s</sup></i>
1. Audit Committee	1. Mr. Mukeshbhai Patel 2. Mr. Sudhirbhai Nanavati 3. Mr. Shreyasbhai Pandya 4. Mr. Sandeepbhai Singhi	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	1. Mr. Sudhirbhai Nanavati 2. Mr. Mukeshbhai Patel 3. Mr. Shreyasbhai Pandya 4. Mr. Sandeepbhai Singhi	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	<b>Not Applicable</b>	<b>Not Applicable</b>
4. Stakeholders Relationship Committee	1. Mr. Sudhirbhai Nanavati 2. Mr. Mukeshbhai Patel 3. Mr. Shreyasbhai Pandya 4. Mr. Sandeepbhai Singhi	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
<sup>s</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.02.2018	28.05.2018	104 days (12.02.2018 to 28.05.2018)

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
28.05.2018 (Audit Committee)	Yes (All Four members, all of whom are independent directors, were present at the meeting)	12.02.2018 (Audit Committee)	104 days (12.02.2018 to 28.05.2018)
28.05.2018 (CSR Committee)	Yes (All Four member, two of whom are independent directors, were present at the meeting)	12.02.2018 (CSR Committee)	104 days (12.02.2018 to 28.05.2018)
28.05.2018 (Nomination & Remuneration Committee)	Yes (All Four members, all of whom are independent directors, were present at the meeting)	12.02.2018 (Nomination & Remuneration Committee)	104 days (12.02.2018 to 28.05.2018)
28.05.2018 (Stakeholders Relationship Committee)	Yes (All Four members, all of whom are independent directors,	12.02.2018 (Stakeholders Relationship Committee)	104 days (12.02.2018 to 28.05.2018)

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	were present at the meeting)		
30.04.2018 (Executive Committee)	Yes (All three members were present at the meeting)	23.01.2018 (Executive Committee)	96 days (23.01.2018 to 30.04.2018)
29.06.2018	Yes (All three members were present at the meeting)	20.02.2018 (Executive Committee)	128 days (20.02.2018 to 29.06.2018)
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
<b>Note</b>			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee - <b>Yes</b>			
b. Nomination & remuneration committee - <b>Yes</b>			
c. Stakeholders relationship committee - <b>Yes</b>			
d. Risk management committee (applicable to the top 100 listed entities): <b>Not Applicable</b>			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>			
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: The Corporate Governance Report for the quarter and year ended March 31, 2018 was placed before the Board at its meeting held on May 28, 2018. The Corporate Governance Report for the quarter ended June 30, 2018 will be placed at the ensuing meeting of the Board of Directors. There are no comments/ observations/ advice of Board of Directors.			
<b>Sd/-</b> <b>Dhaval Pandya</b> <b>Company Secretary &amp; Compliance Officer</b> <b>THE SANDESH LIMITED</b>		<b>Date:</b> July 12, 2018 <b>Place:</b> Ahmedabad	