

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

1. Name of Listed Entity : **THE SANDESH LIMITED** (BSE SCRIP CODE – 526725 & NSE SYMBOL - SANDESH (EQ.))
2. Quarter ending as on **31ST MARCH, 2019**

I. Composition of Board of Directors								
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	PAN: ABBPP3009N DIN: 00050174	Chairperson – Executive	01/04/2017	N.A.	One	None	None
Mr.	Parthiv Patel	PAN: AICPP4193R DIN: 00050211	Executive	01/08/2018	N.A.	One	None	None
Ms.	Pannaben Patel	PAN: AAXPP3168R DIN: 00050222	Non-Executive – Non Independent Director	29/10/2010	N.A.	One	None	None
Mr.	Sudhirbhai Nanavati	PAN: ABEPN6907C DIN: 00050236	Non-Executive – Independent	01/04/2014	60 Months	One	One	One
Mr.	Shreyasbhai Pandya	PAN: ACRPP8926H DIN: 00050244	Non-Executive – Independent	01/04/2014	60 Months	One	Two	None

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Mr.	Mukeshbhai Patel	PAN: AFSPP1245B DIN: 00053892	Non-Executive – Independent	01/04/2014	60 Months	Three	Two	Four
Mr.	Sandeepbhai Singhi	PAN: ACAPS7055B DIN: 01211070	Non-Executive – Independent	01/04/2014	60 Months	Four	Four	One
Mr.	Yogesh Jani	PAN: AARPJ4280C DIN: 06495782	Executive	11/08/2015	N.A.	One	None	None
<p>\$ PAN Number of any Director would not be displayed on the website of Stock Exchange. & 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. * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / independent / Nominee) \$
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

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II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson / Executive / Non-Executive / independent / Nominee) [§]</i>
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)	Not Applicable	Not Applicable
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
[§] 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		

III. Meeting of Board of Directors		
<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>
31.10.2018	13.02.2019	104 days (31.10.2018 to 13.02.2019)

IV. Meeting of Committees			
<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>
13.02.2019 (Audit Committee)	Yes (All Four members, all of whom are independent directors, were present at the meeting)	31.10.2018 (Audit Committee)	104 days (31.10.2018 to 13.02.2019)
13.02.2019 (CSR Committee)	Yes (All Four member, two of whom are independent directors, were present at the meeting)	31.10.2018 (CSR Committee)	104 days (31.10.2018 to 13.02.2019)
13.02.2019 (Nomination & Remuneration Committee)	Yes (All Four members, all of whom are independent directors, were present at the meeting)	31.10.2018 (Nomination & Remuneration Committee)	104 days (31.10.2018 to 13.02.2019)
13.02.2019 (Stakeholders Relationship Committee)	Yes (All Four members, all of whom are independent directors, were present at the meeting)	31.10.2018 (Stakeholders Relationship Committee)	104 days (31.10.2018 to 13.02.2019)

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) ^{refer note below}</i>
Whether prior approval of audit committee obtained	Yes

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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.
Note	
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities): Not Applicable</p> <p>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.</p> <p>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.</p> <p>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 report submitted in the previous quarter ended on December 31, 2018 has been placed before the Board of Directors at its meeting held on February 13, 2019. The Corporate Governance Report for the quarter and year ended on March 31, 2019 will be placed at the ensuing Board Meeting. There are no comments / observations / advice of Board of Directors.</p>	
<p>Sd/- Dhaval Pandya Company Secretary & Compliance Officer THE SANDESH LIMITED</p>	<p>Date: April 14, 2019 Place: Ahmedabad</p>

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. **Name of Listed Entity:** THE SANDESH LIMITED (BSE SCRIP CODE – 526725 & NSE SYMBOL - SANDESH (EQ.))
2. **Financial Year:** 2018-19

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	Compliance status (Yes / No / NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes / No / NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA

Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes</p>		
<p>For, THE SANDESH LIMITED</p>		
<p>Sd/- Dhaval Pandya Company Secretary & Compliance Officer</p>		<p>Date: April 14, 2019 Place: Ahmedabad</p>