

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 **30TH JUNE, 2019**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent /Nominee)&	Initial Date of appointment	Date of Re-Appointment (in the current term)	Tenure (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17 A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17 A (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	00050174	Chairperson – Executive	27-11-1974	01-04-2017	N.A.	One	None	None	None
Mr.	Parthiv Patel	00050211	Executive	14-03-2002	01-08-2018	N.A.	One	None	None	None
Ms.	Pannaben Patel	00050222	Non-Executive	29-10-2010	28-09-2018 [#]	N.A.	One	None	None	None
Mr.	Sudhirbhai Nanavati	00050236	Non-Executive – Independent	31-01-2001	01-04-2019	63** Months	One	One	One	One
Mr.	Shreyasbhai Pandya	00050244	Non-Executive – Independent	30-12-2005	01-04-2019	63** Months	One	One	Two	None
Mr.	Mukeshbhai Patel	00053892	Non-Executive – Independent	30-03-2005	01-04-2019	63** Months	Three	Two	Two	Four
Mr.	Sandeepbhai Singhi	01211070	Non-Executive – Independent	09-11-2012	01-04-2019	63** Months	Four	Four	Two	None

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I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ Independent /Nominee)&	Initial Date of appointment	Date of Re- Appointment (in the current term)	Tenure (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17 A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17 A (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.	Yogesh Jani	06495782	Executive	11-08-2015	----	N.A.	One	None	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. # Term appointment is not applicable to Mrs. Pannaben Patel and she is a rotational Director. However, she has been re-appointed on rotational basis in the AGM dated September 28, 2018 and hence the said date has been mentioned as date of re-appointment. **The term of 63 months under category Tenure of Director is calculated from the date of appointment of the following Directors as Independent Director, under the provisions of Section 149 of the Companies Act, 2013 i.e. with effect from 1st April, 2014: (i) Mr. Sudhirbhai Nanavati (ii) Mr. Shreyasbhai Pandya (iii) Mr. Mukeshbhai Patel (iv) Mr. Sandeepbhai Singhi The aforesaid Independent Directors have been re-appointed in the AGM of the Company held on September 28, 2018, for a second term of consecutive 5 years with effect from April 1, 2019 to March 31, 2024.</p>										

II. Composition of Committees			
Name of Committee	Name of Committee members	Date of Appointment	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	30-03-2005 31-03-2002 12-02-2013 30-12-2005	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>Date of Appointment</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	24-05-2002 30-03-2005 25-01-2006 12-02-2013	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	Not 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	31-03-2002 30-03-2005 03-02-2012 12-02-2013	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
5. Corporate Social Responsibility Committee	1. Mr. Falgunbhai Patel 2. Ms. Pannaben Patel 3. Mr. Shreyasbhai Pandya 4. Mr. Mukeshbhai Patel	29-05-2014 29-05-2014 29-05-2014 29-05-2014	Chairperson-Executive Non-Executive- Non-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 (Enter dates of Previous Quarter and current Quarter in chronological order)</i>	<i>Maximum gap between any 2 consecutive (in number of days)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>	<i>No of Directors present</i>	<i>Number of Independent Directors present</i>
13.02.2019	---	Yes	8	4
28.05.2019	103 days (13.02.2019 to 28.05.2019)	Yes	7	3

<i>Name of the Committee</i>	<i>Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)</i>	<i>Maximum gap between any 2 consecutive (in number of days)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>	<i>No of Directors present</i>	<i>Number of Independent Directors present at the meeting</i>
Audit Committee	13.02.2019	---	Yes	4	4
Audit Committee	28.05.2019	103 days (13.02.2019 to 28.05.2019)	Yes	3	3

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<i>Name of the Committee</i>	<i>Date(s) of Meeting (Enter dates of Previous Quarter and Current Quarter in chronological order)</i>	<i>Maximum gap between any 2 consecutive (in number of days)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>	<i>No of Directors present</i>	<i>Number of Independent Directors present at the meeting</i>
Nomination and Remuneration Committee	13.02.2019	---	Yes	4	4
Nomination and Remuneration Committee	28.05.2019	103 days (13.02.2019 to 28.05.2019)	Yes	3	3
Stakeholders Relationship Committee	13.02.2019	----	Yes	4	4
Nomination and Remuneration Committee	28.05.2019	103 days (13.02.2019 to 28.05.2019)	Yes	3	3
Corporate Social Responsibility Committee	13.02.2019	----	Yes	4	2
Corporate Social Responsibility Committee	28.05.2019	103 days (13.02.2019 to 28.05.2019)	Yes	4	2

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> ^{refer note below}
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.
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. - Yes</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 - Yes</p> <p>b. Nomination & remuneration committee - Yes</p> <p>c. Stakeholders relationship committee - Yes</p>	

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- d. Risk management committee (applicable to the top 100 listed entities): **Not Applicable**
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. - **Yes**
 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. - **Yes**
 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, 2019 was placed before the Board at its meeting held on May 28, 2019. The Corporate Governance Report for the quarter ended June 30, 2019 will be placed at the ensuing meeting of the Board of Directors. There are no comments/ observations/ advice of Board of Directors.

Sd/-
Dhaval Pandya
Company Secretary & Compliance Officer
THE SANDESH LIMITED

Date: July 15, 2019
Place: Ahmedabad