

THE SANDESH LIMITED (CIN: L22121GJ1943PLC000183),
'Sandesh Bhavan', Lad Society Road, B/h. Vastrapur Gam, P.O. Bodakdev, Ahmedabad-380054 (Gujarat-India)

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CORPORATE GOVERNANCE REPORT OF THE COMPANY FOR QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2019

ANNEXURE I

1. Name of Listed Entity - The Sandesh Limited
2. Quarter ending - 30-Sep-2019

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membershi p in Committees of the Company	Remarks
Mr.	Falgunbhai Patel	00050174	C,ED	MD	27-Nov-1974	01-Apr-2017			11-Jan-1956	1	0	0	0		
Mr.	Parthiv Patel	00050211	ED	MD	14-Mar-2002	01-Aug-2018			26-Jul-1982	1	0	0	0		
Mrs.	Pannaben Patel	00050222	NED		29-Oct-2010	28-Sep-2018			17-Oct-1952	1	0	0	0		
Mr.	Sudhirbhai Nanavati	00050236	ID		31-Jan-2001	01-Apr-2019		66	29-Sep-1947	1	1	1	1	AC,SC,NRC	
Mr.	Shreyasbhai Pandya	00050244	ID		30-Dec-2005	01-Apr-2019		66	01-Oct-1952	1	1	2	0	AC,SC,NRC	
Mr.	Mukeshbhai Patel	00053892	ID		30-Mar-2005	01-Apr-2019		66	22-Jan-1954	3	2	2	4	AC,SC,NRC	
Mr.	Sandeepbhai Singhi	01211070	ID		09-Nov-2012	01-Apr-2019		66	06-Apr-1966	4	4	5	1	AC,SC,NRC	
Mr.	Yogesh Jani	06495782	ED		11-Aug-2015				18-Sep-1950	1	0	0	0		

Company Remarks	<p>1. The term of 66 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 Pandyan (iii) Mr. Mukeshbhai Patel (iv) Mr. Sandeepbhai Singhi</p> <p>2. The aforesaid Independent Directors have been re-appointed in the Annual General Meeting (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> <p>3. 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</p> <p>4. Mr. Yogesh Jani, who holds the office of the Whole Time Director of the Company upto August 10, 2020, has been re-appointed as the Whole Time Director of the Company for the period of 5 years from August 10, 2020, in the AGM of the Company held on September 30, 2019. However his date of re-appointment is w.e.f August 10, 2020 and hence the said date has not been mentioned in the column for the same</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mukeshbhai Patel	ID	Chairperson	30-Mar-2005	
2	Sudhirbhai Nanavati	ID	Member	31-Mar-2002	
3	Sandeepbhai Singhi	ID	Member	12-Feb-2013	
4	Shreyasbhai Pandya	ID	Member	30-Dec-2005	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sudhirbhai Nanavati	ID	Chairperson	31-Mar-2002	
2	Mukeshbhai Patel	ID	Member	30-Mar-2005	
3	Sandeepbhai Singhi	ID	Member	12-Feb-2013	
4	Shreyasbhai Pandya	ID	Member	03-Feb-2012	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee : NA

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. **Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sudhirbhai Nanavati	ID	Chairperson	24-May-2002	
2	Mukeshbhai Patel	ID	Member	30-Mar-2005	
3	Sandeepbhai Singhi	ID	Member	12-Feb-2013	
4	Shreyasbhai Pandya	ID	Member	25-Jan-2006	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
28-May-2019	14-Aug-2019	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	77

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	28-May-2019		Yes	3	3
Audit Committee		14-Aug-2019	Yes	2	2
Nomination & Remuneration Committee	28-May-2019		Yes	3	3
Nomination & Remuneration Committee		14-Aug-2019	Yes	2	2
Stakeholders Relationship Committee	28-May-2019		Yes	3	3
Stakeholders Relationship Committee		14-Aug-2019	Yes	2	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

<p>The Corporate Governance Report for the Quarter ended June 30, 2019 was placed before the Board at its meeting held on August 14, 2019. The Corporate Governance Report for the Quarter and Half Year ended September 30, 2019 will be placed at the ensuing meeting of the Board of Directors. There are no comments / observations / advice of Board of Directors.</p>

Name : Dhaval Pandya
 Designation : Company Secretary & Compliance Officer
 Date : October 10, 2019

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Business Responsibility Report is not applicable to the Company.
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Name : Dhaval Pandya
 Designation : Company Secretary & Compliance Officer
 Date : October 10, 2019