

**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 ENDED DECEMBER 31, 2019**

**ANNEXURE I**

1. Name of Listed Entity - **The Sandesh Limited**
2. Quarter ending - **31-Dec-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 Directorship 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
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		69	29-Sep-1947	1	1	1	1
Mr.	Shreyasbhai Pandya	00050244	ID		30-Dec-2005	01-Apr-2019		69	01-Oct-1952	1	1	2	0
Mr.	Mukeshbhai Patel	00053892	ID		30-Mar-2005	01-Apr-2019		69	22-Jan-1954	3	2	2	4
Mr.	Sandeepbhai Singhi	01211070	ID		09-Nov-2012	01-Apr-2019		69	06-Apr-1966	3	3	3	2
Mr.	Yogesh Jani	06495782	ED		11-Aug-2015				18-Sep-1950	1	0	0	0

Company Remarks	The 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, but the term of 69 months under category Tenure of Director is calculated from the date of initial appointment of the Directors as Independent Director, under the provisions of Section 149 of the Companies Act, 2013 i.e. with effect from 1st April, 2014.  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
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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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
14-Aug-2019	12-Nov-2019	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89 days

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	Maximum Gap between any 2 Consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Aug-2019		----	Yes	2	2
Audit Committee		12-Nov-2019	89 days	Yes	3	3
Nomination & Remuneration Committee	14-Aug-2019		----	Yes	2	2
Nomination & Remuneration Committee		12-Nov-2019	89 days	Yes	3	3
Stakeholders Relationship Committee	14-Aug-2019		----	Yes	2	2
Stakeholders Relationship Committee		12-Nov-2019	89 days	Yes	3	3
Corporate Social Responsibility Committee	14-Aug-2019		----	Yes	2	1
Corporate Social Responsibility Committee		12-Nov-2019	89 days	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

**Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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:

<b>The Corporate Governance Report for the Quarter and and Half Year ended September 30, 2019 was placed before the Board at its meeting held on November 12, 2019. The Corporate Governance Report for the Quarter ended December 31, 2019 will be placed at the ensuing meeting of the Board of Directors. There are no comments / observations / advice of Board of Directors.</b>
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Name : Dhaval Pandya  
Designation : Company Secretary & Compliance Officer  
Date : January 13, 2020