

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: investorgrievance@sandesh.com**ANNEXURE I**

- i. Name of Listed Entity : **THE SANDESH LIMITED** (BSE SCRIP CODE – 526725 & NSE SYMBOL - SANDESH (EQ.))
- ii. Quarter ending as on **31ST MARCH, 2020**
- iii. **Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive /Non-Executive / Independent/ Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	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	27-Nov-1974	01-Apr-2017			11-Jan-1956	NA		1	0	0	0
Mr.	Parthiv Patel	00050211	ED	14-Mar-2002	01-Aug-2018			26-Jul-1982	NA		1	0	0	0
Mrs.	Pannaben Patel	00050222	NED	29-Oct-2010	28-Sep-2018			17-Oct-1952	NA		1	0	0	0
Mr.	Sudhirbhai Nanavati	00050236	ID	31-Jan-2001	01-Apr-2019		72	29-Sep-1947	NA		1	1	1	1
Mr.	Shreyasbhai Pandya	00050244	ID	30-Dec-2005	01-Apr-2019		72	01-Oct-1952	NA		1	1	2	0
Mr.	Mukeshbhai Patel	00053892	ID	30-Mar-2005	01-Apr-2019		72	22-Jan-1954	NA		3	2	2	4
Mr.	Sandeepbhai Singhi	01211070	ID	09-Nov-2012	01-Apr-2019		72	06-Apr-1966	NA		3	3	3	2
Mr.	Yogesh Jani	06495782	ED	11-Aug-2015				18-Sep-1950	NA		1	0	0	0

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Company Remarks	<ol style="list-style-type: none"> 1. The term of 72 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 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 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 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
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

iv. 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	

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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

<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>
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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

v. 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
12-Nov-2019	21-Jan-2020	Yes	7	3
	14-Feb-2020	Yes	8	4

Company Remarks	
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Maximum gap between any two consecutive (in number of days)	69 (between 12-Nov 2019 and 21-Jan-2020)
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vi. 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	12-Nov-2019		Yes	3	3
Audit Committee		14-Feb-2020	Yes	4	4
Nomination & Remuneration Committee	12-Nov-2019		Yes	3	3
Nomination & Remuneration Committee		14-Feb-2020	Yes	4	4
Stakeholders Relationship Committee	12-Nov-2019		Yes	3	3
Stakeholders Relationship Committee		14-Feb-2020	Yes	4	4
Corporate Social Responsibility Committee	12-Nov-2019		Yes	3	2
Corporate Social Responsibility Committee		14-Feb-2020	Yes	4	2

Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93
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<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**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 500 listed entities) - **Not applicable**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here: The report submitted in the previous quarter ended on December 31, 2019 has been placed before the Board of Directors at its meeting held on February 14, 2020. The Corporate Governance Report for the quarter ended and year ended on March 31, 2020 will be placed at the ensuing Board Meeting. There are no comments / observations / advice of Board of Directors.

Name : Dhaval Pandya
 Designation : Company Secretary & Compliance Officer

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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: 2019-20

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status</i>	<i>Company Remark</i>	<i>Website</i>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.sandesh.com
Terms and conditions of appointment of independent	Yes		www.sandesh.com
Composition of various committees of board of	Yes		www.sandesh.com
Code of conduct of board of directors and senior	Yes		www.sandesh.com
Details of establishment of vigil mechanism/ Whistle	Yes		www.sandesh.com
Criteria of making payments to non-executive	Yes		www.sandesh.com
Policy on dealing with related party transactions	Yes		www.sandesh.com
Policy for determining ‘material’ subsidiaries	Yes		www.sandesh.com
Details of familiarization programs imparted to	Yes		www.sandesh.com
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.sandesh.com
Contact information of the designated officials of the	Yes		www.sandesh.com
Financial results	Yes		www.sandesh.com
Shareholding pattern	Yes		www.sandesh.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.sandesh.com
Credit rating or revision in credit rating obtained by	Not Applicable		
Separate audited financial statements of each	Yes		www.sandesh.com
As per other regulations of the LODR:			

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Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.sandesh.com
Materiality Policy as per Regulation 30	Yes		www.sandesh.com
Dividend Distribution policy as per Regulation 43A	Not Applicable		
It is certified that these contents on the website of the	Yes		www.sandesh.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	

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<i>Meeting of nomination & remuneration committee</i>	<i>19(3A)</i>	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Not Applicable	
<i>Meeting of Risk Management Committee</i>	<i>22</i>	Not Applicable	
<i>Vigil Mechanism</i>	<i>22</i>	Yes	
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Yes	
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Yes	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes	
<i>D & O Insurance for Independent Directors</i>	<i>25(10)</i>	Not Applicable	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	

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<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	
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Name : Dhaval Pandya
Designation : Company Secretary & Compliance Officer