

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 SEPTEMBER, 2016**

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*	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	01/04/2012	N.A.	One	None	None
Mr.	Parthiv Patel	PAN: AICPP4193R DIN: 00050211	Executive	01/08/2013	N.A.	One	None	None
Ms.	Pannaben Patel	PAN: AAXPP3168R DIN: 00050222	Non-Executive	29/10/2010	N.A.	One	None	None
Mr.	Sudhirbhai Nanavati	PAN: ABEPN6907C DIN: 00050236	Non-Executive – Independent	01/04/2014	5 Years	One	One	One
Mr.	Shreyasbhai Pandya	PAN: ACRPP8926H DIN: 00050244	Non-Executive – Independent	01/04/2014	5 Years	One	Two	None

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I. Composition of Board of Directors								
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Mr.	Mukeshbhai Patel	PAN: AFSPP1245B DIN: 00053892	Non-Executive – Independent	01/04/2014	5 Years	Three	Three	Five
Mr.	Sandeepbhai Singhi	PAN: ACAPS7055B DIN: 01211070	Non-Executive – Independent	01/04/2014	5 Years	Two	Two	None
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. Shri Mukeshbhai Patel 2. Shri Sudhirbhai Nanavati 3. Shri Shreyasbhai Pandya 4. Shri 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) ^s</i>
2. Nomination & Remuneration Committee	1. Shri Sudhirbhai Nanavati 2. Shri Mukeshbhai Patel 3. Shri Shreyasbhai Pandya 4. Shri 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. Shri Sudhirbhai Nanavati 2. Shri Mukeshbhai Patel 3. Shri Shreyasbhai Pandya 4. Shri Sandeepbhai Singhi	Chairperson- Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
^s 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>
30.05.2016	10.08.2016 12.09.2016	71 days (30.05.2016 to 10.08.2016) 32 days (10.08.2016 to 12.09.2016)

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>
10.08.2016 (Audit Committee)	Yes (Two members [independent directors], were present at the meeting)	30.05.2016 (Audit Committee)	71 days (30.05.2016 to 10.08.2016)
12.09.2016 (Audit Committee)	Yes (Three members [independent directors], were present at the meeting)	-----	32 days (10.08.2016 to 12.09.2016)
10.08.2016 (CSR Committee)	Yes (Two members were present at the meeting)	30.05.2016 (CSR Committee)	71 days (30.05.2016 to 10.08.2016)
10.08.2016 (Nomination & Remuneration Committee)	Yes (Two members [independent directors], were present at the meeting)	30.05.2016 (Nomination & Remuneration Committee)	71 days (30.05.2016 to 10.08.2016)
10.08.2016 (Stakeholders Relationship Committee)	Yes (Two members [independent directors], were present at the meeting)	30.05.2016 (Stakeholders Relationship Committee)	71 days (30.05.2016 to 10.08.2016)

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{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	
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.	
2 If status is "No" details of non-compliance may be given here.	

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 has been placed before Board of Directors. This Report will be placed at the ensuing Board Meeting. There are no comments / observations / advice of Board of Directors.</p>	
<p>Dhaval Pandya Company Secretary & Compliance Officer THE SANDESH LIMITED</p>	<p>Date: October 13, 2016 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 III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

1. Name of Listed Entity : **THE SANDESH LIMITED** (BSE SCRIP CODE – 526725 & NSE SYMBOL - SANDESH (EQ.))
2. Quarter ending as on **30TH SEPTEMBER, 2016**

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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. Business Responsibility Report is not applicable to the Company.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes. Authorised Representative of Audit Committee Chairman was present at the Annual General Meeting.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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>For, THE SANDESH LIMITED</p> <p>Dhaval Pandya Company Secretary & Compliance Officer</p>		<p>Date: October 13, 2016 Place: Ahmedabad</p>