

June 30, 2021

E-FILING

To

1. The Manager, Corporate Relationship Dept.,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

2. The Manager, Listing Department,
NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
"Exchange Plaza", C-1, Block-"G",
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

Script Code : 526725

NSE Symbol: SANDESH (EQ.)

Sub.: Submission of the Annual Secretarial Compliance Report for the Financial year ended March 31, 2021


Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended on March 31, 2021, issued by M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **THE SANDESH LIMITED**


DHAVAL PANDYA
COMPANY SECRETARY



Encl: As above

THE SANDESH LIMITED (CIN : L22121GJ1943PLC000183)

REGD. OFFICE : 'SANDESH BHAVAN', LAD SOCIETY ROAD, B/H VASTRAPUR GAM P.O. BODAKDEV, AHMEDABAD-380 054
PHONE : (079) 40004319, 40004175 FAX NO. : +91 79 40004242 E-mail : secretarial@sandesh.com, cs@sandesh.com
VISIT US : WWW.SANDESH.COM

Jignesh A. Maniar & Associates

COMPANY SECRETARIES

93, Surdhara Bungalows, Opp. Sarathi-III, Drive-in Road, Ahmedabad - 380 054.
Cell. :98791 04118 E-mail : jignesh@gujoil.com

Secretarial compliance report of THE SANDESH LIMITED for the year ended on 31st March, 2021

To,
The Sandesh Limited
Sandesh Bhavan, Lad Society Road,
B/h. Vastrapur Gam, P.O. Bodakdev,
Ahmedabad - 380054

We, **Jignesh A. Maniar & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **The Sandesh Limited**("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*hereinafter referred to as LODR*);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;(*Not Applicable for the period under review*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not Applicable for the period under review*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (*Not Applicable for the period under review*)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*Not Applicable for the period under review*)
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;(*Not Applicable for the period under review*)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1)(a) of LODR for having atleast one Independent Woman Director	Regulation 17(1)(a) of LODR provides for appointment of an Independent Woman Director for Top 1000 Listed Entities w.e.f. 1 st April, 2020. The Company has appointed Dr. Gauri Trivedi as an Independent Woman Director w.e.f. 15 th September, 2020.	We have been informed by the Company that it has made the compliance with the provisions of Regulation 17(1)(a) of LODR by appointing Dr. Gauri Trivedi with effect from 15 th September, 2020 and the delay in making appointment was due to COVID-19 situation.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Details provided in Annexure A



(d) The reporting on the actions taken by the Listed Entity to comply with the Observations / Remarks made in the previous reports does not arise as there were no Observations / Remarks made in the previous reports.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Ahmedabad
Date: 30/06/2021

For, Jignesh A. Maniar & Associates
Company Secretaries



Jignesh A. Maniar
Proprietor
F.C.S. No. 3468
C. P. No. 6996



UDIN: F003468C000551752

ANNEXURE – A

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	<p>(1) Bombay Stock Exchange Limited (BSE) vide Email dated 20th August, 2020</p> <p>(2) National Stock Exchange Limited (NSE) vide notice dated 20th August, 2020 sent via Email dated 21st August, 2020</p>	<p>Non-Compliance of Regulation 17(1)(a) of LODR – Delay in appointment of Independent Woman Director, which is applicable to top 1000 Listed Entities</p>	<p>Fine of Rs. 5,36,900/- was imposed by both BSE and NSE respectively for the quarter ended on 30th June, 2020</p>	<p>We have been informed by the Company that it has made the compliance with the provisions of Regulation 17(1)(a) of LODR by appointing Dr. Gauri Trivedi (DIN: 06502788) with effect from 15th September, 2020 and the delay in making appointment was due to COVID-19 situation. It was also informed to us that the Company had represented the facts and circumstances for the delay in appointment of independent woman director to the stock exchanges, with a prayer to condone the delay, in making the appointment, and also with a request to waive off the penalty imposed, as the delay in making the appointment was on account of Covid-19 situation.</p>
2.	<p>(1) Bombay Stock Exchange Limited (BSE) vide Email dated 17th November, 2020</p> <p>(2) National Stock Exchange Limited (NSE) vide notice dated 17th November, 2020 sent via Email dated 18th November, 2020</p>	<p>Non-Compliance of Regulation 17(1)(a) of LODR – Delay in appointment of Independent Woman Director, which is applicable to top 1000 Listed Entities</p>	<p>Fine of Rs. 4,48,400/- was imposed by both BSE and NSE respectively for the Quarter ended on 30th September, 2020. Freezing of demat accounts of Promoters as per the Directions of BSE</p>	<p>We have been informed by the Company that it had represented the facts and circumstances for delay in appointment of independent woman director to the stock exchanges, with a prayer to condone the delay, in making the appointment, and also with a request to waive off the penalty imposed and unfreezing the demat accounts of the promoters as the delay in making the appointment was on account of Covid-19 situation.</p>

