

May 10, 2019

**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 LTD.**  
“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, 2019**

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, 2019, 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. 91-079-40004242. E-mail : secretarial@sandesh.com, cs@sandesh.com

VISIT US : WWW.SANDESH.COM

**Secretarial compliance report of THE SANDESH LIMITED for the year ended on  
31<sup>ST</sup> MARCH, 2019**

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 **31<sup>st</sup> March, 2019 ("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 and amendments thereof;
- (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 and amendments thereof;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable for the period under review)



# Jignesh A. Maniar & Associates

COMPANY SECRETARIES

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Cell. :98791 04118 E-mail : jignesh@gujoil.com

- (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 and amendments thereof;
- (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, and therefore none of the matters require disclosure in the below mentioned table.

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not applicable			

- (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 our examination of those records.
- (c) No actions were 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.

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.
Not Applicable				



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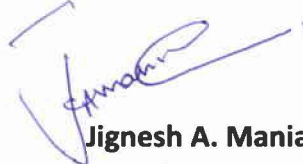
- (d) This being the first reporting period since the notification of the requirement to submit this report, reporting on the Actions taken by the listed Entity to comply with the Observations / Remarks made in the previous reports does not arise.

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: 1<sup>st</sup> May, 2019



For, Jignesh A. Maniar & Associates  
Company Secretaries

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