

May 30, 2024

To,

1. BSE LIMITED

Phiroze Jeejeebhoy Towers, Dalal Street, <u>MUMBAI</u> – **400 001**

BSE Scrip Code: 526725

E-FILING

2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"Exchange Plaza", C-1, Block-G, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051

NSE Symbol: SANDESH (EQ.)

Sub.: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024

Dear Sir,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended on March 31, 2024, issued by M/s. Jignesh A. Maniar & Associates, Company Secretaries, Ahmedabad.

Kindly take the same on your records.

Thanking you,

Yours sincerely, **FOR, THE SANDESH LIMITED**

HARDIK PATEL COMPANY SECRETARY ICSI MEMBERSHIP NO.: A55828

Encl.: As Above



COMPANY SECRETARIES

93, Surdhara Bunglows, Opp. Sarathi –III, Drive-in-Road, Ahemdabad 380 054 Cell.: 98791 04118, E-mail: jigneshamaniar@gmail.com

Secretarial Compliance Report of The Sandesh Limited for the financial year ended March 31, 2024

To,

The Sandesh Limited

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

Wehave 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) the website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this ceritication,

for the financial year ended **March 31, 2024** ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (hereinafter referred to as LODR);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not Applicable for the period under review)
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and amendments from time to time; (Not Applicable for the period under review)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; (Not Applicable for the period under review)
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not Applicable for the period under review)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018and amendments from time to time;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, and based on the above examination, we hereby report that, during the Review Period:

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

S	Compliance	Regulation	Devi	Action	Type of	Det	Fin	Observatio	Mana	Re
r.	Requirement	/Circular	atio	Taken	Action	ails	е	ns/Remar	geme	mar
N	(Regulations/c	No.	ns	by	(Advisory/Cl	of	Am	ks of the	nt	ks
0	irculars/guidel				arification/F	Viol	oun	Practicing	Respo	
	ines including				ine/Show	atio	t	Company	nse	
	specific				Cause	n		Secretary		
	clause)				Notice/Warn					
					ing, etc.)					
NIL										

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Observations/	Observations	Compliance	Details of	Remedial	Comments of
No.	Remarks of	made in	Requirement	violations /	actions, if	the PCS on
	the Practicing	the secretarial	(Regulations/	deviations and	any, taken	the actions
	Company	compliance	circulars/guid	actions taken /	by the	taken by the
	Secretary in	report for the	elines	penalty imposed,	listed	listed entity
	the previous	year ended	including	if any, on the	entity	
	reports	March 31, 2024	specific	listed entity		
			clause)			
NIL						

c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Complia nce Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards		
	The Compliance of the listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NIL
2.	Adoption and timely updation of the Policies:		
	 All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	NIL
3.	Maintenance and disclosures on Website:		
	 The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance 		
	reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	NIL

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4.	Disqualification of Director:		
	None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	NIL
5.	To examine details related to Subsidiaries of listed		Listed entity
	entity: a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A. Yes	does not have any material subsidiary. It has formed a policy for determining
			material
6.	Preservation of Documents:		subsidiary.
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015	Yes	NIL
7.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	NIL
8.	Related Party Transactions:		There was no
	 a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit 	Yes	related party transaction entered into by Listed entity for which prior approval was not obtained.
	Committee	14.71.	not obtained.
9.	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder	Yes	NIL
10.	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any:		No actions
	No actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	Yes	taken against the Listed Entity or its promoters or directors or subsidiary.
12.	Resignation of statutory auditors from the listed	NA	Nil

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	entity or its material subsidiaries:		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (LODR) Regulations, 2015 by listed entities		
13.	Additional Non-compliance, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	There was no any additional non-compliance observed for all SEBI regulation/circ
			ular/guidance note. etc. during the review period.

^{*} Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitations of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

Place: Ahmedabad Date: 28th May, 2024 For Jignesh A. Maniar & Associates **Company Secretaries**

JIGNESH ASHWINBHA MANIAR

Jignesh A. Maniar Proprietor FCS No.: 3468 CP No.: 6996

UDIN: F003468F000474752