

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company

SANDU PHARMACEUTICALS LIMITED

Quarter ending on

30th JUNE, 2012.

PARTICULARS	CLAUSES OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARK
I. Board of Directors	49 I	yes	80% Consist of Non- Executive Directors and 50% consist of Independent Directors.
(A) Composition of Board 1. Shri. Bhaskar Govind Sandu 2. Dr. Madan Laxman Kapre 3. Shri. Dilip R. Salagonkar 4. Shri K. Vinaykumar 5. Shri. Shashank B. Sandu 6. Shri. Umesh B. Sandu	49(IA)	yes	
(B) Non Executive Directors compensation & Disclosure	49(IB)	yes	Only sitting fees is being paid to Independent Directors. Disclosure is made in Annual Report.
(C) Other Provisions as to Board and Committees	49(IC)	yes	
(D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	49 II	yes	
1. Shri K. Vinaykumar (Chairman) 2. Shri. Dilip R. Salagonkar 3. Dr. Madan Laxman Kapre 4. Shri. Umesh B. Sandu			
(A) Qualified and Independent Audit Committee	49(IIA)	yes	75% members are Independent Directors including Chairman of the Committee.
(B) Meeting Of Audit Committee	49(II B)	yes	The Audit Committee is meeting every quarter
(C) Power Of Audit Committee	49(II C)	yes	
(D) Role Of Audit Committee	49(II D)	yes	
(E) Review Of Information Of Audit Committee	49(II E)	yes	
III. Subsidiary Companies	49(III)	N.A.	
IV. Disclosure	49(IV)	yes	
(A) Basis of related party transactions	49(IVA)	yes	Complied in the Annual Report
(B) Board Disclosure-Accounting Treatment	49(IVB)	yes	
(C) Board Disclosure-Risk management	49(IVC)	yes	
(C) Proceeds from Public issue, right issue, preferential issue	49(IVC)	N.A.	
(D) Remuneration of Directors	49(IVD)	yes	

(E)Management	49(IVE)	yes	Complied in the Annual Report
(F)Shareholders	49(IVF)	yes	
<u>V.CEO/CFO Certification</u>	49(V)		Complied in the Annual Report
<u>VI. Report on Corporate Governance</u>	49(VI)	Yes	Complied in the Annual Report
<u>VII. Compliance</u>	49(VII)	Yes	Complied in the Annual Report

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