

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company**

**SANDU PHARMACEUTICALS LIMITED**

**Quarter ending on**

**31st DECEMBER, 2012.**

<b>PARTICULARS</b>	<b>CLAUSES OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS YES/NO</b>	<b>REMARK</b>
<b>I. Board of Directors</b>	49 I	yes	80% Consist of Non- Executive Directors and 50% consist of Independent Directors.
(A) Composition of Board	49(IA)	yes	
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			
(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	
<b>ii. Audit Committee</b>	49 II	yes	The company has re-constituted the Audit Committee vide Board Meeting held on 17/07/2010
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(IIB)	yes	The Audit Committee is meeting every quarter
(C) Power Of Audit Committee	49(IIC)	yes	
(D) Role Of Audit Committee	49(IID)	yes	
(E) Review Of Information Of Audit Committee	49(IIE)	yes	
<b>III. Subsidiary Companies</b>	49(III)	N.A.	
<b>IV. Disclosure</b>	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	
<b>V. CEO/CFO Certification</b>	49(V)		Complied in the Annual Report
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Complied in the Annual Report
<b>VII. Compliance</b>	49(VII)	Yes	Complied in the Annual Report

**FOR SANDU PHARMACEUTICALS LTD.**