

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company**  
**Quarter ending on**

**SANDU PHARMACEUTICALS LIMITED**  
**31st March, 2014.**

<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	85% Consist of Non- Executive Directors and 60% consist of Independent Directors.
(A) Composition of Board	49(IA)	yes	
1. Shri. Bhaskar Govind Sandu 2. Shri. Dilip R. Salagonkar 3. Dr. Krishna B. Deshpande 4. Dr. Madan Laxman Kapre 5. Shri K. Vinay Kumar 6. Shri. Shashank B. Sandu 7. Shri. Umesh B. Sandu			
(B) Non Executive Directors compensation & Disclosure	49(IB)	yes	
(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	
1. Shri K. Vinay Kumar (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	
<b>III. Subsidiary Companies</b>	49(III)	N.A.	
<b>IV. Disclosure</b>	49(IV)	yes	Complied in the Annual Report
(A) Basis of related party transactions	49(IV A)	yes	
(B) Board Disclosure-Accounting Treatment	49(IV B)	yes	
(C) Board Disclosure-Risk management	49(IV C)	yes	
(C) Proceeds from Public issue, right issue, preferential issue	49(IV C)	N.A.	
(D) Remuneration of Directors	49(IV D)	yes	
(E) Management	49(IV E)	yes	Complied in the Annual Report
(F) Shareholders	49(IV F)	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

