

Ref: BSE/CORP-SEC/2016-17/154

L24233GA1985PLC001587

Dated: 01/10/2016

To,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Re: Regulation 44 (3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 with BSE Limited - Voting results with Scrip Code 524703

Dear Sir,

Pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of the Listing Agreement this is to inform you that the members of the company at the Annual General Meeting held on 30th September, 2016 transacted the following business:

| Sr. No. | Description | Particulars | | | |
|---------|--|--|-------------|---------------------------|-------|
| 1 | Date of the AGM | 30th September 2016 | | | |
| 2 | Book Closure Date | 23rd September, 2016 to 30th September, 2016 (both days inclusive) | | | |
| 3 | Total no. of shareholders on record date | 10700 | | | |
| 4 | No. of Shareholders present in the meeting either in person or through proxy or through Authorised Representative | | | | |
| | Shareholders | In Person | Proxy | Authorised Representative | Total |
| | Promoters and Group | 3 | - | 4 | 7 |
| | Public | 32 | 2 | - | 34 |
| | Total | | | | 41 |
| 5 | No. of Shareholders attending Meeting through Video Conferencing - NOT ARRANGED Promoters and Promoter Group Public | | | | |
| 6 | Agenda wise voting results for e-voting and voting at the AGM (Poll) | | As enclosed | | |

Also attaching herewith Report of Scrutinizers dated 30TH September 2016 received from Mrs. Kritika Saterdekar, Practicing Company Secretary.

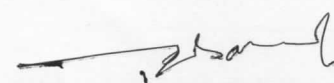
Requesting you to kindly take the same on record.

Thanking You,

Yours Faithfully,



On Order of the Board of Director
For Sandu Pharmaceuticals Limited



Shri Bhaskar G. Sandu
Chairman
(DIN: 02816792)

VOTING RESULTS

| | |
|--|---|
| Resolution No 1 | Audited Financial Statements of the Company for the Financial Year ended 31 st March 2016 and the Reports of the Board of Directors and Auditors Thereon |
| Resolution Required (Ordinary/Special) | Ordinary Resolution |
| Whether Promoter/Promoters Group Are interested in the Agenda/Resolution | NO |

| Category | Mode of Voting | No of Shares | No of Votes Casted | % of votes casted on outstanding shares | No of votes in favour | No of Votes against | % of votes in favour on votes casted | % of Votes Against on votes casted |
|-------------------------------|----------------|--------------|--------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoters and Promoters Group | E-voting | 3100690 | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| | Ballot | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| Public Institution | E-voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-voting | 11800 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | | 11800 | 100% | 11800 | 0 | 100% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Total | | | 3112490 | 100% | 3112490 | 0 | 100% | 0% |

| | |
|--|---|
| Resolution No 2 | Appointment of Shashank B Sandu (DIN:00678098) who retires by rotation and being eligible offers himself for re-appointment |
| Resolution Required (Ordinary/Special) | Ordinary Resolution |
| Whether Promoter/Promoters Group Are interested in the Agenda/Resolution | YES |

| Category | Mode of Voting | No of Shares | No of Votes Casted | % of votes casted on outstanding shares | No of votes in favour | No of Votes against | % of votes in favour on votes casted | % of Votes Against on votes casted |
|----------|----------------|--------------|--------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |

| | | | | | | | | |
|-------------------------------|----------|---------|---------|------|---------|---|------|----|
| Promoters and Promoters Group | E-voting | 3100690 | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| | Ballot | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| Public Institution | E-voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-voting | 11800 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | | 11800 | 100% | 11800 | 0 | 100% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Total | | | 3112490 | 100% | 3112490 | 0 | 100% | 0% |

| | |
|--|---|
| Resolution No 3 | Appointment of M/s Dileep and Prithvi ,Chartered Accountant as Statutory Auditor of the Company for the Financial Year 2016-17. |
| Resolution Required (Ordinary/Special) | Ordinary |
| Whether Promoter/Promoters Group Are interested in the Agenda/Resolution | No |

| Category | Mode of Voting | No of Shares | No of Votes Casted | % of votes casted on outstanding shares | No of votes in favour | No of Votes against | % of votes in favour on votes casted | % of Votes Against on votes casted |
|-------------------------------|----------------|--------------|--------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)*100 |
| Promoters and Promoters Group | E-voting | 3100690 | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| | Ballot | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| Public Institution | E-voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-voting | 11800 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | | 11800 | 100% | 11800 | 0 | 100% | 0% |

| | | | | | | | | |
|-------|-------|--|---------|------|---------|---|------|----|
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Total | | | 3112490 | 100% | 3112490 | 0 | 100% | 0% |

| | |
|--|--|
| Resolution No 4 | Approval of Material Related Party Transaction |
| Resolution Required (Ordinary/Special) | Ordinary |
| Whether Promoter/Promoters Group Are interested in the Agenda/Resolution | YES |

| Category | Mode of Voting | No of Shares | No of Votes Casted | % of votes casted on outstanding shares | No of votes in favour | No of Votes against | % of votes in favour on votes casted | % of Votes Against on votes casted |
|-------------------------------|----------------|--------------|--------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoters and Promoters Group | E-voting | 3100690 | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| | Ballot | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| Public Institution | E-voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-voting | 11800 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | | 11800 | 100% | 11800 | 0 | 100% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Total | | | 3112490 | 100% | 3112490 | 0 | 100% | 0% |

| | |
|--|---------------------------------|
| Resolution No 5 | Service of Documents on Members |
| Resolution Required (Ordinary/Special) | Ordinary |
| Whether Promoter/Promoters Group Are interested in the Agenda/Resolution | No |

| Category | Mode of Voting | No of Shares | No of Votes Casted | % of votes casted on outstanding shares | No of votes in favour | No of Votes against | % of votes in favour on votes casted | % of Votes Against on votes casted |
|----------|----------------|--------------|--------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |

| | | | | | | | | |
|-------------------------------|----------|---------|---------|------|---------|---|------|----|
| Promoters and Promoters Group | E-voting | 3100690 | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| | Ballot | | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | | 3100690 | 100% | 3100690 | 0 | 100% | 0% |
| Public Institution | E-voting | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Total | 0 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-voting | 11800 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Ballot | | 11800 | 100% | 11800 | 0 | 100% | 0% |
| | Total | | 0 | 0% | 0 | 0 | 0% | 0% |
| Total | | | 3112490 | 100% | 3112490 | 0 | 100% | 0% |

On Order of the Board of Director
For Sandu Pharmaceuticals Limited



[Signature]
Shri Bhaskar G. Sandu
Chairman
(DIN: 02816792)

Kritika Satardekar

Company Secretary

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman, Annual general Meeting of the Equity Shareholders
of Sandu Pharmaceuticals Limited

Held on Friday, 30th day of September, 2016 at 9.00 a.m.
At Pilerne Indl. Estate, Marra, Bardez

Dear Sir,

I, Kritika Satardekar, Practising Company Secretary, appointed as Scrutinizer(s) for the purpose of the poll taken (which includes e- voting) on the below mentioned resolution(s), at the 31th Annual General meeting of the Equity Shareholders of Sandu Pharmaceuticals Limited, held on 30th day of September, 2016 at 9.00 a.m at Pilerne Indl. Estate, Marra, Bardez , submit my report as under:

1. The company has extended the facility of e-voting to the shareholders by tying up with Central Depository Services Limited (CDSL) e-voting facility.
2. The e-voting remained open for the period commencing from Tuesday, 27th September 2016 at 10:00 am to Thursday, 29th September 2016 upto 5:00 pm.
3. At the Annual General Meeting, after the time fixed for closing of the poll by the chairman, one ballot box that was kept for polling was locked in the presence of my authorized representative with due identification marks placed.
4. The locked ballot box was subsequently opened by my authorised representative and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company and the authorizations/ proxies lodged with the Company.
5. Thereafter, using the Scrutinizer's login on the CDSL e-voting website, the votes cast through remote e-voting were unlocked in the presence of two witnesses who are not in the employment of the Company.
6. The votes cast by the shareholders through the e-voting facility were scrutinized by me.
7. No poll papers were incomplete and/or were otherwise found defective.
8. The result of the voting is as under:-



Kritika Satardekar

Company Secretary

Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 32 | 9 | 11800 | 3100690 | 100% |

(ii) Voted against the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 0 | 0 | 0 | 0 | 0% |

(iii) Invalid Votes:-

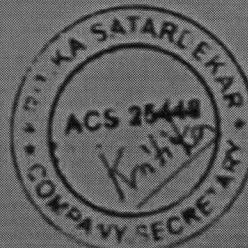
| Total number of members whose votes were declared invalid | Total Number of vote cast by them |
|---|-----------------------------------|
| 0 | 0 |

Item No. 2

To appoint a Director in place of Shri Shashank B. Sandu, (DIN: 00678098) who retires by rotation in compliance with the provisions of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 32 | 9 | 11800 | 3100690 | 100% |



Kritika Satardekar

Company Secretary

(ii) Voted against the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 0 | 0 | 0 | 0 | 0% |

(iii) Invalid Votes:-

| Total number of members whose votes were declared invalid | Total Number of vote cast by them |
|---|-----------------------------------|
| 0 | 0 |

Item No. 3

Appointment of Dileep and Prithvi, Chartered Accountants, Mumbai as Statutory Auditors of the Company

(i) Voted in favour of the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 32 | 9 | 11800 | 3100690 | 100% |

(ii) Voted against the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 0 | 0 | 0 | 0 | 0% |

(iii) Invalid Votes:-

| Total number of members whose votes were declared invalid | Total Number of vote cast by them |
|---|-----------------------------------|
| 0 | 0 |



Kritika Satardekar

Company Secretary

Item No. 4

Approval of material related party transaction

(i) Voted in favour of the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 32 | 9 | 11800 | 3100690 | 100% |

(ii) Voted against the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 0 | 0 | 0 | 0 | 0% |

(iii) Invalid Votes:-

| Total number of members whose votes were declared invalid | Total Number of vote cast by them |
|---|-----------------------------------|
| 0 | 0 |

Item No. 5

Service of Documents on Members

(i) Voted in favour of the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E - Voting | Those present in person or by proxy at AGM | Through E - Voting | |
| 32 | 9 | 11800 | 3100690 | 100% |



Kritika Satardekar

Company Secretary

(ii) Voted against the resolution:-

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--|--------------------|--|--------------------|---------------------------------------|
| Those present in person or by proxy at AGM | Through E – Voting | Those present in person or by proxy at AGM | Through E – Voting | |
| 0 | 0 | 0 | 0 | 0% |

(iii) Invalid Votes:-

| Total number of members whose votes were declared invalid | Total Number of vote cast by them |
|---|-----------------------------------|
| 0 | 0 |

9. Data pertaining to a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent to the designated ID provided by the Company Secretary/Authorised Director.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking You,

Place: Guwahati

Dated:- September 30, 2016

Yours faithfully,

Kritika Satardekar

Practising Company secretary

CP No:- 13645

