

Ref No. SPL/BSE/Corp-Sec/2016-17/ 174

L24233GA1985PLC001587

Dated: 12th October, 2016

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

Sub: Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for Quarter ended 30th September, 2016.

Sir

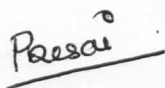
We are sending herewith Corporate Governance Report for the Quarter ended on 30th September, 2016 as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Kindly take note of the same.

Thanking You,

Yours Faithfully,

For Sandu Pharmaceuticals Limited



Pratika Shenvi Dessai
Company Secretary



| General information about company | |
|-----------------------------------|-------------------------------|
| Scrip code | 524703 |
| Name of the entity | Sandu Pharmaceuticals Limited |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2016 |
| Risk management committee | Not Applicable |



| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 30-05-2016 | | |
| 2 | | 13-08-2016 | 74 |
| 3 | | 30-09-2016 | 47 |



| Annexure 1 | | | | | | | |
|--|-------------------------------------|---|--|---|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 13-08-2016 | Yes | 3 Directors out of 4 attended the meeting | 30-05-2016 | 74 | |
| 2 | Stakeholders Relationship Committee | 13-08-2016 | Yes | all Directors attended the meeting | 30-05-2016 | 74 | |



Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |
| Disclosure of notes of material transaction with related party | | | Textual Information(1) |



Text Block

Textual Information(1)

Related Party Transactions from 01st July 2016 to 30th September 2016

| Date of Contract/ Arrangments | Name of the Party with Which contract is entered into | Name of interested Director | Date of Board Approval | Date of Members Approval | Nature of Transactions of Transaction | Amount |
|----------------------------------|---|--|------------------------------|--------------------------------|---|----------|
| 01st April 2014 | M/s Sandu Brothers Pvt Ltd | Bhaskar Sandu Shashank Sandu Umesh Sandu Shubhada Sandu | 30th May 2016 | 30th Sept 2016 | Purchase of Finished Goods | 448810 |
| | | | | | Sale of Finished Goods | 42565919 |
| 01st April 2014 | M/s Sandu Brothers Pvt Ltd | Bhaskar Sandu Shashank Sandu Umesh Sandu Shubhada Sandu | 30th May 2016 | 30th Sept 2016 | Rent | 15000 |

For Sandu Pharmaceuticals Limited

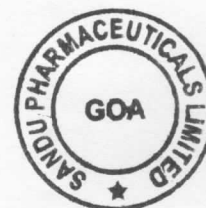
sd/-

Nikesh Shah
Chief Financial Officer

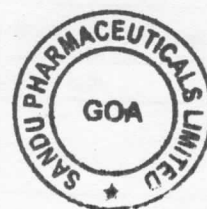
Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|--|-------------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |



Text Block



Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| | Any other information to be provided | | | |



| Signatory Details | |
|-----------------------|-----------------------|
| Name of signatory | PRATIKA SHENVI DESSAI |
| Designation of person | Compliance Officer |
| Place | PILERNE |
| Date | 12-10-2016 |

