

| General information about company | |
|--|-------------------------------|
| Scrip code | 524703 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE751DO1014 |
| Name of the entity | SANDU PHARMACEUTICALS LIMITED |
| Date of start of financial year | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2019 |
| Risk management committee | Not Applicable |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Wether the listed entity has a Regular Chairperson

No

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|--------------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| | | | | | | | | | | | | | | | | |
| 1 | Mr | BHASKAR SANDU | ABXPS2274E | 02816792 | Non-Executive - Non Independent Director | Chairperson | | 30-09-2015 | 25-03-2019 | | 0 | 0 | 0 | | | |
| 2 | Mr | DILIP SALGAOCAR | AHTPS5086L | 00044240 | Non-Executive - Independent Director | Not Applicable | | 01-04-2014 | | 60 | 1 | 1 | 0 | | | |
| 3 | Mr | DR KRISHNA DESHPANDE | ANPPD5655G | 06557518 | Non-Executive - Independent Director | Not Applicable | | 01-04-2014 | | 60 | 1 | 1 | 0 | | | |
| 4 | Mr | DR MADAN KAPRE | ABCPK1595P | 03113515 | Non-Executive - Independent Director | Not Applicable | | 01-04-2014 | | 60 | 1 | 1 | 0 | | | |

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5 | Mr | K VINAY KUMAR | ALMPK9444K | 02322747 | Non-Executive - Independent Director | Not Applicable | | 01-04-2014 | | 60 | 1 | 1 | 1 | | |
| 6 | Mr | SHASHANK SANDU | ABWPS9337H | 00678098 | Non-Executive - Non Independent Director | Not Applicable | | 30-09-2014 | | | 1 | 1 | 0 | | |
| 7 | Mrs | DR SHUBHADA SANDU | AAYP6366F | 07148834 | Non-Executive - Non Independent Director | Not Applicable | | 01-04-2015 | | | 1 | 1 | 0 | | |
| 8 | Mr | UMESH SANDU | ABWPS9336G | 01132141 | Executive Director | Not Applicable | | 01-04-2018 | | | 1 | 1 | 0 | | |

| Text Block | |
|------------------------|--|
| Textual Information(1) | Notes The Regular Chairman Shri Bhaskar G Sandu has resigned from Chairmanship and Directorship with effect from 25th March 2019. |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02322747 | K VINAY KUMAR | Non-Executive - Independent Director | Chairperson | 17-07-2010 | | |
| 2 | 00044240 | DILIP R SALGAOCAR | Non-Executive - Independent Director | Member | 18-04-2001 | | |
| 3 | 03113515 | MADAN KAPRE | Non-Executive - Independent Director | Member | 15-04-2010 | | |
| 4 | 01132141 | UMESH SANDU | Executive Director | Member | 18-04-2001 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 03113515 | DR MADAN KAPRE | Non-Executive - Independent Director | Chairperson | 15-04-2010 | | |
| 2 | 00044240 | DILIP SALGAOCAR | Non-Executive - Independent Director | Member | 18-04-2001 | | |
| 3 | 02322747 | K VINAY KUMAR | Non-Executive - Independent Director | Member | 30-05-2013 | | |
| 4 | 02816792 | BHASKAR SANDU | Non-Executive - Non Independent Director | Member | 18-04-2001 | 25-03-2019 | |
| 5 | 00678098 | SHASHANK B SANDU | Non-Executive - Non Independent Director | Member | 25-03-2019 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02816792 | BHASKAR SANDU | Non-Executive - Non Independent Director | Chairperson | 18-04-2001 | 25-03-2019 | Textual Information(1) |
| 2 | 03113515 | DR MADAN KAPRE | Non-Executive - Independent Director | Member | 30-04-2007 | | |
| 3 | 01132141 | UMESH SANDU | Executive Director | Member | 18-04-2001 | | |
| 4 | 00678098 | SHASHANK B SANDU | Non-Executive - Non Independent Director | Chairperson | 25-03-2019 | | |

| Sr Text Block | |
|------------------------|---|
| Textual Information(1) | Shri Bhaskar G Sandu was Chairman of the committee, he resigned from the Board and committees wef 25.03.2019. Shri Shashank B Sandu was appointed as Chairman of the Committee on 25.03.2019 |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| | | | | | | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| 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) | Notes for not providing Date |
| 1 | 03-11-2018 | | | |
| 2 | 14-11-2018 | | 10 | |
| 3 | | 14-02-2019 | 91 | |
| 4 | | 25-03-2019 | 38 | |

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 | 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 | Reason for not providing date |
| 1 | Audit Committee | 14-02-2019 | Yes | | 14-11-2018 | 91 | | |
| 2 | Nomination and remuneration committee | 14-02-2019 | Yes | | 14-11-2018 | 91 | | |
| 3 | Stakeholders Relationship Committee | 14-02-2019 | Yes | | 14-11-2018 | 91 | | |
| 4 | Audit Committee | 25-03-2019 | Yes | | 14-11-2018 | 130 | | Notes: The Company had two audit committee Meetings during the quarter ended 31.03.2019 1. 14.02.2019 2. 25.03.2019 |

| 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 01stJanuary2019 to 31st March 2019.(in Rs)

| Date of Contract/ arrangement | Name of the Party with which contract is entered into | Name of interested Director | Date of Board Approval | Date of Members Approval | Amount of transaction |
|----------------------------------|---|---|------------------------|--------------------------|--|
| 01/04/2014 | M/s Sandu Brothers Private Limited | Shri. Bhaskar Sandu Shri. Shashank Sandu Shri. Umesh Sandu Dr. Mrs. Shubhada Sandu | 30th May 2016 | 30th September 2016 | Purchase Rs.5,50,63,246/- Sales Rs. 52,57,293/- |
| 01/04/2014 | M/s Sandu Brothers Private Limited | Shri. Bhaskar Sandu Shri. Shashank Sandu Shri. Umesh Sandu Dr. Mrs. Shubhada Sandu | 30th May 2016 | 30th September 2016 | Royalty Rs. 90,18,253/- |

For Sandu Pharmaceuticals Limited

Sd/-

Rakesh Parekh

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 |

| Annexure 1 | | |
|-------------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | PRATIKA MHAMBRAY |
| 2 | Designation | Company Secretary and Compliance Officer |

Text Block

| Annexure II | | | | |
|--|---|-------------------------------|--|--------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.sandu.in |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.sandu.in |
| 3 | Composition of various committees of board of directors | Yes | | www.sandu.in |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.sandu.in |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.sandu.in |
| 6 | Criteria of making payments to non-executive directors | NA | | |
| 7 | Policy on dealing with related party transactions | Yes | | www.sandu.in |
| 8 | Policy for determining 'material' subsidiaries | NA | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.sandu.in |

| Annexure II | | | | |
|--|---|-------------------------------|--|--------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.sandu.in |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.sandu.in |
| 12 | Financial results | Yes | | www.sandu.in |
| 13 | Shareholding pattern | Yes | | www.sandu.in |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |

| Annexure II | | | | |
|--------------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’ | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | NA | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3), (4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6), (7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | NA | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | NA | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | PRATIKA MHAMBRAY |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | |
|--------------------------|--|--|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| | Any other information to be provided | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | PRATIKA MHAMBRAY |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | PRATIKA MHAMBRAY |
| Designation of person | Company Secretary and Compliance Officer |
| Place | PILERNE SALIGAO |
| Date | 13-04-2019 |

