

**January 04, 2010**

National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051.

Bombay Stock Exchange Ltd.,  
Market Operations Dept.  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sirs,

**Sub: Compliance with Clause 49 of the Listing Agreement.**

As required by Clause 49 of the Listing agreement, we are pleased to send herewith the quarterly Compliance report of the Corporate Governance for the quarter ended 31st December, 2009.

Hope you will find the above in order and will meet with your requirements.

Thanking you,

Yours faithfully,  
For Sun Pharma Advanced Research Company Ltd

Meetal S. Sampat  
Company Secretary

Encl: as above

**SUN PHARMA ADVANCED RESEARCH COMPANY LTD.**

**Quarterly Compliance Report on Corporate Governance  
for the Quarter ending on 31st December, 2009.**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	--
(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		--
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	--
(B) Meeting of Audit Committee	49(IIB)	Yes	--
(C) Powers of Audit Committee	49(IIC)	Yes	--
(D) Role of Audit Committee	49(IID)	Yes	--
(E) Review of information by Audit Committee	49(IIE)	Yes	--
<b>III. Subsidiary Companies</b>	49 III	NA	The Company has no subsidiary Company.
<b>IV. Disclosures</b>	49 IV		
(A) Basis of related party transactions	49 (IV A)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	--
(C) Board Disclosures	49(IV C)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	--
(E) Remuneration of Directors	49 (IV E)	Yes	--
(F) Management	49(IV F)	Yes	--
(G) Shareholders	49 (IV G)	Yes	--
<b>V. CEO/CFO Certification</b>	49 V	Yes	--
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	--
<b>VII. Compliance</b>	49 VII	Yes	--