

17/B, Mahal Industrial Estate,  
Mahakali Caves Road,  
Andheri (East), Mumbai 400 093 India  
Tel.: (91-22) 6645 5645  
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**April 12, 2008**

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 31<sup>st</sup> March, 2008.

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

Sunil R. Ajmera  
Company Secretary

Encl: as above



## SUN PHARMA ADVANCED RESEARCH COMPANY LTD.

### Quarterly Compliance Report on Corporate Governance for the Quarter ending on 31<sup>st</sup> March, 2008.

| 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                        | No Compensation (other than Sitting fees) is paid to the Non Executive Directors.   |
| (C) Other provisions as to Board and Committees                          | 49(IC)                      | Yes                        | --  |
| (D) Code of conduct  | 49(ID)                      | Yes                        | Since the Company's shares have been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, the requirements of containing of a declaration by CEO about the compliance to the code by the Board Members & Senior Management Personal will be applicable/met in the next Annual Report |
| <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                      | N.A.                       | 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)                   | N.A.                       | --  |



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|                                    |           |      |  |
|------------------------------------|-----------|------|--|
| (E) Remuneration of Directors      | 49 (IV E) | Yes  | Since the Company has been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, therefore disclosures regarding the same shall be applicable/made in the Corporate Governance Report for next AGM. However disclosures regarding remuneration of Directors has been made in the Notice of Second Annual General Meeting of the Company. |
| (F) Management                     | 49(IV F)  | N.A. | Since the Company has been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, compliance with the same shall be applicable/made in the next Annual Report   |
| (G) Shareholders                   | 49 (IV G) | Yes  | --   |
| V. CEO/CFO Certification           | 49 V      | N.A. | Since the Company has been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, compliance with the same shall be applicable/ made in the next Annual Report  |
| VI. Report on Corporate Governance | 49 VI     | N.A. | Since the Company has been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, compliance with the same shall be applicable/made in the next Annual Report   |
| VII. Compliance                    | 49 VII    | N.A. | Since the Company has been listed on NSE and BSE w.e.f. 18 <sup>th</sup> July, 2007, compliance with the same shall be applicable/made in the next Annual Report.  |