

January 11, 2012

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 for the Corporate Governance for the quarter ended 31st December, 2011.

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

Thanking you,

Yours faithfully,
For Sun Pharmaceutical Industries Ltd

Ashok I. Bhuta
Compliance Officer

Encl: as above

SUN PHARMACEUTICAL INDUSTRIES LIMITED
Quarterly Compliance Report on Corporate Governance
for the Quarter ending on 31st December, 2011.

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
1	2	3	4
I. Board of Directors	49 I	-	-
(A) Composition of Board	49(1A)	Yes	-
(B) Non-executive Directors' compensation & disclosure	49(1B)	Yes	-
(C) Other provisions as to Board and Committees	49(1C)	Yes	-
(D) Code of conduct	491(D)	Yes	-
II. Audit Committee	49 II	-	-
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B) Meeting of Audit Committee	49(II B)	Yes	-
(C) Powers of Audit Committee	49(II C)	Yes	-
(D) Role of Audit Committee	49(II D)	Yes	-
(E) Review of information by Audit Committee	49(II E)	Yes	-
III. Subsidiary Companies	49 III	Yes	-
IV. Disclosures	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.	-
V. CEO/CFO Certification	49 V	Yes	-
VI. Report on Corporate Governance	49 VI	Yes	-
VII. Compliance	49 VII	Yes.	-