



Sun Pharmaceutical Industries Ltd.

Registered Office: SPARC, Tandalja, Vadodara – 390 020, India.

Tel Nos: 0265-6615500 / 600/700 Fax No: 0265-2354897

Corporate Office: Sun House, Plot No. 201 B/1, Western Express Highway,
Goregaon-East, Mumbai - 400 063, India. Tel: 022-43244324 Fax: 022-43244343

CIN : L24230GJ1993PLC019050

Website: www.sunpharma.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty-Fourth Annual General Meeting** of the Members of **SUN PHARMACEUTICAL INDUSTRIES LIMITED** will be held on **Saturday, 17th September, 2016, at 11.15 a.m. at Sir Sayajirao Nagargruh, Akota, Vadodara - 390 020, Gujarat** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend on Equity Shares.*
3. To appoint a Director in place of Mr. Dilip S. Shanghvi (DIN:00005588), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai having Firm's registration no. 117366W/W-100018, as the Auditors of the Company from the conclusion of this 24th Annual General Meeting, till the conclusion of the 25th Annual General Meeting, and to authorize the Board of Directors to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the resolution passed by the members at the 22nd Annual General Meeting of the Company held on 27th September, 2014 and as ratified by the members at the last 23rd Annual General Meeting of the Company held on 31st October, 2015 pursuant to Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, having Firm's Registration No. 117366W/W-100018, as the Statutory Auditors of the Company from the conclusion of this 24th Annual General Meeting till conclusion of the 25th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**
"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, including statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby ratifies the remuneration as set out in the Explanatory Statement annexed to the Notice of this Meeting payable to M/s. Kailash Sankhlecha & Associates, Cost Accountants, appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. **To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Mr. S. Mohanchand Dadha (DIN: 00087414), whose term of office expires at this 24th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of 2 (Two) years, to hold office upto the conclusion of the 26th Annual General Meeting."

7. **To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Mr. Keki Mistry (DIN: 00008886), whose term of office expires at this 24th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of 2 (Two) years, to hold office upto the conclusion of the 26th Annual General Meeting."

8. **To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Mr. Ashwin Dani (DIN: 00009126), whose term of office expires at this 24th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of 2 (Two) years, to hold office upto the conclusion of the 26th Annual General Meeting."

9. **To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Mr. Has Mukh Shah (DIN: 00152195), whose term of office expires at this 24th Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a further term of 2 (Two) years, to hold office upto the conclusion of the 26th Annual General Meeting."

10. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Ms. Rekha Sethi (DIN: 06809515), whose term of office expires at this 24th Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (Five) years, to hold office upto the conclusion of the 29th Annual General Meeting."

11. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT further to the resolutions passed at the 20th Annual General Meeting held on 8th November, 2012 and 22nd Annual General Meeting of the Company held on 27th September, 2014 for remuneration payable to Mr. Dilip S. Shanghvi, Managing Director (DIN:00005588), and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Dilip S. Shanghvi, Managing Director of the Company with effect from 1st April, 2016 for the remaining period of his present term of appointment upto 31st March, 2018, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Dilip Shanghvi within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Dilip Shanghvi,

- a. Salary (including bonus) upto ₹ 42,00,000/- (Rupees Forty Two Lakhs only) per month.
- b. Perquisites:
He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave

at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Dilip Shanghvi shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Dilip Shanghvi be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

12. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT further to the resolutions passed at the 21st Annual General Meeting of the Company held on 30th September, 2013 and 22nd Annual General Meeting of the Company held on 27th September, 2014 for remuneration payable to Mr. Sudhir V. Valia, Whole-time Director (DIN: 00005561) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Sudhir Valia, Whole-time Director of the Company with effect from 1st April, 2016 for the remaining period of his present term of appointment upto 31st March, 2019, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sudhir Valia within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Sudhir Valia,

- a. Salary (including bonus) upto ₹ 42,00,000/- (Rupees Forty Two Lakhs only) per month.

- b. Perquisites:
He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Sudhir Valia shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sudhir V. Valia be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

13. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT further to the resolution passed at the 21st Annual General Meeting of the Company held on 30th September, 2013 and 22nd Annual General Meeting of the Company held on 27th September, 2014 for remuneration payable to Mr. Sailesh T. Desai, Whole-time Director (DIN: 00005443) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Sailesh T. Desai, Whole-time Director of the Company with effect from 1st April, 2016 for the remaining period of his present term of appointment upto 31st March, 2019, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with

the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sailesh T. Desai within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Sailesh T. Desai,

- a. Salary (including bonus) upto ₹ 11,50,000/- (Rupees Eleven Lakhs Fifty Thousand only) per month.
- b. Perquisites:
He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹ 16,00,000/- (Rupees Sixteen Lakhs only) per annum.
- c. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Sailesh Desai shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sailesh T. Desai be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

14. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary approvals, from the Registrar of Companies, and such other approvals by appropriate statutory authorities, as may be necessary, the existing Articles of Association of the

Company be and is hereby replaced with a new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of and in substitution of the existing Articles of Association of the Company with effect from the date of this 24th Annual General Meeting.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

15. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following persons/entities (hereinafter individually & jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group category' to 'Public category':

- i. Mr. Jayant Shantilal Sanghvi
- ii. Pratham Investments
- iii. Mr. Ajay Vrundavandas Valia
- iv. Mr. Kirit Valia
- v. Kirit V Valia H.U.F
- vi. Mr. Jitendra Vrundavandas Valia
- vii. Jitendra V Valia H.U.F
- viii. Ms. Dipti Modi
- ix. Ms. Varsha Doshi

RESOLVED FURTHER THAT the approval of the Company be and is hereby also given for re-classification of the following entities, if any, to the 'Public Category' :

- i. All bodies corporate in which ten percent or more of the equity share capital is held by the applicants, either individually or jointly, but not by the remaining promoter group entities or a firm or Hindu Undivided Family in which none of the existing promoters except the applicant(s) is/are member(s);
- ii. Any body corporate in which a body corporate as provided in (i) above holds ten percent or more, of the equity share capital;
- iii. Any Hindu Undivided Family or firm in which the aggregate shareholding of the applicants, either individually or jointly (but not by the remaining promoter group entities), is equal to or more than ten percent of the total;

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations,

2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution."

By order of the Board of Directors
For Sun Pharmaceutical Industries Ltd.

Place: Mumbai
Date : 30th May, 2016

Sunil R. Ajmera
Company Secretary

Registered Office:

SPARC, Tandajja
Vadodara - 390 020.
CIN: L24230GJ1993PLC019050
Website: www.sunpharma.com

* The actual equity dividend to be declared by the shareholders at the 24th Annual General Meeting will be for only equity shares other than the equity shares in respect of which the equity shareholder(s) has/have waived/ forgone his/their right to receive the dividend for the financial year ended 31st March, 2016 in accordance with the Rules framed by the Board as per Note No. 14 hereinafter appearing.

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting under Item Nos. 5 to 15 of this Notice, is annexed hereto. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment/ re-appointment as Director and/or relating to increase in remuneration of Directors is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the Meeting.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not

- act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
5. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 10th September, 2016, to Saturday, 17th September, 2016** (both days inclusive) for the purpose of the Twenty- Fourth Annual General Meeting of the Company and for the payment of Dividend.
 6. The Notice of the 24th Annual General Meeting (AGM) along with the Annual Report 2015-2016 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company www.sunpharma.com. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with our Registrar & Share Transfer Agent, M/s. Link Intime (India) Private Limited / Depositories.
 7. Relevant documents / agreements referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company and copies thereof at the Corporate Office of the Company on all working days, except Saturdays, between 11.00.a.m. to 1.00.p.m. upto the date of the Meeting and at the Meeting.
 8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
 9. Corporate members intending to send their authorized representatives to attend and vote on their behalf at the Meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative(s) to attend along with specimen signature of authorized representative(s).
 10. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
 11. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.
 12. The Company provides the facility of ECS to all shareholders, holding shares in electronic and physical forms, subject to availability of such facility at the respective location of such shareholders. The Company is also providing the facility of National Electronic Clearing Service (NECS) introduced by Reserve Bank of India, to all shareholders holding shares in electronic and physical forms with the data available/provided by shareholders with 15 digit bank account number for ECS, which offers all India coverage and enable the sponsor bankers to upload the data files more efficiently and effectively.
 13. The Board of Directors at their Meeting held on 30th May, 2016, recommended a Dividend @ ₹ 1/- (Rupee One) per Equity Share of ₹ 1/- each of the Company for the year ended 31st March, 2016 and the same if declared at the Meeting will be paid on or before **Wednesday, 21st September, 2016** to the Company's Equity Shareholders whose name stand on the Register of Members as beneficial owners at the close of business as on **Friday, 9th September, 2016** as per the list provided by NSDL & CDSL in respect of shares held in electronic form and as Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company on or before **Friday, 9th September, 2016**.
 14. At the Extra Ordinary General Meeting of the members of the Company held on Monday, 1st September, 2003, the Members had approved, by way of Special Resolution, certain amendments to the Articles of Association of the Company relating to enabling the Company to implement any instruction from Member(s) of the Company to waive/forgo his/their right to receive the dividend (interim or final) from the Company for any financial year. Thus the Members of the Company can now waive/forgo, if he/they so desire(s), his/their right to receive the dividend (interim or final) for any financial year effective from the dividend recommended by the Board of Directors of the Company for the year ended 31st March, 2004 on a year to year basis, as per the rules framed by the Board of Directors of the Company from time to time for this purpose. The Shareholder, if so wishes to waive/forgo the right to receive Dividend for the year ended 31st March, 2016 shall fill up the form and send it to the Company's Registrars on or before **Friday, 9th September, 2016**. The form prescribed by the Board of Directors of the Company for waiving/forgoing the right to receive Dividend for any year shall be available by downloading from the Company's website www.sunpharma.com under section "Investors - Shareholder's Information- Statutory Communication" or can also be obtained from the Company's Registrars and Transfer Agents, M/s. Link Intime (India) Pvt. Limited.
- THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 1st SEPTEMBER, 2003 HAVE FRAMED THE FOLLOWING RULES UNDER ARTICLE 190 A OF THE ARTICLES OF ASSOCIATION OF THE COMPANY FOR EQUITY SHAREHOLDERS WHO WANT TO WAIVE/ FORGO THE RIGHT TO RECEIVE DIVIDEND IN RESPECT OF FINANCIAL YEAR 2002-2003 OR FOR ANY YEAR THEREAFTER.**
- I. A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Equity Shares held by him in the Company as on the Record Date/ Book-closure Date fixed for determining the names of Members entitled for such dividend. However, the shareholders cannot waive/ forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on share(s).
 - II. The Equity Shareholder(s) who wish to waive/forgo the right to receive the dividend for any year shall inform the Company in the form prescribed by the Board of Directors of the Company only.
 - III. In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to intimate to the Company in the prescribed form their decision of waiving/forgoing their right to receive the dividend from the Company.
 - IV. The Shareholder, who wishes to waive/forgo the right to receive the dividend for any year shall send his /her irrevocable instruction waiving/ forgoing dividend so as

to reach the Company before the Record Date /Book Closure Date fixed for the payment of such dividend. Under no circumstances, any instruction received for waiver/ forgoing of the right to receive the dividend for any year after the Record Date /Book Closure Date fixed for the payment of such dividend for that year shall be given effect to.

- V. The instruction once given by a Shareholder intimating his waiver/forgoing of the right to receive the dividend for any year for interim, final or both shall be irrevocable and cannot be withdrawn for that particular year for such waived/ forgone the right to receive the dividend. But in case, the relevant Shares are sold by the same Shareholder before the Record Date/Book Closure Date fixed for the payment of such dividend, the instruction once exercised by such earlier Shareholder intimating his waiver/forgoing of the right to receive dividend will be invalid for the next succeeding Shareholder(s) unless such next succeeding Shareholder(s) intimates separately in the prescribed form, about his waiving/ forgoing of the right to receive the dividend for the particular year.
- VI. The Equity Shareholder who wish to waive/forgo their right to receive the dividend for any year can inform the Company in the prescribed form only after the beginning of the relevant financial year for which the right to receive the dividend is being waived/forgone by him.

- VII. The instruction by a Shareholder to the Company for waiving/ forgoing the right to receive dividend for any year is purely voluntary on the part of the Shareholder. There is a no interference with a Shareholder's Right to receive the dividend, if he does not wish to waive/forgo his right to receive the dividend. No action is required on the part of Shareholder who wishes to receive dividends as usual. Such Shareholder will automatically receive dividend as and when declared.
- VIII. The decision of the Board of Directors of the Company or such person(s) as may be authorized by Board of Directors of the Company shall be final and binding on the concerned Shareholders on issues arising out of the interpretation and/or implementation of these Rules.
- IX. These Rules can be amended by the Board of Directors of the Company from time to time as may be required.

15. Pursuant to Section 205A and Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEP Fund). The Company will be transferring the unclaimed dividends during the financial years ending 31st March, 2017 to 31st March, 2023 as given below:

Pertaining to Sun Pharmaceutical Industries Limited

Dividend for Financial Year Ended	Date of Declaration of Dividend entitled	Rate of Dividend	Last date for claiming unpaid Dividend	Due Date for transfer to IEP Fund
2008-2009	11.09.2009	275% Equity	10.09.2016	09.10.2016
2009-2010	24.09.2010	275% Equity	23.09.2017	22.10.2017
2010-2011	16.09.2011	350% Equity	15.09.2018	14.10.2018
2011-2012	10.08.2012	425% Equity	09.08.2019	07.09.2019
2012-2013	30.09.2013	250% Equity	26.09.2020	25.10.2020
2013-2014	27.09.2014	150% Equity	27.09.2021	26.10.2021
2014-2015	31.10.2015	300% Equity	30.10.2022	29.11.2022

Pertaining to erstwhile Ranbaxy Laboratories Limited

Dividend for Calendar Year Ended	Date of Declaration of Dividend entitled	Rate of Dividend	Last date for claiming unpaid Dividend	Due Date for transfer to IEP Fund
2010	09.05.2011	40% Equity	08.05.2018	06.06.2018

Members who have not encashed their dividend warrants, for the financial year ended 31st March, 2009 and onwards may approach the Company's Registrar & Transfer Agents, M/s Link Intime (India) Pvt. Ltd., C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078 for revalidating the warrants or for obtaining duplicate warrants. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim can be made by the respective shareholders for the same. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts (as referred to in Section 205C(2)) lying with the Company as on 31st October, 2015 (date of the last Annual General Meeting

of the Company) on the website of the Company viz., www.sunpharma.com under head "Investors" sub-head "Shareholder's Information" as well as on the website of the Ministry of Corporate Affairs viz., www.iepf.gov.in.

16. The Members of erstwhile Tamilnadu Dadha Pharmaceuticals Limited, erstwhile Gujarat Lyka Organics Limited, erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited, who have not yet sent their share certificates of erstwhile Tamilnadu Dadha Pharmaceuticals Limited, Chennai, Gujarat Lyka Organics Limited, erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited, respectively for exchange with the share certificates of Sun Pharmaceutical Industries Limited are requested to do so at the earliest, since share certificates of the erstwhile Tamilnadu Dadha Pharmaceuticals Limited,

erstwhile Gujarat Lyka Organics Limited, erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited are no longer tradable/ valid.

17. The Members may be aware that the Equity Shares of the Company had been sub-divided from 1 (One) equity share of ₹ 5/- each to 5 (Five) equity shares of ₹ 1/- each on 29th November, 2010 based on the Record Date of 26th November, 2010 in terms of the Resolutions passed by the Shareholders of the Company by way of postal ballot conducted during November, 2010, the results of which were announced on 12th November, 2010. The Members who have yet not sent their share certificates of ₹ 5/- each of the Company for exchange with new equity shares of ₹ 1/- each shall send the same to the Company's Registrar & Transfer Agents, M/s. Link Intime (India) Pvt. Ltd since the old share certificates of ₹ 5/- each are no longer tradable.
- 18.. Please note that as per the Notification of SEBI, Sun Pharmaceutical Industries Limited's shares are under compulsory Demat trading with effect from 29th November, 1999 for all the investors. You may, therefore, demat your equity share holdings if not already dematted, to avoid any inconvenience.
19. Voting through electronic mean (E-voting).
 - 1) In accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules) including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 24th Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
 - 2) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date **Saturday, 10th September, 2016**.
 - 3) The remote e-voting period begins on **Wednesday, 14th September, 2016 at 09.00 a.m.** and ends on **Friday, 16th September, 2016 at 05.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 10th September, 2016**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - 4) The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut-off date, attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - 5) **Mr. Jatin N. Thakkar, Partner, M/s. Bathiya & Associates LLP, Chartered Accountants, Mumbai** has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- 6) The Procedure and instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, 14th September, 2016 at 09.00.a.m.** and ends on **Friday, 16th September, 2016 at 05.00.p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 10th September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the Default PAN field. Any person who becomes a member of the Company after dispatch of the Notice and holds shares of the Company as on the cut-off date ie. 10th September, 2016 and whose PAN is not registered with the Company may obtain the sequence number detail by writing to the Company at sunpharma@linkintime.co.in or secretarial@sunpharma.com or contact the Compliance Officer.

#Please enter any one of the details relating to DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Sun Pharmaceutical Industries Limited** to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and send the scan copy of the Board resolution/ POA to scrutinizer@sunpharma.com.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Any person having any grievances in connection with remote e-voting may write to :
- Name : Mr. Rakesh Dalvi
 Designation : Deputy Manager
 Address : Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001.
 Email id : helpdesk.evoting@cdslindia.com
 Phone number : 18002005533
- 7) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- 8) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sunpharma.com and on the website of CDSL, www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased at the 24th Annual General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2015-2016 are stated in the Corporate Governance Report.

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement.

Particulars	Mr. Dilip S. Shanghvi	Mr. Sudhir V. Valia	Mr. Sateesh T. Desai	Mr. S. Mohanchand Dadha
Age	60 Years	59 Years	61 Years	79 Years
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Dilip S. Shanghvi is a graduate in commerce from the Kolkata University. He is the Managing Director of the Company and Chairman & Managing Director of Sun Pharma Advanced Research Company Ltd. He is the founding partner of Sun Pharmaceutical Industries, a firm which was later converted into Sun Pharmaceutical Industries Limited (SPIL) in 1993. Under his leadership, SPIL has recorded an allround growth in business. He has extensive experience in the pharmaceutical industry. As the promoter of SPIL, he has been actively involved in international pharmaceutical markets, business strategy, business development and research and development functions in the Company. Mr. Shanghvi was conferred with the prestigious 'Padma Shri' award by the Hon'ble President of India in the year 2016. He is recipient of several awards as listed under 'Recognition or awards' in point 3 of Clause II of 'Statement of Information provided under Schedule V' in the Explanatory Statement.	Mr. Sudhir V. Valia holds a Bachelor's degree in Commerce from University of Mumbai and is also a qualified Chartered Accountant with more than three decades of taxation and finance experience. He has been the Director of Sun Pharmaceutical Industries Limited since 1994 and is also on the Board of Taro Pharmaceutical Industries Ltd. Mr. Valia has won several awards including CNBC TV 18's CFO of the Year in the Pharmaceutical and Healthcare Sectors for two consecutive years (2011 and 2012). He is actively involved in the field of social activities and he was awarded the Advas Sevak Puraskar (2008 -2009) by the Government of Maharashtra for his contribution towards the welfare of tribals, particularly in the field of education in his capacity as visionary and Director of Shantilal Shanghvi Foundation. He is also a Director of Krishna Vrundaavan Pratissthan.	Mr. Sateesh T. Desai is a science graduate from Kolkata University and is a successful entrepreneur with more than three decades of wide industrial experience including more than two decades in the pharmaceutical industry	Mr. S. Mohanchand Dadha is a successful entrepreneur with more than five decades of wide experience in Pharma Industry and has competent knowledge and experience in financial and accounting areas. Mr. Dadha was Managing Director and Promoter of erstwhile Taminadu Dadha Pharmaceuticals Ltd. He is also trustee of many Charitable Trusts. He was the Member of Tamilnadu Government constituted Drug Committees, namely The Drug Advisory Committee and the Committee for the development of Drug Industries in Tamil Nadu.
Date of First appointment on the Board Directorship held in other companies (excluding foreign companies & section 8 companies)	1st March, 1993 Sun Pharma Advanced Research Company Limited Sun Petrochemicals Private Limited Alfa Infraprop Private Limited Aditya Clean Power Ventures Private Limited	31st January, 1994 Sun Pharma Advanced Research Company Limited Sun Pharma Laboratories Limited Aditya Clean Power Ventures Private Limited Sun Petrochemicals Private Limited Karad Chemicals and Allied Products Private Limited Suraksha Asset Reconstruction Private Limited Aditya Thermal Energy Private Limited Fasttrack Housing Finance Private Limited Alfa Infraprop Private Limited Universal Enterprises Private Limited Kopta Estate Private Limited	25th March, 1999 Sun Pharma Laboratories Limited Universal Enterprises Private Limited	29th May, 1997 Sun Pharma Advanced Research Company Limited Dadha Pharma Private Limited Wardex Pharmaceuticals Private Limited Netmeds Marketplace Limited Sun Pharma Laboratories Limited Tresara Health Private Limited Vitalic Health Private Limited Vitalic Nutrition Private Limited Dadha Pharma Distribution Private Limited Trisa Jewellery Private Limited
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Member of Stakeholders Relationship Committee – Sun Pharma Advanced Research Company Limited Member of Audit Committee – Sun Pharma Laboratories Limited	NIL	Chairman of Audit Committee – Sun Pharma Laboratories Limited Member of Audit Committee – Sun Pharma Advanced Research Company Limited
Inter-se Relationship between Directors	Mr. Dilip Shanghvi is Brother-in-law of Mr. Sudhir V. Valia	Mr. Sudhir V. Valia is Brother-in-law of Mr. Dilip S. Shanghvi	-	-
No. of Shares held in the Company (singly or jointly as first holder) as on 31st March 2016	23,11,40,480 Equity Shares	14,384,000 Equity Shares	3,751,020 Equity Shares	16 Equity Shares

Particulars	Mr. Keki M. Mistry	Mr. Ashwin S. Dani	Mr. Hasmukh S. Shah	Ms. Rekha Sethi
Age	61 Years	73 Years	81 Years	52 Years
Brief resume of the Director including nature of expertise in specific functional areas	Mr. Keki M. Mistry is the Vice Chairman & Chief Executive Officer of Housing Development Finance Corporation Limited (HDFC). He joined HDFC in October, 1981 and prior to joining HDFC, he worked with the Indian Hotels Co. Ltd. Mr. Mistry is a fellow member of the Institute of Chartered Accountants of India and a Member of the Michigan Association of Certified Public Accountants, USA. He has rich experience in Finance and worked as a consultant to the Commonwealth Development Corporation in Bangkok, Thailand, Mauritius, Caribbean Islands & Jamaica, Asian Development Bank and Mauritius Housing Company. Presently, he is the Chairman of Gruh Finance Limited, Vice Chairman & CEO of Housing Development Finance Corporation Limited.	Mr. Ashwin Dani is a B.Sc. (Hons) from the Institute of Science, University of Mumbai and B.Sc. (Tech.) (Pigments & Varnishes) from U.D.C.T. University of Mumbai. He also holds a Master Degree in Polymer Science (USA) and Diploma in Colour Science (USA). He was the founder promoter for Lottite India Private Limited. Mr. Ashwin Dani is the past President of the Indian Paint Association (IPA) and has received numerous awards for his contribution to the Paint Industry. He was the Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI). He was also a member of the Central Board of Trustees - Employees Provident Fund of the Government of India and the President of the Board of Governors of the UDCT (presently ICT) Alumni Association, Mumbai.	Mr. Hasmukh Shah is a B.A. Economics (Hons) and M.A. with Sociology with first rank in the University. He has had over four decades of experience in senior management, most notably as former Chairman and Managing Director of Indian Petrochemical Corporation Limited. He has had wide experience in various government departments, including as Joint Secretary in the Prime Minister's Office; Secretary, Department of Post and Telegraph; and Chairman of the National Institute of Design, the Institute of Rural Management, Anand and the Gujarat Council of Science & Technology. He has been Chairman of the Gujarat Ecology Commission, the Gujarat Institute of Desert Ecology, the Centre for Fuel Studies and Research, the Expert Committee on Disinvestment (Government of Gujarat), the Advisory Committee on Natural Gas, Government of Maharashtra and the Vikram A. Sarabhai Community Science Centre. He has been a member of the Board of Governors of the Indian Institute of Technology, Powai, and is a member of the BAIIF Board of Trustees. He is a former Chairman of Indian Petrochemicals Corporation Ltd. and Gujarat Industrial Investment Corporation.	Ms. Rekha Sethi is the Director General of the All India Management Association (AIMA), the apex body for management in India. She took charge of AIMA in June 2008. She is on the Executive Council of the National Board of Accreditation and is a member of the Advisory Board of the Switzerland based St. Gallen Foundation think tank, Leaders of Tomorrow - Knowledge Pool.
Date of First appointment on the Board	28th August, 2002	28th January, 2004	23rd March, 2001	13th February, 2014
Directorship held in other companies (excluding foreign companies & section 8 companies)	Housing Development Finance Corporation Limited Gruh Finance Limited HDFC Standard Life Insurance Company Limited HDFC Ergo General Insurance Company Limited HDFC Bank Limited Greatship (India) Limited HDFC Asset Management Company Limited HCL Technologies Limited Torrent Power Limited	Resins and Plastics Limited Gujarat Organics Limited Hitech Plast Limited Asian Paints Limited Geetanjali Trading and Investments Private Limited Hitech Insurance Broking Services Limited ACC Limited Rayrith Holding and Trading Company Private Limited Iris Holding and Trading Company Private Limited CANES Venatigi Trading Private Limited Hydra Trading Private Limited Rituh Holding and Trading Company Private Limited Avinash Holding and Trading Company Private Limited	Atul Limited	CEESC Ltd Sun Pharma Laboratoires Ltd
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Chairman of Audit Committee – Torrent Power Limited Greatship (India) Limited Member of Audit Committee – HCL Technologies Limited Gruh Finance Limited HDFC Standard Life Insurance Company Limited HDFC Ergo General Insurance Company Limited HDFC Asset Management Company Limited	Member of Audit Committee – ACC Limited Chairman of Stakeholders Relationship Committee – Hitech Plast Limited Member of Stakeholders Relationship Committee – Resins and Plastics Limited	Chairman of Stakeholders Relationship Committee – Atul Limited	Member of Audit Committee – Sun Pharma Laboratoires Limited
Inter-se Relationship between Directors	-	-	-	-
No. of Shares held in the Company (singly or jointly as first holder) as on 31st March 2016	43,270 Equity Shares	NIL	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 5 to 15 of the accompanying Notice dated 30th May, 2016.

Item No. 5:

M/s. Kailash Sankhlecha & Associates, Cost Accountants, have been appointed by the Board of Directors of the Company on recommendation of the Audit Committee for audit of cost accounting records pertaining to the formulations and bulk drugs activities of the Company for the financial year ended 31st March, 2017 at a remuneration of ₹ 17,38,000/- (Rupees Seventeen Lakhs and Thirty Eight Thousand Only) excluding reimbursement of out of pocket expenses and applicable service tax.

In terms of provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, members ratification is required for remuneration payable to the Cost Auditor.

Therefore, consent of the members of the Company is sought for passing of an Ordinary Resolution as set out in Item No. 5 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

The Board recommends the Resolution as set out in item no. 5 of the Notice for approval of the Members

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolution.

Item Nos. 6 to 10

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Mr. S. Mohanchand Dadha, Mr. Keki Mistry, Mr. Ashwin Dani, Mr. Hasmukh Shah and Ms. Rekha Sethi as Independent Directors as per the requirement of the Companies Act, 2013 at the 22nd Annual General Meeting of the Company held on 27th September, 2014 for a term of 2 years upto the conclusion of this 24th Annual General Meeting.

Since, all the Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term.

The Performance evaluation of the Independent Directors were conducted by the entire Board (excluding the Director being evaluated) on the basis of criterias such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 30th May, 2016, have approved and recommended the reappointment of the aforesaid Independent Directors, for a second term as provided in the resolutions, and they shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for re-

appointment as Independent Directors.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the candidature for appointment of aforesaid Independent Directors.

The brief profile of all the Directors is mentioned under "PROFILE OF DIRECTORS" forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance report forming part of the Annual Report for 2015-16.

The Board recommends the Resolutions as set out in item nos. 6, 7, 8, 9 & 10 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are in any way concerned or interested in the Resolutions, as set out in item nos. 6, 7, 8, 9 & 10 of the Notice.

Item No. 11, 12 & 13

Mr. Dilip S. Shanghvi was re-appointed as Managing Director by way of a special resolution passed by the members at the 20th Annual General Meeting of the Company held on 8th November, 2012 with effect from 1st April, 2013 for period of five years upto 31st March, 2018.

Mr. Sudhir V. Valia and Mr. Sailesh T. Desai were re-appointed as Whole-time Directors of the Company by way of a special resolution passed by the members of the Company at the 21st Annual General Meeting of the Company held on 30th September, 2013 with effect from 1st April, 2014 for a further period of five years upto 31st March, 2019.

Further the Members at the 22nd Annual General Meeting of the Company held on 27th September, 2014, by way of a special resolution, approved remuneration to Mr. Dilip Shanghvi, Managing Director, Mr. Sudhir V. Valia and Mr. Sailesh T. Desai, Whole-time Directors upto the limit as approved by Members at the 22nd AGM as maximum remuneration (refer table as provided in point 2 of Clause II of 'Statement of Information provided under Schedule V') including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate for a period of 3 years from 1st April, 2014 upto 31st March, 2017, as approved and recommended by the Audit Committee, Nomination and Remuneration Committee and the Board.

The approval by members for payment of minimum remuneration to Mr. Dilip Shanghvi, Mr. Sudhir V. Valia and Mr. Sailesh T. Desai, in case of inadequacy of profits is valid upto 31st March, 2017 .

The Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Dilip Shanghvi, Managing Director of the Company may not be sufficient enough to pay the increased remuneration over a period of balance 2 (Two) years of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 11 as minimum remuneration with effect from 1st April, 2016 for the remaining period of his appointment upto 31st March, 2018, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

Similarly, the existing upper limit remuneration in respect of Mr. Sudhir V. Valia and Mr. Sailesh T. Desai, Whole-time Directors of the Company which may not be sufficient enough to pay

the increased remuneration over a period of balance 3 (Three) years of their term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in resolution no.12 and 13, respectively as minimum remuneration with effect from 1st April, 2016 for the remaining period of appointment upto 31st March, 2019, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information

1. Nature of industry:

The Company is engaged into development, manufacture, sale, trading, marketing and export of various pharmaceutical products.

2. Date of commencement of commercial production:

The Company carries on pharmaceutical business since its incorporation.

3. Financial performance based on given indicators:

Standalone Financial Results:

Particulars	₹ in Crores except EPS	
	2015-16	2014-15
Profit (Loss) after Tax	(1,073.36)	(1,474.13)
Net Worth (including balance in Profit & Loss Account)	17,807.8	18,984.28
Earnings Per Share	₹ (4.5)	₹ (6.1)
Turnover	7,262.46	7,882.47

Consolidated Financial Results:

Particulars	₹ in Crores except EPS	
	2015-16	2014-15
Profit (Loss) after Tax	4,715.91	4,539.38
Net Worth (including balance in Profit & Loss Account)	26,931.60	22,483.42
Earnings Per Share	₹ 19.6	₹ 18.9
Turnover	27,992.15	27,518.2

4. Foreign investments or collaboration, if any:

For details of investment made by the Company, please refer the schedule no. 11 of the Standalone Balance sheet forming part of the Annual Report for 2015-16 being sent along with this Notice.

As on 31st March, 2016, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:

Particulars	No. of Shares	%
Foreign Portfolio Investors	635560783	26.41
Foreign Nationals	31042	0.00
Non Resident Indians (Repat)	3531944	0.15
Non Resident Indians (Non Repat)	2005185	0.08
Foreign Companies	813962	0.03
Overseas Bodies Corporate	59440	0.00
Foreign Bank	25422	0.00
Total	642027778	26.68

The Company has not entered into any material foreign collaboration.

II. Information about the Appointee

1. Background details:

The background details and profile of Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia and Mr. Sailesh T. Desai are stated in "PROFILE OF DIRECTORS" to this Notice.

2. Past remuneration:

The remuneration paid/payable to Managing Director and Whole-time Director(s) for the last financial year 2014-2015 subject to approval of the Central Government is as follows:

Name of the Directors	₹ in Millions	
	Remuneration paid/payable for 2014-2015 (including contribution to PF)	
Mr. Dilip Shanghvi*	31.53	
Mr. Sudhir Valia*	31.34	
Mr. Sailesh Desai	10.99	

* Remuneration to the Managing Director and Whole-time Director is in excess of the limits specified under Schedule V of the Companies Act, 2013 by ₹ 20.7 Million for which the Company has made necessary applications to the Central Government as detailed below, the response in respect of which is awaited.

Pursuant to the approval of the Shareholders for the maximum remuneration to Managing Director and Whole-time Director(s) for 3 (Three) years from 1st April, 2014 to 31st March, 2017, the Company filed an application on 17th December, 2014 under Section 197(3) read with Schedule V of the Companies Act, 2013 for approval of the Central Government. However the Company received letter from the Central Government on 3rd November, 2015, approving only ₹ 60,00,000 (Rupees Sixty Lakhs only) per annum for a period of three years with effect from 1st April, 2014 to 31st March, 2017.

Based on the computation of Effective capital, the permissible limit of remuneration as per Schedule V of the Act, for the Managing Director and Whole-time Director(s) is ₹ 1.84 crores p.a. each, in the event of inadequacy of profit. Therefore the Company is permitted to pay upto ₹ 1.84 crores p.a. each to Managing Director and Whole-time Director(s), without the approval of the Central Government in view of inadequacy of profits for the year 2015-2016.

The Company has made further representation to the Central Government vide letter dated 24th December, 2015 in response to their letter for approval of the remuneration upto the limit as approved by the members, the response in respect of which is awaited. In case the requisite approval is not received from the Central Government, the excess remuneration would be refunded by the Managing Director and the Whole-time Director.

During the year, payment of remuneration as per their entitlement for 2015-2016 has been made to them only for part of the year upto the permissible limits. On

receipt of the approval from the Central Government, the balance amount of remuneration for the year 2015-2016 as per their entitlement, shall be paid to the Managing Director and Whole-time Director, as applicable, and the same will be given effect to in the year in which the approval is received.

The details of Remuneration that the Managing Director and Whole-time Directors are entitled, the remuneration actually paid to them and maximum limit of remuneration as approved by the members are detailed below:

(₹ in Crores)

Name of the Directors	Amount of remuneration (including contribution to PF) entitled for the year 2015-2016, as approved by the Board within the limit as approved by the members	Actual Amount Paid/Provided out of the amount entitled for the year 2015-2016 (including contribution to PF)	Amount of Remuneration paid for 2015-2016, after excluding Contribution to PF which is excluded for calculation of limit as per Schedule V of the Companies Act, 2013,	Maximum Remuneration p.a. as approved by Board and by Members at the 22nd AGM, subject to approval of the Central Government, for the current tenure of appointment*
Mr. Dilip Shanghvi**	3.42	2.04	1.83	4.62
Mr. Sudhir Valia	3.42	2.04	1.83	4.62
Mr. Sailesh Desai	1.21	1.21	1.11	1.18

* Company's contribution to provident fund, and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure, are not included in the computation of, ceiling on remuneration and perquisites as aforesaid.

**Commission to Managing Director : Subject to availability of profit and at the rate of not more than 1% of the net profit for the year, the Board of Directors will determine the commission payable within the overall ceiling laid as per the Act, as may be applicable from time to time. However no commission is paid to the Managing Director as earlier approved by the members.

3. Recognition or awards:

1. Mr. Dilip S. Shanghvi, Managing Director has been awarded the following awards:

Year	Awards
2016	1. PADMA SHRI - 2016 (Fourth Highest Civilian Award - Government of India) 2. NDTV BUSINESS LEADERSHIP AWARD - PHARMACEUTICAL - 2016
2014	1. JRD TATA CORPORATE LEADERSHIP AWARD AIMA (All India Management Association) 2. ECONOMIC TIMES BUSINESS LEADER OF THE YEAR AWARD 3. CNBC-TV18, OUTSTANDING BUSINESS LEADER OF THE YEAR 4. FORBES ENTREPRENEUR FOR THE YEAR
2011	1. WORLD ENTREPRENEUR OF THE YEAR ERNST AND YOUNG 2. INDIAN OF THE YEAR (BUSINESS) CNN IBN 3. BUSINESSMAN OF THE YEAR BUSINESS INDIA
2010	1. ENTREPRENEUR OF THE YEAR ERNST AND YOUNG
2008	1. ENTREPRENEUR OF THE YEAR ECONOMIC TIMES 2. CEO OF THE YEAR BUSINESS STANDARD
2007	1. FIRST GENERATION ENTREPRENEUR OF THE YEAR CNBC TV 18 2. PHARMACEUTICAL COMPANY IMC JURAN QUALITY MEDAL
2005	1. ENTREPRENEUR OF THE YEAR (HEALTHCARE AND LIFE SCIENCES) ERNST AND YOUNG

2. Mr. Sudhir V. Valia, Whole-time Director has been awarded the following awards:

Year	Awards
2011 & 2012	1. BEST CFO IN PHARMA AND HEALTHCARE CNBC TV 18 CFO Awards
2009	1. BEST CFO IN PHARMA AND HEALTHCARE CNBC TV 18 CFO Awards 2. The Adivasi Sevak Puraskar (2008-09) by the Government of Maharashtra for his contribution towards the welfare of tribals in the field of education

4. Job Profile and suitability:

- i. Mr. Dilip S. Shanghvi, Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has extensive experience in the pharmaceutical industry.

He is actively involved in international pharmaceutical markets, business strategy, business development functions of the Company.

- ii. Mr. Sudhir V. Valia, Whole-time Director of the Company having rich experience in taxation and finance has successfully contributed towards the growth of the Company.
- iii. Mr. Sailesh T. Desai, Whole-time Director of the Company is highly experienced and provided significant contribution in some of the marketing areas for the products of the Company.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the Shareholders at this 24th Annual General Meeting of the Company are as provided in the respective resolutions.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Managing Director and Whole-time Directors (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Managing Director/ Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company and Mr. Sudhir V. Valia being the brother in law of Mr. Dilip S. Shanghvi, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Information

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has reported a net loss on standalone basis primarily on account of charges taken by the Company towards various optimization and integration measures being carried out by the company post

amalgamation of erstwhile Ranbaxy Laboratories Limited with the Company, which has been effected on 24th March, 2015, with appointed date of 1st April, 2014. The Company's integration and optimization exercise is progressing well and is as per schedule. In addition to these optimization and integration measures, supply constraints and increased compliance/remediation costs also adversely impacted the profitability of the Company for the year.

However, the Company continues to earn profit on consolidated basis and hence there are no specific steps required to take and proposed to be taken for improvement other than working towards resolving some of the aforementioned constraints. Some of the Company's subsidiaries in India & overseas are engaged in substantial business activities. In view of this, the Company's standalone revenues and profits are lower without affecting adversely the revenues and profits on consolidated basis.

2. Expected increase in productivity and profits in measurable terms:

The Company has earned the profit of ₹ 61.71 Crores during the quarter ended 31st March, 2016 and the Company is expected to do well in future.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2015-16.

The Board recommends the Resolutions as set out at Item no. 11, 12 & 13 of the Notice as Special Resolutions, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Directors for their respective appointments, are in any way concerned or interested in the Resolutions as set out at Item nos. 11, 12 and 13 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 14

The Articles of Association of the Company as currently in force was adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to adopt new set of Articles of Association

in line with the provisions of the Companies Act, 2013 including the Rules framed thereunder and to make certain other changes thereto. The Articles of Association as on date along with the proposed amendments are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting and at the Meeting and on the website of the Company.

Your Directors recommend the passing of the Resolution in Item No. 14 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except to the extent of the rights or powers provided if any under the revised Articles of Association to them or their relatives.

Item No. 15

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

Name of the Applicants	Number of Equity Shares held as on 21st May, 2016	% of shareholding as on 21st May, 2016
Mr. Jayant Shantilal Sanghvi	7416840	0.31
Pratham Investments	4600480	0.19
Mr. Ajay Vrundavandas Valia	16010	0.00
Mr. Kirit Valia	1281386	0.05
Kirit V Valia H.U.F	86	0.00
Mr. Jitendra Vrundavandas Valia	501150	0.02
Jitendra V Valia H.U.F	127300	0.01
Ms. Dipti Modi	227880	0.01
Ms. Varsha Doshi	322000	0.01
Total	14493132	0.60

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 30th May, 2016, have approved all the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding alongwith persons acting in concert does not exceed 1% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

In this regard, the Company received application from the following promoter group persons/entities pursuant to Regulation 31A of the Listing Regulations, 2015 for re-classifying them under the Public Category since their names have been included as a part of the Promoter group merely because they are deemed to be 'Immediate relatives'/ controlled by the Immediate Relatives of the Promoter and Managing Director of the Company, Mr. Dilip S. Shanghvi as per the definition of promoter group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 even though they are financially independent person/entities, who take independent investment decisions, without consulting Mr. Dilip S. Shanghvi and is in no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with Mr. Dilip Shanghvi, Promoter and Managing Director of the Company. Similarly Mr. Dilip S. Shanghvi has no interest in the profession/business being carried on by the Applicants.

Your Directors recommend the passing of the Resolution in Item No. 15 of the Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that Mr. Dilip Shanghvi and Mr. Sudhir Valia may be deemed to be concerned or interested in the resolution since the proposed outgoing Promoter Group members are related to them.

For Sun Pharmaceutical Industries Ltd.

Place: Mumbai
Date : 30th May, 2016

Sunil R. Ajmera
Company Secretary

Registered Office:

SPARC, Tandalja, Vadodara - 390 020.
Tel Nos: 0265-6615500/600/700, Fax No.: 0265-2354897
CIN: L24230GJ1993PLC019050
Website: www.sunpharma.com

ROUTE MAP TO SIR SAYAJIRAO NAGARGRUH, THE AGM VENUE:

